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

FORM 10-Q

(Mark one)

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

For the quarterly period ended March 31, 2024

or

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

For the transition period from______ to______

Commission File Number 000-09992

KLA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**04-2564110**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Technology Drive, Milpitas, California	**95035**
(Address of principal executive offices)	(Zip Code)

(408) 875-3000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	KLAC	The Nasdaq Stock Market, LLC The Nasdaq Global Select Market

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

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

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

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

As of April 15, 2024, there were 134,639,951 shares of the registrant's Common Stock, $0.001 par value per share, outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

KLA CORPORATION
Condensed Consolidated Balance Sheets
(Unaudited)

(In thousands)	March 31, 2024	June 30, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,848,167	$ 1,927,865
Marketable securities	2,446,135	1,315,294
Accounts receivable, net	1,625,257	1,753,361
Inventories	3,007,053	2,876,784
Other current assets	601,470	498,728
Total current assets	9,528,082	8,372,032
Land, property and equipment, net	1,106,278	1,031,841
Goodwill, net	2,015,727	2,278,820
Deferred income taxes	879,380	816,899
Purchased intangible assets, net	727,601	935,303
Other non-current assets	700,221	637,462
Total assets	$ 14,957,289	$ 14,072,357
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 354,720	$ 371,026
Deferred system revenue	994,469	651,720
Deferred service revenue	450,933	416,606
Short-term debt	749,889	—
Other current liabilities	1,908,527	2,303,490
Total current liabilities	4,458,538	3,742,842
Long-term debt	5,879,025	5,890,736
Deferred tax liabilities	480,270	529,287
Deferred service revenue	271,365	176,681
Other non-current liabilities	773,206	813,058
Total liabilities	11,862,404	11,152,604
Commitments and contingencies (Notes 9, 14 and 15)		
Stockholders' equity:		
Common stock and capital in excess of par value	2,177,501	2,107,663
Retained earnings	958,904	848,431
Accumulated other comprehensive loss	(41,520)	(36,341)
Total stockholders' equity	3,094,885	2,919,753
Total liabilities and stockholders' equity	$ 14,957,289	$ 14,072,357

See accompanying notes to Condensed Consolidated Financial Statements (unaudited).

KLA CORPORATION
Condensed Consolidated Statements of Operations
(Unaudited)

(In thousands, except per share amounts)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Revenues:				
Product	$ 1,769,369	$ 1,903,484	$ 5,527,842	$ 6,562,501
Service	590,461	529,124	1,715,670	1,578,418
Total revenues	2,359,830	2,432,608	7,243,512	8,140,919
Costs and expenses:				
Costs of revenues	993,885	1,005,346	2,917,522	3,255,358
Research and development	321,590	328,276	953,222	979,617
Selling, general and administrative	237,514	238,393	714,403	735,469
Impairment of goodwill and purchased intangible assets	70,474	—	289,474	—
Interest expense	79,981	74,774	228,417	223,449
Loss on extinguishment of debt	—	—	—	13,286
Other expense (income), net	(45,622)	(14,864)	(104,515)	(79,944)
Income before income taxes	702,008	800,683	2,244,989	3,013,684
Provision for income taxes	100,467	102,846	319,539	310,987
Net income	601,541	697,837	1,925,450	2,702,697
Less: Net income attributable to non-controlling interest	—	—	—	74
Net income attributable to KLA	$ 601,541	$ 697,837	$ 1,925,450	$ 2,702,623
Net income per share attributable to KLA				
Basic	$ 4.46	$ 5.06	$ 14.20	$ 19.26
Diluted	$ 4.43	$ 5.03	$ 14.11	$ 19.16
Weighted-average number of shares:				
Basic	134,954	137,865	135,638	140,349
Diluted	135,856	138,645	136,428	141,073

See accompanying notes to Condensed Consolidated Financial Statements (unaudited).

KLA CORPORATION
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

(In thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Net income	$ 601,541	$ 697,837	$ 1,925,450	$ 2,702,697
Other comprehensive income (loss):				
Currency translation adjustments:				
Cumulative currency translation adjustments	(2,255)	4,235	(5,836)	(8,015)
Income tax benefit (provision)	660	(15)	42	264
Net change related to currency translation adjustments	(1,595)	4,220	(5,794)	(7,751)
Cash flow hedges:				
Net unrealized gains arising during the period	3,003	6,660	11,328	16,667
Reclassification adjustments for net gains included in net income	(7,604)	(2,824)	(23,665)	(25,960)
Income tax (provision) benefit	(782)	(352)	2,749	4,111
Net change related to cash flow hedges	(5,383)	3,484	(9,588)	(5,182)
Net change related to unrecognized losses and transition obligations in connection with defined benefit plans	814	86	661	561
Available-for-sale securities:				
Net unrealized (losses) gains arising during the period	(3,881)	7,422	12,123	4,969
Reclassification adjustments for net losses included in net income	(54)	250	19	831
Income tax benefit (provision)	843	(1,651)	(2,600)	(1,248)
Net change related to available-for-sale securities	(3,092)	6,021	9,542	4,552
Other comprehensive income (loss)	(9,256)	13,811	(5,179)	(7,820)
Less: Comprehensive income attributable to non-controlling interest	—	—	—	74
Total comprehensive income attributable to KLA	$ 592,285	$ 711,648	$ 1,920,271	$ 2,694,803

See accompanying notes to Condensed Consolidated Financial Statements (unaudited).

KLA CORPORATION

Condensed Consolidated Statements of Stockholders' Equity

(Unaudited)

(In thousands, except per share amounts)	Common Stock and Capital in Excess of Par Value: Shares	Common Stock and Capital in Excess of Par Value: Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total KLA Stockholders' Equity	Non-Controlling Interest	Total Stockholders' Equity
Balances as of June 30, 2023	136,750	$ 2,107,663	$ 848,431	$ (36,341)	$ 2,919,753	$ —	$ 2,919,753
Net income	—	—	741,375	—	741,375	—	741,375
Other comprehensive loss	—	—	—	(13,097)	(13,097)	—	(13,097)
Net issuance under employee stock plans	173	(68,237)	—	—	(68,237)	—	(68,237)
Repurchase of common stock	(956)	(14,722)	(444,371)	—	(459,093)	—	(459,093)
Cash dividends ($1.30 per share) and dividend equivalents declared	—	—	(179,256)	—	(179,256)	—	(179,256)
Stock-based compensation expense	—	48,772	—	—	48,772	—	48,772
Balances as of September 30, 2023	135,967	2,073,476	966,179	(49,438)	2,990,217	—	2,990,217
Net income	—	—	582,534	—	582,534	—	582,534
Other comprehensive income	—	—	—	17,174	17,174	—	17,174
Net issuance under employee stock plans	141	45,427	—	—	45,427	—	45,427
Repurchase of common stock	(848)	(13,014)	(428,549)	—	(441,563)	—	(441,563)
Cash dividends ($1.45 per share) and dividend equivalents declared	—	—	(198,698)	—	(198,698)	—	(198,698)
Stock-based compensation expense	—	48,620	—	—	48,620	—	48,620
Balances as of December 31, 2023	135,260	2,154,509	921,466	(32,264)	3,043,711	—	3,043,711
Net income	—	—	601,541	—	601,541	—	601,541
Other comprehensive loss	—	—	—	(9,256)	(9,256)	—	(9,256)
Net issuance under employee stock plans	41	(24,275)	—	—	(24,275)	—	(24,275)
Repurchase of common stock	(588)	(9,415)	(366,281)	—	(375,696)	—	(375,696)
Cash dividends ($1.45 per share) and dividend equivalents declared	—	—	(197,822)	—	(197,822)	—	(197,822)
Stock-based compensation expense	—	56,682	—	—	56,682	—	56,682
Balances as of March 31, 2024	134,713	$ 2,177,501	$ 958,904	$ (41,520)	$ 3,094,885	$ —	$ 3,094,885

(In thousands, except per share amounts)	Common Stock and Capital in Excess of Par Value Shares	Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total KLA Stockholders' Equity	Non-Controlling Interest	Total Stockholders' Equity
Balances as of June 30, 2022	141,804	$ 1,061,940	$ 366,882	$ (27,471)	$ 1,401,351	$ (2,261)	$ 1,399,090
Net income attributable to KLA	—	—	1,025,991	—	1,025,991	—	1,025,991
Net income attributable to non-controlling interest	—	—	—	—	—	74	74
Other comprehensive loss	—	—	—	(31,370)	(31,370)	—	(31,370)
Net issuance under employee stock plans	171	(54,950)	—	—	(54,950)	—	(54,950)
Repurchase of common stock	(257)	(1,926)	(87,690)	—	(89,616)	—	(89,616)
Cash dividends ($1.30 per share) and dividend equivalents declared	—	—	(186,216)	—	(186,216)	—	(186,216)
Stock-based compensation expense	—	34,982	—	—	34,982	—	34,982
Purchase of non-controlling interest	—	1,902	—	—	1,902	(6,196)	(4,294)
Disposal of non-controlling interest	—	—	—	—	—	8,383	8,383
Balances as of September 30, 2022	141,718	1,041,948	1,118,967	(58,841)	2,102,074	—	2,102,074
Net income	—	—	978,795	—	978,795	—	978,795
Other comprehensive income	—	—	—	9,739	9,739	—	9,739
Net issuance under employee stock plans	170	31,196	—	—	31,196	—	31,196
Repurchase of common stock	(3,429)	870,811	(1,241,793)	—	(370,982)	—	(370,982)
Cash dividends ($1.30 per share) and dividend equivalents declared	—	—	(185,967)	—	(185,967)	—	(185,967)
Stock-based compensation expense	—	38,405	—	—	38,405	—	38,405
Balances as of December 31, 2022	138,459	1,982,360	670,002	(49,102)	2,603,260	—	2,603,260
Net income	—	—	697,837	—	697,837	—	697,837
Other comprehensive income	—	—	—	13,811	13,811	—	13,811
Net issuance under employee stock plans	57	(16,154)		—	(16,154)	—	(16,154)
Repurchase of common stock	(1,227)	(17,563)	(465,149)	—	(482,712)	—	(482,712)
Cash dividends ($1.30 per share) and dividend equivalents declared	—	—	(181,391)	—	(181,391)	—	(181,391)
Stock-based compensation expense	—	48,130	—	—	48,130	—	48,130
Balances as of March 31, 2023	137,289	$ 1,996,773	$ 721,299	$ (35,291)	$ 2,682,781	$ —	$ 2,682,781

See accompanying notes to Condensed Consolidated Financial Statements (unaudited).

KLA CORPORATION
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	**Nine Months Ended March 31, 2024**	**2023**
Cash flows from operating activities:		
Net income	$ 1,925,450	$ 2,702,697
Adjustments to reconcile net income to net cash provided by operating activities:		
Impairment of goodwill and purchased intangible assets	289,474	—
Depreciation and amortization	300,729	310,300
Loss on extinguishment of debt	—	13,286
Unrealized foreign exchange gain and other	(16,747)	(35,427)
Asset impairment charges	—	9,905
Disposal of non-controlling interest	—	8,270
Stock-based compensation expense	154,074	121,517
Gain on sale of business	—	(29,687)
Deferred income taxes	(124,594)	(321,712)
Changes in assets and liabilities, net of assets acquired and liabilities assumed in business acquisitions:		
Accounts receivable	141,064	(153,630)
Inventories	(131,249)	(604,393)
Other assets	(223,625)	(30,427)
Accounts payable	799	(38,817)
Deferred system revenue	342,749	32,822
Deferred service revenue	129,010	35,551
Other liabilities	(371,174)	690,435
Net cash provided by operating activities	2,415,960	2,710,690
Cash flows from investing activities:		
Proceeds from sale of assets	5,079	—
Net proceeds from sale of business	—	75,358
Business acquisitions, net of cash acquired	(3,682)	(27,144)
Capital expenditures	(216,639)	(262,908)
Purchases of available-for-sale and equity securities	(2,154,906)	(960,837)
Proceeds from sale of available-for-sale securities	70,957	74,541
Proceeds from maturity of available-for-sale securities	971,085	699,363
Purchases of trading securities	(112,463)	(77,759)
Proceeds from sale of trading securities	102,376	70,279
Proceeds from other investments	—	1,020
Net cash used in investing activities	(1,338,193)	(408,087)
Cash flows from financing activities:		
Payment of debt issuance costs	—	(6,515)
Proceeds from issuance of debt, net of issuance costs	735,043	—
Proceeds from revolving credit facility	—	300,000
Repayment of debt	—	(1,087,250)
Common stock repurchases	(1,265,480)	(923,039)
Payment of dividends to stockholders	(575,520)	(553,046)
Issuance of common stock	48,433	33,908
Tax withholding payments related to vested and released restricted stock units	(95,516)	(73,704)
Contingent consideration payable and other, net	(4,116)	(5,027)
Purchase of non-controlling interest	—	(4,295)
Net cash used in financing activities	(1,157,156)	(2,318,968)
Effect of exchange rate changes on cash and cash equivalents	(309)	(30)
Net decrease in cash and cash equivalents	(79,698)	(16,395)
Cash and cash equivalents at beginning of period	1,927,865	1,584,908
Cash and cash equivalents at end of period	$ 1,848,167	$ 1,568,513
Supplemental cash flow disclosures:		
Income taxes paid, net	$ 765,282	$ 451,243
Interest paid	$ 251,426	$ 198,906
Non-cash activities:		
Contingent consideration payable - financing activities	$ (765)	$ (1,849)
Dividends payable - financing activities	$ 6,090	$ 5,856
Unsettled common stock repurchase - financing activities	$ 10,999	$ 15,943
Accrued purchases of land, property and equipment - investing activities	$ 15,378	$ 14,390

See accompanying notes to Condensed Consolidated Financial Statements (unaudited).

KLA CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

NOTE 1 – BASIS OF PRESENTATION

Basis of Presentation. For purposes of this report, “KLA,” the “Company,” “we,” “our,” “us” or similar references mean KLA Corporation and its majority-owned subsidiaries unless the context requires otherwise. The Condensed Consolidated Financial Statements have been prepared by us pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted pursuant to such rules and regulations.

The unaudited interim Condensed Consolidated Financial Statements do not include all of the information and footnotes required by GAAP for audited financial statements. The balance sheet as of June 30, 2023 was derived from the Company’s audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023, but does not include all disclosures required by GAAP for audited financial statements. The unaudited interim Condensed Consolidated Financial Statements reflect all adjustments (consisting only of normal, recurring adjustments) necessary for a fair statement of the financial position, results of operations, comprehensive income, stockholders’ equity and cash flows for the periods indicated. These Condensed Consolidated Financial Statements and notes, however, should be read in conjunction with Item 8 “Financial Statements and Supplementary Data” included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

The Condensed Consolidated Financial Statements include the accounts of KLA and its majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated.

The results of operations for the three and nine months ended March 31, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the full fiscal year ending June 30, 2024.

Management Estimates. The preparation of the Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions in applying our accounting policies that affect the reported amounts of assets and liabilities (and related disclosure of contingent assets and liabilities) at the dates of the Condensed Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Reclassifications. The Company has reclassified certain prior period balances to conform to the current year presentation. These reclassifications did not impact any prior amounts of reported total assets, total liabilities, stockholders’ equity, results of operations or cash flows.

Significant Accounting Policies. There have been no material changes to our significant accounting policies summarized in Note 1 “Description of Business and Summary of Significant Accounting Policies” to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

Recent Accounting Pronouncements

Recently Adopted

In October 2021, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2021-08, *Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers.* The new guidance requires companies to apply revenue guidance to recognize and measure contract assets and contract liabilities from contracts with customers acquired in a business combination at carrying value. Under the prior business combination guidance, such assets and liabilities were recognized by the acquirer at fair value on the acquisition date. We adopted this update beginning in the first quarter of our fiscal year ending June 30, 2024 on a prospective basis. The impact of adopting this update will depend on the magnitude of contract assets and contract liabilities acquired in future acquisitions.

Updates Not Yet Effective

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280), Improvements to Reportable Segment Disclosures*. The new guidance requires enhanced disclosures about significant segment expenses. This standard update is effective for our annual reports beginning in the fiscal year ending June 30, 2025 and interim period reports beginning in the first quarter of the fiscal year ending June 30, 2026. Early adoption is permitted on a retrospective basis. We are currently evaluating the impact of this ASU on our segment disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740), Improvements to Income Tax Disclosures*. The new guidance requires enhanced disclosures about income tax expenses. This standard update is effective for our annual reports beginning in the fiscal year ending June 30, 2026. Early adoption is permitted on a prospective basis. We are currently evaluating the impact of this ASU on our annual income tax disclosures.

NOTE 2 – REVENUE

Contract Balances

The following table represents the opening and closing balances of accounts receivable, net, contract assets and contract liabilities as of the indicated dates.

(Dollar amounts in thousands)	As of March 31, 2024	As of June 30, 2023	$ Change	% Change
Accounts receivable, net	$ 1,625,257	$ 1,753,361	$ (128,104)	(7) %
Contract assets	$ 87,621	$ 117,137	$ (29,516)	(25) %
Contract liabilities	$ 1,716,767	$ 1,245,007	$ 471,760	38 %

Our payment terms and conditions vary by contract type, although the terms generally include a requirement of payment of 70% to 90% of total contract consideration within 30 to 60 days of product shipment, with the remainder payable within 30 days of acceptance.

The change in contract assets during the nine months ended March 31, 2024 was mainly due to $98.5 million of contract assets reclassified to accounts receivable, net, as our right to consideration for these contract assets became unconditional, partially offset by $69.2 million of revenue recognized for which the payment is subject to conditions other than passage of time. Contract assets are included in other current assets on our Condensed Consolidated Balance Sheets.

The change in contract liabilities during the nine months ended March 31, 2024 was mainly due to an increase in the value of products and services billed to customers for which control of the products and services has not transferred to the customers, partially offset by recognition in revenue of $884.0 million that was included in contract liabilities as of June 30, 2023. Contract liabilities are included in current and non-current liabilities on our Condensed Consolidated Balance Sheets.

Remaining Performance Obligations

As of March 31, 2024, we had $9.90 billion of remaining performance obligations, which represents our obligation to deliver products and services, and primarily consists of sales orders where written customer requests have been received. This amount includes customer deposits of $677.0 million as disclosed in Note 4 “Financial Statement Components” and excludes contract liabilities of $1.72 billion as described above. We expect to recognize approximately 40% to 45% of these performance obligations as revenue beyond the next 12 months, but this estimate is subject to constant change. Our customers are currently purchasing equipment from us with lead times that are longer than our historical experience. As customers try to balance the evolution of their technological, production or market needs with the timing and content of orders placed with us, there is elevated risk of order modifications, pushouts or cancellations.

In addition, in October 2022, the U.S. government issued regulations that imposed new export licensing requirements for certain U.S. semiconductor and high-performance computing technology (including wafer fab equipment), for the use of such technology for certain end uses in the People's Republic of China ("China"), and for the provision of support by U.S. Persons to certain advanced integrated circuit ("IC") fabs located in China. The regulations impose export license requirements effectively on all KLA products and services to customers located in China that fabricate certain advanced logic, NAND and DRAM ICs. KLA is also restricted from providing certain U.S. origin tools, software and technology to certain wafer fab equipment manufacturers located in China, absent an export license. In October 2023, the U.S. government issued additional regulations that went into effect in November 2023. These additional rules are designed to update export controls on advanced computing semiconductors and semiconductor manufacturing equipment, as well as items that support supercomputing applications and end-uses, to arms embargoed countries, including China. They adjust the parameters included in the existing regulations that determine whether an advanced computing chip is restricted and impose new measures to address risks of circumvention of the controls established in October 2022. The regulations are very complex and, in January 2024, KLA, among other companies, submitted comments to the government regarding these regulations. We are taking appropriate measures to comply with all government regulations, and will continue to apply for export licenses, when required, to avoid disruption to our customers' operations. While some export licenses have been obtained by us or our customers, there can be no assurance that export licenses applied for by either us or our customers, now or in the future, will be granted.

Refer to Note 18 "Segment Reporting and Geographic Information" to our Condensed Consolidated Financial Statements for information related to revenues by geographic region as well as significant product and service offerings.

NOTE 3 – FAIR VALUE MEASUREMENTS

Our financial assets and liabilities are measured and recorded at fair value, except for our debt and certain equity investments in privately held companies. Equity investments without a readily available fair value are accounted for using the measurement alternative. The measurement alternative is calculated as cost minus impairment, if any, plus or minus changes resulting from observable price changes. See Note 8 "Debt" to our Condensed Consolidated Financial Statements for disclosure of the fair value of our Senior Notes, as defined in that Note.

Our non-financial assets, such as goodwill, intangible assets, and land, property and equipment, are assessed for impairment when an event or circumstance indicates that an other-than-temporary decline in value may have occurred.

Fair Value of Financial Instruments. We have evaluated the estimated fair value of financial instruments using available market information and valuations as provided by third-party sources. The use of different market assumptions and/or estimation methodologies could have a significant effect on the estimated fair value amounts. The fair value of our cash equivalents, accounts receivable, accounts payable and other current assets and liabilities approximate their carrying amounts due to the relatively short maturity of these items.

Fair Value Hierarchy. The authoritative guidance for fair value measurements establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1	Valuations based on quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.
Level 2	Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
Level 3	Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There were no transfers between Level 1, Level 2 and Level 3 fair value measurements during the nine months ended March 31, 2024.

The types of instruments valued based on quoted market prices in active markets include money market funds, certain U.S. Treasury securities, U.S. Government agency securities and equity securities. Such instruments are generally classified within Level 1 of the fair value hierarchy.

The types of instruments valued based on other observable inputs include corporate debt securities, municipal securities and certain U.S. Treasury securities. The market inputs used to value these instruments generally consist of market yields, reported trades and broker/dealer quotes. Such instruments are generally classified within Level 2 of the fair value hierarchy.

The principal market in which we execute our foreign currency contracts is the institutional market in an over-the-counter environment with a relatively high level of price transparency. The market participants generally are large financial institutions. Our foreign currency contracts' valuation inputs are based on quoted prices and quoted pricing intervals from public data sources and do not involve management judgment. These contracts are typically classified within Level 2 of the fair value hierarchy.

The fair values of contingent consideration payable, the majority of which were recorded in connection with business combinations, were classified as Level 3 and estimated using significant inputs that were not observable in the market. See Note 6 "Business Combinations and Dispositions" to our Condensed Consolidated Financial Statements for additional information.

Financial assets (excluding cash held in operating accounts and time deposits) and liabilities measured at fair value on a recurring basis, as of the dates indicated below, were presented on our Condensed Consolidated Balance Sheets as follows:

As of March 31, 2024 (In thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Little or No Market Activity Inputs (Level 3)
Assets				
Cash equivalents:				
Corporate debt securities	$ 1,517	$ —	$ 1,517	$ —
Money market funds and other	1,091,385	1,091,385	—	—
U.S. Treasury securities	35,606	—	35,606	—
Marketable securities:				
Corporate debt securities	765,619	—	765,619	—
Municipal securities	40,127	—	40,127	—
U.S. Government agency securities	93,208	93,208	—	—
U.S. Treasury securities	725,509	435,647	289,862	—
Equity securities	29,260	29,260	—	—
Total cash equivalents and marketable securities(1)	2,782,231	1,649,500	1,132,731	—
Other current assets:				
Derivative assets	35,838	—	35,838	—
Other non-current assets:				
Executive Deferred Savings Plan	297,915	265,969	31,946	—
Total financial assets(1)	$ 3,115,984	$ 1,915,469	$ 1,200,515	$ —
Liabilities				
Derivative liabilities	$ (16,716)	$ —	$ (16,716)	$ —
Contingent consideration payable	(67)	—	—	(67)
Total financial liabilities	$ (16,783)	$ —	$ (16,716)	$ (67)

(1) Excludes cash of $457.6 million held in operating accounts and time deposits of $1.05 billion (of which $262.1 million were cash equivalents) as of March 31, 2024.

As of June 30, 2023 (In thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Little or No Market Activity Inputs (Level 3)
Assets				
Cash equivalents:				
Money market funds and other	$ 1,257,223	$ 1,257,223	$ —	$ —
U.S. Government agency securities	3,788	—	3,788	—
U.S. Treasury securities	11,500	—	11,500	—
Marketable securities:				
Corporate debt securities	502,650	—	502,650	—
Municipal securities	31,788	—	31,788	—
U.S. Government agency securities	129,784	127,715	2,069	—
U.S. Treasury securities	518,215	425,234	92,981	—
Equity securities	18,159	18,159	—	—
Total cash equivalents and marketable securities(1)	2,473,107	1,828,331	644,776	—
Other current assets:				
Derivative assets	35,712	—	35,712	—
Other non-current assets:				
Executive Deferred Savings Plan	256,846	198,639	58,207	—
Total financial assets(1)	$ 2,765,665	$ 2,026,970	$ 738,695	$ —
Liabilities				
Derivative liabilities	$ (12,106)	$ —	$ (12,106)	$ —
Contingent consideration payable	(6,447)	—	—	(6,447)
Total financial liabilities	$ (18,553)	$ —	$ (12,106)	$ (6,447)

(1) Excludes cash of $298.6 million held in operating accounts and time deposits of $471.4 million (of which $356.7 million were cash equivalents) as of June 30, 2023.

NOTE 4 – FINANCIAL STATEMENT COMPONENTS

Condensed Consolidated Balance Sheets

(In thousands)	As of March 31, 2024	As of June 30, 2023
Accounts receivable, net:		
Accounts receivable, gross	$ 1,658,872	$ 1,786,993
Allowance for credit losses	(33,615)	(33,632)
	$ 1,625,257	$ 1,753,361
Inventories:		
Customer service parts	$ 594,953	$ 524,096
Raw materials	1,513,119	1,559,202
Work-in-process	674,193	578,864
Finished goods	224,788	214,622
	$ 3,007,053	$ 2,876,784
Other current assets:		
Deferred costs of revenues	$ 242,520	$ 133,067
Prepaid expenses	115,377	121,204
Contract assets	87,621	117,137
Prepaid income and other taxes	76,900	64,901
Other current assets	79,052	62,419
	$ 601,470	$ 498,728
Land, property and equipment, net:		
Land	$ 78,260	$ 72,287
Buildings and leasehold improvements	923,347	825,975
Machinery and equipment	1,095,517	1,016,713
Office furniture and fixtures	64,142	58,036
Construction-in-process	186,090	168,817
	2,347,356	2,141,828
Less: accumulated depreciation	(1,241,078)	(1,109,987)
	$ 1,106,278	$ 1,031,841
Other non-current assets:		
Executive Deferred Savings Plan[1]	$ 297,915	$ 256,846
Operating lease right of use assets	241,163	208,706
Other non-current assets	161,143	171,910
	$ 700,221	$ 637,462
Other current liabilities:		
Customer deposits	$ 553,703	$ 769,000
Compensation and benefits	447,294	370,536
Executive Deferred Savings Plan[1]	300,180	258,223
Income taxes payable	84,355	383,012
Interest payable	76,226	105,270
Operating lease liabilities	36,396	34,042
Other liabilities and accrued expenses	410,373	383,407
	$ 1,908,527	$ 2,303,490
Other non-current liabilities:		
Income taxes payable	$ 288,162	$ 322,113
Customer deposits	123,315	156,874
Operating lease liabilities	158,376	138,354
Pension liabilities	58,198	63,672
Other non-current liabilities	145,155	132,045
	$ 773,206	$ 813,058

(1) We have a non-qualified deferred compensation plan (known as the "Executive Deferred Savings Plan" or "EDSP") under which certain employees and non-employee directors may defer a portion of their compensation. The expense associated with changes in the EDSP liability included in selling, general and administrative ("SG&A") expense was $17.4 million and $13.1 million in the three months ended March 31, 2024 and 2023, respectively, and was $33.9 million and $14.7 million during the nine months ended March 31, 2024 and 2023, respectively. The amount of net gains associated with changes in the EDSP assets included in SG&A expense was $17.1 million and $13.1 million in the three months ended March 31, 2024 and 2023, respectively, and was $33.3 million and $14.7 million during the nine months ended March 31, 2024 and 2023, respectively. For additional details, refer to Note 1 "Description of Business and Summary of Significant Accounting Policies" to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

Accumulated Other Comprehensive Income (Loss)

The components of Accumulated Other Comprehensive Income (Loss) ("AOCI") as of the dates indicated below were as follows:

(In thousands)	Currency Translation Adjustments	Unrealized Gains (Losses) on Available-for-Sale Securities	Unrealized Gains (Losses) on Derivatives	Unrealized Gains (Losses) on Defined Benefit Plans	Total
Balance as of March 31, 2024	$ (70,421)	$ (3,255)	$ 50,356	$ (18,200)	$ (41,520)
Balance as of June 30, 2023	$ (64,627)	$ (12,797)	$ 59,944	$ (18,861)	$ (36,341)

The effects on net income of amounts reclassified from AOCI to the Condensed Consolidated Statements of Operations for the indicated periods were as follows (in thousands; amounts in parentheses indicate debits or reductions to earnings):

AOCI Components	Location in the Condensed Consolidated Statement of Operations	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Unrealized gains on cash flow hedges from foreign exchange and interest rate contracts	Revenues	$ 4,439	$ 1,421	$ 15,871	$ 31,954
	Costs of revenues and operating expenses	2,221	467	4,976	(8,804)
	Interest expense	944	936	2,818	2,810
	Net gains reclassified from AOCI	$ 7,604	$ 2,824	$ 23,665	$ 25,960
Unrealized gains (losses) on available-for-sale securities	Other expense (income), net	$ 54	$ (250)	$ (19)	$ (831)

The amount reclassified out of AOCI related to our defined benefit pension plans that was recognized as a component of net periodic cost for the three months ended March 31, 2024 and 2023 was $0.3 million and $0.4 million, respectively, and for the nine months ended March 31, 2024 and 2023 was $0.8 million and $1.2 million, respectively. For additional details, refer to Note 13 "Employee Benefit Plans" to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

NOTE 5 – MARKETABLE SECURITIES

The amortized cost and fair value of marketable securities as of the dates indicated below were as follows:

As of March 31, 2024 (In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	$ 767,413	$ 1,646	$ (1,923)	$ 767,136
Money market funds and other	1,091,385	—	—	1,091,385
Municipal securities	40,271	64	(208)	40,127
U.S. Government agency securities	93,382	57	(231)	93,208
U.S. Treasury securities	764,664	180	(3,729)	761,115
Subtotal	2,757,115	1,947	(6,091)	2,752,971
Add: Time deposits[1]	1,054,499	—	—	1,054,499
Less: Cash equivalents	1,390,596	—	(1)	1,390,595
Marketable securities[2]	$ 2,421,018	$ 1,947	$ (6,090)	$ 2,416,875

As of June 30, 2023 (In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	$ 508,511	$ 52	$ (5,913)	$ 502,650
Money market funds and other	1,257,223	—	—	1,257,223
Municipal securities	32,525	—	(737)	31,788
U.S. Government agency securities	134,486	4	(918)	133,572
U.S. Treasury securities	538,487	10	(8,782)	529,715
Subtotal	2,471,232	66	(16,350)	2,454,948
Add: Time deposits[1]	471,439	—	—	471,439
Less: Cash equivalents	1,629,248	4	—	1,629,252
Marketable securities[2]	$ 1,313,423	$ 62	$ (16,350)	$ 1,297,135

(1) Time deposits excluded from fair value measurements.

(2) Excludes equity marketable securities.

Our investment portfolio includes both corporate and government securities that have a maximum maturity of three years. The longer the duration of these securities, the more susceptible they are to changes in market interest rates and bond yields. As yields increase, those securities with a lower yield-at-cost show a mark-to-market unrealized loss. Most of our unrealized losses are due to changes in market interest rates and bond yields. We believe that we have the ability to realize the full value of all these investments upon maturity. As of March 31, 2024, we had 341 investments in a gross unrealized loss position. The following table summarizes the fair value and gross unrealized losses of our investments that were in an unrealized loss position as of the dates indicated below.

As of March 31, 2024	Less than 12 Months		12 Months or Greater		Total	
(In thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Corporate debt securities	$ 295,694	$ (823)	$ 81,327	$ (1,100)	$ 377,021	$ (1,923)
Municipal securities	13,938	(91)	8,088	(117)	22,026	(208)
U.S. Government agency securities	54,739	(227)	2,517	(4)	57,256	(231)
U.S. Treasury securities	460,112	(1,521)	141,125	(2,208)	601,237	(3,729)
Total	$ 824,483	$ (2,662)	$ 233,057	$ (3,429)	$ 1,057,540	$ (6,091)

As of June 30, 2023 (In thousands)	Less than 12 Months Fair Value	Less than 12 Months Gross Unrealized Losses	12 Months or Greater Fair Value	12 Months or Greater Gross Unrealized Losses	Total Fair Value	Total Gross Unrealized Losses
Corporate debt securities	$ 310,613	$ (2,242)	$ 161,263	$ (3,671)	$ 471,876	$ (5,913)
Municipal securities	9,011	(199)	17,253	(538)	26,264	(737)
U.S. Government agency securities	80,793	(459)	36,406	(459)	117,199	(918)
U.S. Treasury securities	288,376	(4,117)	183,475	(4,665)	471,851	(8,782)
Total	$ 688,793	$ (7,017)	$ 398,397	$ (9,333)	$ 1,087,190	$ (16,350)

The contractual maturities of securities classified as available-for-sale, regardless of their classification on our Condensed Consolidated Balance Sheets, as of the date indicated below were as follows:

As of March 31, 2024 (In thousands)	Amortized Cost	Fair Value
Due within one year	$ 1,566,845	$ 1,564,521
Due after one year through three years	854,173	852,354
Total	$ 2,421,018	$ 2,416,875

Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Realized gains and losses on available-for-sale securities for the three and nine months ended March 31, 2024 and 2023 were immaterial.

The costs for our equity marketable securities were $22.9 million and $3.2 million as of March 31, 2024, and June 30, 2023, respectively. Unrealized gains (losses) for our equity marketable securities were $(5.4) million and $0.5 million during the three months ended March 31, 2024 and 2023, respectively. Unrealized gains (losses) for our equity marketable securities were $(8.6) million and $8.8 million during the nine months ended March 31, 2024 and 2023, respectively.

NOTE 6 - BUSINESS COMBINATIONS AND DISPOSITIONS

Business Combinations

On August 9, 2022, we acquired a privately held company, primarily to secure the supply of materials for existing products, for aggregate purchase consideration of $32.7 million, payable in cash. We allocated the purchase consideration as follows: $30.0 million to identifiable intangible assets, $2.3 million to net tangible assets, $6.5 million to deferred tax liabilities and $6.8 million to goodwill. The goodwill was assigned to the Wafer Inspection and Patterning reporting unit. The purchase consideration included a $3.7 million holdback to satisfy general warranties and representations that was paid in full in February 2024.

We have included the financial results of the acquisition in our Condensed Consolidated Financial Statements from the acquisition date, and these results were not material to our Condensed Consolidated Financial Statements. The goodwill recorded as a result of the above acquisition was not deductible for tax purposes.

As of March 31, 2024, we had $0.1 million contingent consideration recorded for completed acquisitions.

Business Dispositions

As of June 30, 2022, we owned approximately 94% of the outstanding equity interest in Orbograph Ltd. ("Orbograph"), a non-core business engaged in the development and marketing of character recognition solutions to banks, financial and other payment processing institutions and healthcare providers. On August 9, 2022, we acquired the non-controlling interest in Orbograph. On August 11, 2022, we sold our entire interest in Orbograph to a portfolio company of a private equity firm for total consideration of $110.0 million and net cash proceeds from the transaction of $75.4 million. We recognized a pre-tax gain from the sale of $29.7 million, which was recorded as part of other expense (income), net. Included in the sale were $26.5 million in tangible assets, $30.5 million in liabilities and $61.2 million in goodwill and intangible assets.

For additional details of business combinations, refer to Note 6 "Business Combinations and Dispositions" to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

NOTE 7 – GOODWILL AND PURCHASED INTANGIBLE ASSETS

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in business combinations. Goodwill is not subject to amortization but is tested for impairment annually during the third fiscal quarter, as well as whenever events or changes in circumstances indicate that the carrying value may not be recoverable. In testing goodwill for impairment, we utilize a qualitative assessment to evaluate whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. When performing the qualitative assessment, we consider the following factors: stock price or market capitalization, changes in the industry and competitive environment, budget-to-actual revenue and profitability performance from the prior year and projected revenue and profitability trends for future years at our reporting units. If our qualitative assessment indicates that goodwill impairment is more likely than not, we perform a quantitative assessment by comparing the carrying value to the fair value of the reporting units. If the fair value is determined to be less than the carrying value, the amount of impairment is computed as the excess of the carrying value over the estimated fair value, not to exceed the carrying value of goodwill. Any impairment charges could have a material adverse effect on our operating results and net asset value in the quarter in which we recognize the impairment charge.

We performed the required annual goodwill impairment testing for all reporting units as of February 29, 2024, and concluded that goodwill was not impaired, except for the Display reporting unit (“Display”). As a result of this qualitative assessment, we determined that it was not necessary to perform a quantitative assessment for the reporting units subject to testing other than Display. In March 2024, we made the decision to exit the Display business by announcing the end of manufacturing of most Display products by December 31, 2024, but we will continue to provide services to the installed base of Display products for existing customers. The exit of the business does not qualify as a discontinued operation under the relevant accounting guidance, but the decision triggered a quantitative impairment assessment for the Display reporting unit, which resulted in a total goodwill impairment charge of $70.5 million in the quarter ended March 31, 2024.

To determine the fair value of the reporting unit, we utilized an income approach estimated through a discounted cash flow analysis, by adding the present value of the estimated annual discounted cash flows over a discrete projection period. This valuation technique requires us to use significant estimates and assumptions, including discount rates and internal forecasts of the anticipated future performance of the business. The discount rates are based on the weighted average cost of capital of comparable peer companies, adjusted for company-specific risk. There can be no assurance that these estimates and assumptions will prove to be an accurate prediction of the future.

The next annual goodwill impairment assessment by reporting unit is scheduled to be performed in the third quarter of the fiscal year ending June 30, 2025.

During the second quarter of fiscal 2024, we noted a significant deterioration of the long-term forecast for our Printed Circuit Board (“PCB”) and Display businesses, which are a part of our PCB and Display operating segment, as the company initiated its annual strategic planning process. The downward revision of financial outlook for the PCB and Display businesses triggered a goodwill impairment test. In addition, in the second quarter of fiscal 2024, we began to evaluate strategic options for our Display business. Effective from the second quarter of fiscal 2024, our PCB and Display operating segment is comprised of two reporting units, 1) PCB and 2) Display, while, prior to the change, the PCB and Display operating segment represented a single reporting unit. As a result of our quantitative assessment, we recorded a total goodwill impairment charge of $192.6 million for the PCB and Display reporting unit in the three months ended December 31, 2023. The goodwill balances of the new PCB and Display reporting units were determined based on their relative fair values. We assessed for impairment subsequent to the reporting unit change and noted no impairment.

The following table presents changes in goodwill carrying value by reporting unit during the nine months ended March 31, 2024:

(In thousands)	Wafer Inspection and Patterning	Global Service and Support ("GSS")	Specialty Semiconductor Process	PCB and Display	PCB	Display	Component Inspection	Total
Balances as of June 30, 2023								
Goodwill	$ 1,004,700	$ 25,908	$ 826,037	$ 942,819	$ —	$ —	$ 13,575	$ 2,813,039
Accumulated impairment losses	(277,570)	—	(144,179)	(112,470)	—	—	—	(534,219)
	$ 727,130	$ 25,908	$ 681,858	$ 830,349	$ —	$ —	$ 13,575	$ 2,278,820
Activity for the nine months ended March 31, 2024								
Goodwill impairment	—	—	—	(192,600)	—	(70,474)	—	(263,074)
Reallocation due to change in reporting units	—	—	—	(637,749)	567,275	70,474	—	—
Foreign currency adjustments	(19)	—	—	—	—	—	—	(19)
Balances as of March 31, 2024								
Goodwill	1,004,681	25,908	826,037	—	567,275	70,474	13,575	$ 2,507,950
Accumulated impairment losses	(277,570)	—	(144,179)	—	—	(70,474)	—	(492,223)
	$ 727,111	$ 25,908	$ 681,858	$ —	$ 567,275	$ —	$ 13,575	$ 2,015,727

Purchased Intangible Assets

The components of purchased intangible assets as of the dates indicated below were as follows:

(In thousands)		As of March 31, 2024			As of June 30, 2023		
Category	Range of Useful Lives (in years)	Gross Carrying Amount	Accumulated Amortization and Impairment	Net Amount	Gross Carrying Amount	Accumulated Amortization and Impairment	Net Amount
Existing technology	4-8	$ 1,552,074	$ 999,639	$ 552,435	$ 1,536,826	$ 841,815	$ 695,011
Customer relationships	4-9	358,567	238,925	119,642	358,567	205,037	153,530
Trade name / Trademark	4-7	119,083	93,447	25,636	116,583	78,749	37,834
Order backlog and other	<1-7	83,336	82,689	647	85,836	82,264	3,572
Intangible assets subject to amortization		2,113,060	1,414,700	698,360	2,097,812	1,207,865	889,947
In-process research and development		46,074	16,833	29,241	61,322	15,966	45,356
Total		$ 2,159,134	$ 1,431,533	$ 727,601	$ 2,159,134	$ 1,223,831	$ 935,303

Purchased intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be fully recoverable. Impairment indicators primarily include declines in our operating cash flows from the use of these assets. As of March 31, 2024, in connection with the Company's decision to exit the Display business, as described above, an immaterial amount of purchased intangible assets were abandoned. There were no other impairment indicators for purchased intangible assets in the three months ended March 31, 2024.

In connection with the evaluation of the goodwill impairment in the PCB and Display reporting unit during the second quarter of fiscal 2024, due to the downward revision of financial outlook for the businesses as noted above, the Company assessed tangible and intangible assets for impairment prior to performing the goodwill impairment test. The Company first performed a recoverability test for each asset group identified in the PCB and Display operating segment by comparing projected undiscounted cash flows from the use and eventual disposition of each asset group to its carrying value. This test indicated that the undiscounted cash flows were not sufficient to recover the carrying value of the asset groups. We then compared the carrying value of the individual long-lived assets within those asset groups against their fair value in order to measure the impairment loss. As a result of this assessment, we recorded a total purchased intangible asset impairment charge of $26.4 million. No impairment was identified for other long-lived assets in the three months ended December 31, 2023.

Total impairment charges for goodwill and purchased intangible assets of $219.0 million were recognized during the three months ended December 31, 2023, as a separate charge and included in income (loss) from operations.

Amortization expense for purchased intangible assets for the periods indicated below was as follows:

(In thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Amortization expense - Costs of revenues	$ 44,849	$ 45,446	$ 137,024	$ 135,958
Amortization expense - SG&A	12,916	19,656	43,411	59,912
Amortization expense - Research and development	—	31	—	93
Total	$ 57,765	$ 65,133	$ 180,435	$ 195,963

Based on the purchased intangible assets gross carrying amount recorded as of March 31, 2024, the remaining estimated annual amortization expense is expected to be as follows:

Fiscal year ending June 30:	Amortization (In thousands)
2024 (remaining three months)	$ 58,837
2025	218,639
2026	197,846
2027	125,517
2028	48,849
2029 and thereafter	48,672
Total	$ 698,360

NOTE 8 – DEBT

The following table summarizes our debt as of March 31, 2024 and June 30, 2023:

	As of March 31, 2024		As of June 30, 2023	
	Amount (In thousands)	Effective Interest Rate	Amount (In thousands)	Effective Interest Rate
Fixed-rate 4.650% Senior Notes due on November 1, 2024	$ 750,000	4.682 %	$ 750,000	4.682 %
Fixed-rate 5.650% Senior Notes due on November 1, 2034	250,000	5.670 %	250,000	5.670 %
Fixed-rate 4.100% Senior Notes due on March 15, 2029	800,000	4.159 %	800,000	4.159 %
Fixed-rate 5.000% Senior Notes due on March 15, 2049	400,000	5.047 %	400,000	5.047 %
Fixed-rate 3.300% Senior Notes due on March 1, 2050	750,000	3.302 %	750,000	3.302 %
Fixed-rate 4.650% Senior Notes due on July 15, 2032	1,000,000	4.657 %	1,000,000	4.657 %
Fixed-rate 4.950% Senior Notes due on July 15, 2052	1,450,000	5.023 %	1,200,000	5.009 %
Fixed-rate 5.250% Senior Notes due on July 15, 2062	800,000	5.259 %	800,000	5.259 %
Fixed-rate 4.700% Senior Notes due on February 1, 2034	500,000	4.777 %	—	— %
Total	6,700,000		5,950,000	
Unamortized discount/premium, net	(25,279)		(17,848)	
Unamortized debt issuance costs	(45,807)		(41,416)	
Total	$ 6,628,914		$ 5,890,736	
Reported as:				
Short-term debt	$ 749,889		$ —	
Long-term debt	5,879,025		5,890,736	
Total	$ 6,628,914		$ 5,890,736	

Senior Notes and Debt Redemption

In February 2024, we issued $750.0 million aggregate principal amount of senior, unsecured notes as follows: $500.0 million of 4.700% senior, unsecured notes (the “2024 Senior Notes”) due February 1, 2034; and an additional $250.0 million of 4.950% senior, unsecured notes due July 15, 2052 which was originally issued in June 2022, resulting in an aggregate principal amount of $1.45 billion. The net proceeds will be used for general corporate purposes, including repayment of outstanding indebtedness at or prior to maturity.

In June 2022, we issued $3.00 billion aggregate principal amount of senior, unsecured notes (the “2022 Senior Notes”) as follows: $1.00 billion of 4.650% senior, unsecured notes due July 15, 2032; $1.20 billion of 4.950% senior, unsecured notes due July 15, 2052; and $800.0 million of 5.250% senior, unsecured notes due July 15, 2062. A portion of the net proceeds of the 2022 Senior Notes was used to complete a tender offer in July 2022 for $500.0 million of our Senior Notes due November 1, 2024 including associated redemption premiums, accrued interest and other fees and expenses. The transaction resulted in a pre-tax net loss on extinguishment of debt of $13.3 million for the three months ended September 30, 2022. The remainder of the net proceeds were used for share repurchases and for general corporate purposes.

Prior to June 2022, the following aggregate principal amounts of senior, unsecured long-term notes were issued in the following periods: $750.0 million in February 2020 (the “2020 Senior Notes”), $1.20 billion in March 2019 (the “2019 Senior Notes”) and $2.50 billion in November 2014 (the “2014 Senior Notes”). These, along with the 2024 Senior Notes and the 2022 Senior Notes, are collectively referred to as the “Senior Notes.”

The original discounts on the Senior Notes are being amortized over the life of the debt. Interest is payable as follows: semi-annually on February 1 and August 1 of each year for the 2024 Senior Notes; semi-annually on January 15 and July 15 of each year for the 2022 Senior Notes; semi-annually on March 1 and September 1 of each year for the 2020 Senior Notes; semi-annually on March 15 and September 15 of each year for the 2019 Senior Notes; and semi-annually on May 1 and November 1 of each year for the 2014 Senior Notes. The relevant indentures for the Senior Notes (collectively, the “Indenture”) include covenants that limit our ability to grant liens on our facilities and enter into sale and leaseback transactions.

In certain circumstances involving a change of control followed by a downgrade of the rating of a series of Senior Notes by at least two of Moody's Investors Service, S&P Global Ratings and Fitch Inc., unless we have exercised our rights to redeem the Senior Notes of such series, we will be required to make an offer to repurchase all or, at the holder's option, any part, of each holder's Senior Notes of that series pursuant to the offer described below (the "Change of Control Offer"). In the Change of Control Offer, we will be required to offer payment in cash equal to 101% of the aggregate principal amount of Senior Notes repurchased plus accrued and unpaid interest, if any, on the Senior Notes repurchased, up to, but not including, the date of repurchase.

Based on the trading prices of the Senior Notes on the applicable dates, the fair value of the Senior Notes as of March 31, 2024 and June 30, 2023 was $6.39 billion and $5.69 billion, respectively. While the Senior Notes are recorded at cost, the fair value of the long-term debt was determined based on quoted prices in markets that are not active; accordingly, the long-term debt is categorized as Level 2 for purposes of the fair value measurement hierarchy.

As of March 31, 2024, we were in compliance with all of our covenants under the Indenture associated with the Senior Notes.

Revolving Credit Facility

As of March 31, 2024, we have in place a renegotiated Credit Agreement dated June 8, 2022 ("Credit Agreement") for an unsecured Revolving Credit Facility ("Revolving Credit Facility") having a maturity date of June 8, 2027 that allows us to borrow up to $1.50 billion. Subject to the terms of the Credit Agreement, the Revolving Credit Facility may be increased by an amount up to $250.0 million in the aggregate. As of March 31, 2024, we had no outstanding borrowings under the Revolving Credit Facility.

We may borrow, repay and reborrow funds under the Revolving Credit Facility until the maturity date, at which time we may exercise two one-year extension options with the consent of the lenders. We may prepay outstanding borrowings under the Revolving Credit Facility at any time without a prepayment penalty.

Borrowings under the Revolving Credit Facility can be made as Term Secured Overnight Financing Rate ("SOFR") Loans or Alternate Base Rate ("ABR") Loans, at the Company's option. In the event that Term SOFR is unavailable, any Term SOFR elections will be converted to Daily Simple SOFR, if available. Each Term SOFR Loan will bear interest at a rate per annum equal to the applicable Adjusted Term SOFR rate, which is equal to the applicable Term SOFR rate plus 10 bps that shall not be less than zero, plus a spread ranging from 75 bps to 125 bps, as determined by the Company's credit ratings at the time. Each ABR Loan will bear interest at a rate per annum equal to the ABR plus a spread ranging from 0 bps to 25 bps, as determined by the Company's credit ratings at the time. We are also obligated to pay an annual commitment fee on the daily undrawn balance of the Revolving Credit Facility, which ranges from 4.5 bps to 12.5 bps, subject to an adjustment in conjunction with changes to our credit rating. The applicable interest rates and commitment fees are also subject to adjustment based on the Company's performance against certain environmental sustainability key performance indicators ("KPI") related to greenhouse gas emissions and renewable electricity usage. Our performance against these KPIs in calendar year 2022 resulted in reductions to the fees associated with our Revolving Credit Facility. As of March 31, 2024, we elected to pay interest on borrowings under the Revolving Credit Facility at the applicable Adjusted Term SOFR rate plus a spread of 85 bps and the applicable commitment fee on the daily undrawn balance of the Revolving Credit Facility was 6 bps.

Under the Credit Agreement, the maximum leverage ratio on a quarterly basis is 3.50 to 1.00, covering the trailing four consecutive fiscal quarters for each fiscal quarter, which may be increased to 4.00 to 1.00 for a period of time in connection with a material acquisition or a series of material acquisitions. As of March 31, 2024, our maximum allowed leverage ratio was 3.50 to 1.00.

We were in compliance with all covenants under the Credit Agreement as of March 31, 2024.

For additional details, refer to Note 8 "Debt" to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

NOTE 9 – LEASES

We have operating leases for facilities, vehicles and other equipment. Our facility leases are primarily used for administrative functions, research and development ("R&D"), manufacturing, and storage and distribution. Our finance leases are not material.

Our existing leases do not contain significant restrictive provisions or residual value guarantees; however, certain leases contain provisions for the payment of maintenance, real estate taxes or insurance costs by us. Our leases have remaining lease terms ranging from less than one year to 29 years, including periods covered by options to extend the lease when it is reasonably certain that the option will be exercised.

Lease expense was $13.3 million and $38.5 million for the three and nine months ended March 31, 2024, respectively and $10.1 million and $29.2 million for the three and nine months ended March 31, 2023, respectively. Expenses related to short-term leases, which were not recorded on the Condensed Consolidated Balance Sheets, were not material for the three and nine months ended March 31, 2024 and 2023. As of March 31, 2024 and June 30, 2023, the weighted-average remaining lease term was 6.8 and 6.7 years, respectively, and the weighted-average discount rate for operating leases was 4.24% and 3.36%, respectively.

Supplemental cash flow information related to leases was as follows:

	Nine Months Ended March 31,	
In thousands	**2024**	**2023**
Operating cash outflows from operating leases	$ 31,126	$ 29,630
Right of use assets obtained in exchange for new operating lease liabilities	$ 55,893	$ 85,911

Maturities of lease liabilities as of March 31, 2024 were as follows:

Fiscal Year Ending June 30:	**(In thousands)**
2024 (remaining three months)	$ 10,060
2025	44,251
2026	36,778
2027	29,704
2028	21,233
2029 and thereafter	88,964
Total lease payments	230,990
Less imputed interest	(36,218)
Total	$ 194,772

As of March 31, 2024, we did not have material leases that had not yet commenced.

NOTE 10 – EQUITY, LONG-TERM INCENTIVE COMPENSATION PLANS AND NON-CONTROLLING INTEREST

Equity Incentive Program

On August 3, 2023, our Board of Directors adopted the KLA Corporation 2023 Incentive Award Plan (the “2023 Plan”), which replaced our 2004 Equity Incentive Plan (the “2004 Plan”) for grants of equity awards occurring on or after November 1, 2023. The new plan was approved by our stockholders at the annual meeting of stockholders held on November 1, 2023. As of March 31, 2024, 10.6 million shares remained available for issuance under our 2023 Plan. For details of the 2004 Plan, refer to Note 10 “Equity, Long-Term Incentive Compensation Plans and Non-Controlling Interest” to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

Equity Incentive Plans - General Information

The following table summarizes the combined activity under our equity incentive plans:

(In thousands)	**Available For Grant**[1]
Balance as of June 30, 2023	7,761
Plan shares increased	3,250
Restricted stock units granted[2]	(423)
Restricted stock units canceled	56
Balance as of March 31, 2024	10,644

(1) The number of restricted stock units ("RSU") reflects the application of the award multiplier of 2.0x to calculate the impact of the award on the shares reserved under the 2023 Plan.

(2) Includes RSUs granted to senior management during the nine months ended March 31, 2024 with performance-based vesting criteria (in addition to service-based vesting criteria for any of such RSUs that are deemed to have been earned) ("performance-based RSU"). This line item includes all such performance-based RSUs granted during the nine months ended March 31, 2024 reported at the maximum possible number of shares that may ultimately be issuable if all applicable performance-based criteria are achieved at their maximum levels and all applicable service-based criteria are fully satisfied (0.2 million shares for the nine months ended March 31, 2024 reflects the application of the multiplier described above).

The fair value of stock-based awards is measured at the grant date and is recognized as an expense over the employee's requisite service period. The fair value for RSUs granted with "dividend equivalent" rights is determined using the closing price of our common stock on the grant date.

The following table shows stock-based compensation expense for the indicated periods:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	**2024**	**2023**	**2024**	**2023**
Stock-based compensation expense by:				
Costs of revenues	$ 9,803	$ 8,596	$ 25,554	$ 20,189
R&D	16,430	13,289	42,211	30,437
SG&A	30,449	26,245	86,309	70,891
Total stock-based compensation expense	$ 56,682	$ 48,130	$ 154,074	$ 121,517

Stock-based compensation capitalized as inventory as of March 31, 2024 and June 30, 2023 was $21.4 million and $16.7 million, respectively.

Restricted Stock Units

The following table shows the activity and weighted-average grant date fair values for RSUs during the nine months ended March 31, 2024:

	Shares[(1)] (In thousands)	Weighted-Average Grant Date Fair Value
Outstanding RSUs as of June 30, 2023[(2)]	1,715	$ 312.40
Granted[(3)]	211	$ 502.25
Vested and released	(416)	$ 195.63
Forfeited	(28)	$ 354.76
Outstanding RSUs as of March 31, 2024[(2)]	1,482	$ 370.80

(1) Share numbers reflect actual shares subject to awarded RSUs.

(2) Includes performance-based RSUs.

(3) This line item includes performance-based RSUs granted during the nine months ended March 31, 2024 reported at the maximum possible number of shares that may ultimately be issuable if all applicable performance-based criteria are achieved at their maximum levels and all applicable service-based criteria are fully satisfied (0.1 million shares for the nine months ended March 31, 2024).

The RSUs granted by us generally vest as follows: (i) with respect to awards with only service-based vesting criteria, over periods ranging from two to four years; (ii) with respect to awards with both performance-based and service-based vesting criteria, over periods ranging from three to four years; and (iii) with respect to awards with both market-based and service-based vesting criteria, in three equal installments on the third, fourth and fifth anniversaries of the grant date, in each case subject to the recipient remaining employed by us as of the applicable vesting date. The RSUs granted to the independent members of the Board of Directors vest annually.

The following table shows the weighted-average grant date fair value per unit for the RSUs granted, aggregate grant date fair value of RSUs vested and tax benefits realized by us in connection with vested and released RSUs for the indicated periods:

(In thousands, except for weighted-average grant date fair value)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Weighted-average grant date fair value per unit	$ 601.62	$ 409.77	$ 502.25	$ 390.53
Grant date fair value of vested RSUs	$ 7,247	$ 9,217	$ 81,300	$ 67,152
Tax benefits realized by us in connection with vested and released RSUs	$ 4,528	$ 4,517	$ 23,251	$ 17,368

As of March 31, 2024, the unrecognized stock-based compensation expense balance related to RSUs was $337.0 million, excluding the impact of estimated forfeitures, and will be recognized over a weighted-average remaining contractual term and an estimated weighted-average amortization period of 1.3 years. The intrinsic value of outstanding RSUs as of March 31, 2024 was $1.04 billion.

Cash-Based Long-Term Incentive Compensation

We have adopted a cash-based long-term incentive ("Cash LTI") program ("Cash LTI Plan") for many of our employees as part of our employee compensation program. Executives and non-employee members of the Board of Directors do not participate in the Cash LTI Plan. During the nine months ended March 31, 2024 and 2023, we approved Cash LTI awards of $0.1 million and $0.2 million, respectively. Cash LTI awards issued to employees under the Cash LTI Plan will vest in three or four equal installments, with one-third or one-fourth of the aggregate amount of the Cash LTI award vesting on each anniversary of the grant date over a three- or four-year period. In order to receive payments under a Cash LTI award, participants must remain employed by us as of the applicable award vesting date. During the three months ended March 31, 2024 and 2023, we recognized $18.3 million and $19.5 million, respectively, in compensation expense under the Cash LTI Plan. During the nine months ended March 31, 2024 and 2023, we recognized $55.0 million and $58.5 million, respectively, in compensation expense under the Cash LTI Plan. As of March 31, 2024, the unrecognized compensation balance (excluding the impact of estimated forfeitures) related to the Cash LTI Plan was $93.9 million. For details, refer to Note 10 "Equity, Long-Term Incentive Compensation Plans and Non-Controlling Interest" to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023.

Employee Stock Purchase Plan

Our Employee Stock Purchase Plan ("ESPP") provides that eligible employees may contribute up to 15% of their eligible earnings toward the semi-annual purchase of our common stock. The ESPP is qualified under Section 423 of the Internal Revenue Code. The employee's purchase price is derived from a formula based on the closing price of the common stock on the first day of the offering period versus the closing price on the date of purchase (or, if not a trading day, on the immediately preceding trading day).

The offering period (or length of the look-back period) under the ESPP has a duration of six months, and the purchase price with respect to each offering period, until otherwise amended, is equal to 85% of the lesser of (i) the fair market value of our common stock at the commencement of the applicable offering period or (ii) the fair market value of our common stock on the purchase date. We estimate the fair value of purchase rights under the ESPP using a Black-Scholes model.

The fair value of each purchase right under the ESPP was estimated on the date of grant using the Black-Scholes model and the straight-line attribution approach with the following weighted-average assumptions:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Stock purchase plan:				
Expected stock price volatility	31.6 %	43.8 %	32.2 %	42.7 %
Risk-free interest rate	5.5 %	3.9 %	5.3 %	2.5 %
Dividend yield	1.0 %	1.4 %	1.1 %	1.6 %
Expected life (in years)	0.5	0.5	0.5	0.5

The following table shows total cash received from employees for the issuance of shares under the ESPP, the number of shares purchased by employees through the ESPP, the tax benefits realized by us in connection with the disqualifying dispositions of shares purchased under the ESPP and the weighted-average fair value per share for the indicated periods:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands, except for weighted-average fair value per share)	2024	2023	2024	2023
Total cash received from employees for the issuance of shares under the ESPP	$ —	$ —	$ 48,433	$ 33,793
Number of shares purchased by employees through the ESPP	—	—	118	134
Tax benefits realized by us in connection with the disqualifying dispositions of shares purchased under the ESPP	$ 711	$ 616	$ 2,407	$ 1,540
Weighted-average fair value per share based on Black-Scholes model	$ 131.15	$ 97.32	$ 125.17	$ 89.81

The ESPP shares are replenished annually on the first day of each fiscal year by virtue of an evergreen provision. The provision allows for share replenishment equal to the lesser of 2.0 million shares or the number of shares that we estimate will be required to be issued under the ESPP during the forthcoming fiscal year. As of March 31, 2024, a total of 2.5 million shares were reserved and available for issuance under the ESPP.

Quarterly Cash Dividends

On March 1, 2024, we paid a quarterly cash dividend of $1.45 per share to stockholders of record as of the close of business on February 19, 2024. The total amount of regular quarterly cash dividends and dividend equivalents paid during the three months ended March 31, 2024 and 2023 was $197.2 million and $180.9 million, respectively. The total amount of regular quarterly cash dividends and dividend equivalents paid during the nine months ended March 31, 2024 and 2023 was $575.5 million and $553.0 million, respectively. The amount of accrued dividend equivalents payable for regular quarterly cash dividends on unvested RSUs with dividend equivalent rights as of March 31, 2024 and June 30, 2023 was $12.4 million and $12.2 million, respectively. These amounts will be paid upon vesting of the underlying RSUs.

Non-Controlling Interest

As of June 30, 2022, we owned approximately 94% of the outstanding equity interest in Orbograph, a non-core business engaged in the development and marketing of character recognition solutions to banks, financial and other payment processing institutions and healthcare providers. On August 11, 2022, we sold our interest in Orbograph; for further details, refer to Note 6 "Business Combinations and Dispositions" to our Condensed Consolidated Financial Statements.

NOTE 11 – STOCK REPURCHASE PROGRAM

Our Board of Directors has authorized a program that permits us to repurchase our common stock, including an increase in the authorized repurchase amount of $2.00 billion in the first quarter of fiscal 2024. The stock repurchase program has no expiration date and may be suspended at any time. The intent of the program is, in part, to mitigate the potential dilutive impact related to our equity incentive plans and shares issued in connection with our ESPP as well as to return excess cash to our stockholders. Any and all share repurchase transactions are subject to market conditions and applicable legal requirements.

Under the authoritative guidance, share repurchases are recognized as a reduction to retained earnings to the extent available, with any excess recognized as a reduction of capital in excess of par value. In addition, as explained further in Note 13 "Income Taxes," the Inflation Reduction Act of 2022 ("IRA") introduced a 1% excise tax imposed on certain stock repurchases made after December 31, 2022 by publicly traded companies. The excise tax is recorded as part of the cost basis of treasury stock repurchased after December 31, 2022 and, as such, is included in stockholders' equity.

As of March 31, 2024, an aggregate of $2.64 billion was available for repurchase under the stock repurchase program.

Share repurchases for the indicated periods (based on the trade date of the applicable repurchase) were as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	2024	2023	2024	2023
Number of shares of common stock repurchased	588	1,227	2,392	4,913
Total cost of repurchases	$ 375,696	$ 482,712	$ 1,276,352	$ 943,310

NOTE 12 – NET INCOME PER SHARE

Basic net income per share is calculated by dividing net income available to common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted net income per share is calculated by using the weighted-average number of shares of common stock outstanding during the period, increased to include the number of additional shares of common stock that would have been outstanding if the shares of common stock underlying our outstanding dilutive RSUs had been issued. The dilutive effect of outstanding RSUs is reflected in diluted net income per share by application of the treasury stock method.

The following table sets forth the computation of basic and diluted net income per share attributable to KLA:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands, except per share amounts)	**2024**	**2023**	**2024**	**2023**
Numerator:				
Net income attributable to KLA	$ 601,541	$ 697,837	$ 1,925,450	$ 2,702,623
Denominator:				
Weighted-average shares - basic, excluding unvested RSUs	134,954	137,865	135,638	140,349
Effect of dilutive RSUs and options	902	780	790	724
Weighted-average shares - diluted	135,856	138,645	136,428	141,073
Basic net income per share attributable to KLA	$ 4.46	$ 5.06	$ 14.20	$ 19.26
Diluted net income per share attributable to KLA	$ 4.43	$ 5.03	$ 14.11	$ 19.16
Anti-dilutive securities excluded from the computation of diluted net income per share	—	12	1	226

NOTE 13 – INCOME TAXES

The following table provides details of income taxes:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(Dollar amounts in thousands)	**2024**	**2023**	**2024**	**2023**
Income before income taxes	$ 702,008	$ 800,683	$ 2,244,989	$ 3,013,684
Provision for income taxes	$ 100,467	$ 102,846	$ 319,539	$ 310,987
Effective tax rate	14.3 %	12.8 %	14.2 %	10.3 %

Our effective tax rate is lower than the U.S. federal statutory rate during the three months ended March 31, 2024 primarily due to the proportion of earnings generated in jurisdictions with tax rates lower than the U.S. statutory rate and the proportion of U.S. earnings eligible for the Foreign Derived Intangible Income deduction.

Our effective tax rate is lower than the U.S. federal statutory rate during the nine months ended March 31, 2024 primarily due to the proportion of earnings generated in jurisdictions with tax rates lower than the U.S. statutory rate and the proportion of U.S. earnings eligible for the Foreign Derived Intangible Income deduction.

In the normal course of business, we are subject to examination by tax authorities throughout the world. We are subject to U.S. federal income tax examinations for all years beginning from the fiscal year ended June 30, 2018 and are under United States income tax examination for the fiscal years ended June 30, 2018, June 30, 2019 and June 30, 2020. We are subject to state income tax examinations for all years beginning from the fiscal year ended June 30, 2019. We are also subject to examinations in other major foreign jurisdictions, including Singapore and Israel, for all years beginning from the calendar year ended December 31, 2019.

It is possible that certain examinations may be concluded in the next 12 months. The timing and resolution of income tax examinations are uncertain. Given the uncertainty around the timing of the resolution of these ongoing examinations, we are unable to estimate the full range of possible adjustments to our unrecognized tax benefits within the next 12 months.

Legislative Developments

President Biden signed into law the CHIPS and Science Act of 2022 (“CHIPS Act,” where “CHIPS” stands for Creating Helpful Incentives to Produce Semiconductors) on August 9, 2022. The CHIPS Act provides for various incentives and tax credits among other items, including the Advanced Manufacturing Investment Credit ("AMIC"), which equals 25% of qualified investments in an advanced manufacturing facility that is placed in service after December 31, 2022. There was no material impact to our financial statements from the AMIC provision during the nine months ended March 31, 2024.

President Biden also signed into law the IRA on August 16, 2022. The IRA has several new provisions including a 15% corporate alternative minimum tax ("CAMT") for certain large corporations that have at least an average of $1.0 billion of adjusted financial statement income over a consecutive three-tax-year period. The CAMT was effective for us beginning in the quarter ended September 30, 2023 and we are not expecting to have any tax impact from the CAMT for the fiscal year ending June 30, 2024.

The IRA also introduced a 1% excise tax imposed on certain stock repurchases made after December 31, 2022 by publicly traded companies. We began recording the excise tax as part of the cost basis of treasury stock repurchased after December 31, 2022.

Other than the AMIC, the CAMT and the excise tax imposed on certain stock repurchases as mentioned above, we are currently evaluating the applicability and impact of the other provisions in the IRA and the CHIPS Act on our Condensed Consolidated Financial Statements including our future cash flows.

NOTE 14 – LITIGATION AND OTHER LEGAL MATTERS

We are named from time to time as a party to lawsuits and other types of legal proceedings and claims in the normal course of our business. Actions filed against us include commercial, intellectual property ("IP"), customer, and labor and employment related claims, including complaints of alleged wrongful termination and potential class action lawsuits regarding alleged violations of federal and state wage and hour and other laws. In general, legal proceedings and claims, regardless of their merit, and associated internal investigations (especially those relating to IP or confidential information disputes) are often expensive to prosecute, defend or conduct, and may divert management's attention and other Company resources. Moreover, the results of legal proceedings are difficult to predict, and the costs incurred in litigation can be substantial, regardless of outcome. We believe the amounts provided in our Condensed Consolidated Financial Statements are adequate in light of the probable and estimated liabilities. However, because such matters are subject to many uncertainties and the ultimate outcomes are not predictable, there can be no assurances that the actual amounts required to satisfy alleged liabilities from the matters described above will not exceed the amounts reflected in our Condensed Consolidated Financial Statements or will not have a material adverse effect on our results of operations, financial condition or cash flows.

NOTE 15 – COMMITMENTS AND CONTINGENCIES

Factoring. We have factoring agreements with financial institutions to sell certain of our trade receivables and promissory notes from customers without recourse. We do not believe we are at risk for any material losses as a result of these agreements. In addition, we periodically sell certain letters of credit ("LC"), without recourse, received from customers in payment for goods and services.

The following table shows total receivables sold under factoring agreements and proceeds from sales of LC for the indicated periods:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	**2024**	**2023**	**2024**	**2023**
Receivables sold under factoring agreements	$ 85,541	$ 107,140	$ 180,220	$ 288,599
Proceeds from sales of LC	$ 8,342	$ —	$ 22,242	$ 69,247

Factoring and LC fees for the sale of certain trade receivables were recorded in other expense (income), net and were not material for the periods presented.

Purchase Commitments. We maintain commitments to purchase inventory from our suppliers as well as goods, services and other assets in the ordinary course of business. Our liability under these purchase commitments is generally restricted to a forecasted time-horizon as mutually agreed between the parties. This forecasted time-horizon can vary among different suppliers. Our estimate of our significant purchase commitments primarily for material, services, supplies and asset purchases is approximately $2.1 billion as of March 31, 2024, a majority of which are due within the next 12 months. Actual expenditures will vary based upon the volume of the transactions and length of contractual service provided. In addition, the amounts paid under these arrangements may be less in the event that the arrangements are renegotiated or canceled. Certain agreements provide for potential cancellation penalties.

Cash LTI Plan. As of March 31, 2024, we have committed $163.3 million for future payment obligations under our Cash LTI Plan. The calculation of compensation expense related to the Cash LTI Plan includes estimated forfeiture rate assumptions. Cash LTI awards issued to employees under the Cash LTI Plan vest in three or four equal installments, with one-third or one-fourth of the aggregate amount of the Cash LTI award vesting on each anniversary of the grant date over a three- or four-year period. In order to receive payments under a Cash LTI award, participants must remain employed by us as of the applicable award vesting date.

Guarantees and Contingencies. We maintain guarantee arrangements available through various financial institutions for up to $83.1 million, of which $48.6 million had been issued as of March 31, 2024, primarily to fund guarantees to customs authorities for value-added tax and other operating requirements of our consolidated subsidiaries in Europe, Israel and Asia.

Indemnification Obligations. Subject to certain limitations, we are obligated to indemnify our current and former directors, officers and employees with respect to certain litigation matters and investigations that arise in connection with their service to us. These obligations arise under the terms of our certificate of incorporation, our bylaws, applicable contracts, and Delaware and California law. The obligation to indemnify generally means that we are required to pay or reimburse the individuals' reasonable legal expenses and possibly damages and other liabilities incurred by several of our current and former directors, officers and employees in connection with these matters. For example, we have paid or reimbursed legal expenses incurred in connection with the investigation of our historical stock option practices and the related litigation and government inquiries. Although the maximum potential amount of future payments we could be required to make under the indemnification obligations generally described in this paragraph is theoretically unlimited, we believe the fair value of this liability, to the extent estimable, is appropriately considered within the reserve we have established for currently pending legal proceedings.

We are a party to a variety of agreements pursuant to which we may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in connection with contracts and license agreements or the sale of assets, under which we customarily agree to hold the other party harmless against losses arising therefrom, or provide customers with other remedies to protect against bodily injury or damage to personal property caused by our products, non-compliance with our product performance specifications, infringement by our products of third-party IP rights and a breach of warranties, representations and covenants related to matters such as title to assets sold, validity of certain IP rights, non-infringement of third-party rights, and certain income tax-related matters. In each of these circumstances, payment by us is typically subject to the other party making a claim to and cooperating with us pursuant to the procedures specified in the particular contract. This usually allows us to challenge the other party's claims or, in case of breach of IP representations or covenants, to control the defense or settlement of any third-party claims brought against the other party. Further, our obligations under these agreements may be limited in terms of amounts, activity (typically at our option to replace or correct the products or terminate the agreement with a refund to the other party), and duration. In some instances, we may have recourse against third parties and/or insurance covering certain payments made by us.

In addition, we may, in limited circumstances, enter into agreements that contain customer-specific commitments on pricing, tool reliability, spare parts stocking levels, response time and other commitments. Furthermore, we may give these customers limited audit or inspection rights to enable them to confirm that we are complying with these commitments. If a customer elects to exercise its audit or inspection rights, we may be required to expend significant resources to support the audit or inspection, as well as to defend or settle any dispute with a customer that could potentially arise out of such audit or inspection. To date, we have made no significant accruals in our Condensed Consolidated Financial Statements for this contingency. While we have not in the past incurred significant expenses for resolving disputes regarding these types of commitments, we cannot make any assurance that we will not incur any such liabilities in the future.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by us under these agreements have not had a material effect on our business, financial condition, results of operations or cash flows.

NOTE 16 – DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The authoritative guidance requires companies to recognize all derivative instruments, including foreign exchange contracts and rate lock agreements (collectively "derivatives"), as either assets or liabilities at fair value on the Condensed Consolidated Balance Sheets. In accordance with the accounting guidance, we designate foreign currency forward transactions and options contracts and interest rate forward transactions as cash flow hedges. In accordance with the accounting guidance, we also designate certain foreign currency exchange contracts as net investment hedge transactions intended to mitigate the variability of the value of certain investments in foreign subsidiaries.

Our foreign subsidiaries operate and sell our products in various global markets. As a result, we are exposed to risks relating to changes in foreign currency exchange rates. We utilize foreign exchange contracts to hedge against future movements in foreign currency exchange rates that affect certain existing and forecasted foreign currency denominated sales and purchase transactions, such as the Japanese yen, the euro, the pound sterling and the new Israeli shekel.

We routinely hedge our exposures to certain foreign currencies with various financial institutions in an effort to minimize the impact of certain currency exchange rate fluctuations. These foreign exchange contracts, designated as cash flow hedges, generally have maturities of less than 18 months. Cash flow hedges are evaluated for effectiveness monthly, based on changes in total fair value of the derivatives. If a financial counterparty to any of our hedging arrangements experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, we may experience material losses.

Since fiscal 2015, we have entered into five sets of forward contracts, generally to hedge the benchmark interest rate on portions of our Senior Notes prior to issuance ("Rate Lock Agreements"). Upon issuance of the associated debt, the Rate Lock Agreements were settled and their fair values were recorded within AOCI. The resulting gains and losses from these transactions are amortized to interest expense over the lives of the associated debt. We recognized net gains of $0.9 million and $2.8 million in the three and nine months ended March 31, 2024, respectively, and net gains of $0.9 million and $2.8 million in the three and nine months ended March 31, 2023, respectively, for the amortization of the net of the Rate Lock Agreements that had been recognized in AOCI, which decreased the interest expense on a net basis. As of March 31, 2024, the aggregate unamortized portion of the fair value of the forward contracts for the Rate Lock Agreements was a $48.7 million net gain.

For derivatives that are designated and qualify as cash flow hedges, the effective portion of the gains or losses is reported in AOCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. For derivative contracts executed after adopting the new accounting guidance in fiscal 2019, the election to include time value for the assessment of effectiveness is made on all forward contracts designated as cash flow hedges. The change in fair value of the derivative is recorded in AOCI until the hedged item is recognized in earnings. The assessment of effectiveness of options contracts designated as cash flow hedges exclude time value. The initial value of the component excluded from the assessment of effectiveness is recognized in earnings over the life of the derivative contract. Any differences between changes in the fair value of the excluded components and the amounts recognized in earnings are recorded in AOCI.

For derivatives that are designated and qualify as a net investment hedge in a foreign operation and that meet the effectiveness requirements, the net gains or losses attributable to changes in spot exchange rates are recorded in cumulative translation within AOCI. The remainder of the change in value of such instruments is recorded in earnings using the mark-to-market approach. Recognition in earnings of amounts previously recorded in cumulative translation is limited to circumstances such as complete or substantially complete liquidation or sale of the net investment in the hedged foreign operations.

For derivatives that are not designated as hedges, gains and losses are recognized in other expense (income), net. We use foreign exchange contracts to hedge certain foreign currency denominated assets or liabilities. The gains and losses on these derivative instruments are largely offset by the changes in the fair value of the assets or liabilities being hedged.

Derivatives in Hedging Relationships: Foreign Exchange Contracts and Rate Lock Agreements

The gains (losses) on derivatives in cash flow and net investment hedging relationships recognized in other comprehensive income for the indicated periods were as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	2024	2023	2024	2023
Derivatives Designated as Cash Flow Hedging Instruments:				
Rate lock agreements:				
Amounts included in the assessment of effectiveness	$ 3,800	$ —	$ 415	$ —
Foreign exchange contracts:				
Amounts included in the assessment of effectiveness	$ (790)	$ 6,008	$ 10,861	$ 16,720
Amounts excluded from the assessment of effectiveness	$ (7)	$ 652	$ 52	$ (53)
Derivatives Designated as Net Investment Hedging Instruments:				
Foreign exchange contracts[1]:	$ 8,150	$ 154	$ 1,080	$ 1,986

(1) No amounts were reclassified from AOCI into earnings related to the sale of a subsidiary, as there were no such sales during the periods presented.

The locations and amounts of designated and non-designated derivatives' gains and losses reported in the Condensed Consolidated Statements of Operations for the indicated periods were as follows:

(In thousands)	Three Months Ended March 31, 2024 Revenues	Three Months Ended March 31, 2024 Costs of Revenues and Operating Expenses	Three Months Ended March 31, 2024 Interest Expense	Three Months Ended March 31, 2024 Other Expense (Income), Net	Three Months Ended March 31, 2023 Revenues	Three Months Ended March 31, 2023 Costs of Revenues and Operating Expenses	Three Months Ended March 31, 2023 Interest Expense	Three Months Ended March 31, 2023 Other Expense (Income), Net
Total amounts presented in the Condensed Consolidated Statements of Operations in which the effects of cash flow hedges are recorded	$ 2,359,830	$ 1,623,463	$ 79,981	$ (45,622)	$ 2,432,608	$ 1,572,015	$ 74,774	$ (14,864)
Gains (Losses) on Derivatives Designated as Hedging Instruments:								
Rate lock agreements:								
Amount of gains (losses) reclassified from AOCI to earnings	$ —	$ —	$ 944	$ —	$ —	$ —	$ 936	$ —
Foreign exchange contracts:								
Amount of gains (losses) reclassified from AOCI to earnings	$ 4,688	$ 2,221	$ —	$ —	$ 1,748	$ 467	$ —	$ —
Amount excluded from the assessment of effectiveness recognized in earnings	$ (249)	$ —	$ —	$ (7)	$ (327)	$ —	$ —	$ 765
Gains (Losses) on Derivatives Not Designated as Hedging Instruments:								
Amount of gains (losses) recognized in earnings	$ —	$ —	$ —	$ 5,762	$ —	$ —	$ —	$ (9,066)

(In thousands)	Nine Months Ended March 31, 2024 Revenues	Nine Months Ended March 31, 2024 Costs of Revenues and Operating Expenses	Nine Months Ended March 31, 2024 Interest Expense	Nine Months Ended March 31, 2024 Other Expense (Income), Net	Nine Months Ended March 31, 2023 Revenues	Nine Months Ended March 31, 2023 Costs of Revenues and Operating Expenses	Nine Months Ended March 31, 2023 Interest Expense	Nine Months Ended March 31, 2023 Other Expense (Income), Net
Total amounts presented in the Condensed Consolidated Statements of Operations in which the effects of cash flow hedges are recorded	$ 7,243,512	$ 4,874,621	$ 228,417	$ (104,515)	$ 8,140,919	$ 4,970,444	$ 223,449	$ (79,944)
Gains (Losses) on Derivatives Designated as Hedging Instruments:								
Rate lock agreements:								
Amount of gains (losses) reclassified from AOCI to earnings	$ —	$ —	$ 2,818	$ —	$ —	$ —	$ 2,810	$ —
Foreign exchange contracts:								
Amount of gains (losses) reclassified from AOCI to earnings	$ 16,633	$ 4,976	$ —	$ —	$ 33,024	$ (8,804)	$ —	$ —
Amount excluded from the assessment of effectiveness recognized in earnings	$ (762)	$ —	$ —	$ 52	$ (1,070)	$ —	$ —	$ 1,675
Gains (Losses) on Derivatives Not Designated as Hedging Instruments:								
Amount of gains (losses) recognized in earnings	$ —	$ —	$ —	$ 7,427	$ —	$ —	$ —	$ (2,773)

The U.S. dollar equivalent of all outstanding notional amounts of foreign currency hedge contracts and rate lock agreements, with maximum remaining maturities of approximately 12 months as of the dates indicated below, were as follows:

(In thousands)	As of March 31, 2024	As of June 30, 2023
Cash flow hedge contracts - foreign currency		
Purchase	$ 472,467	$ 218,315
Sell	$ 81,828	$ 123,951
Net investment hedge contracts - foreign currency		
Sell	$ 210,918	$ 87,157
Other foreign currency hedge contracts		
Purchase	$ 589,764	$ 527,349
Sell	$ 368,664	$ 204,902

The locations and fair value of our derivatives reported in our Condensed Consolidated Balance Sheets as of the dates indicated below were as follows:

	Asset Derivatives			Liability Derivatives		
	Balance Sheet Location	As of March 31, 2024	As of June 30, 2023	Balance Sheet Location	As of March 31, 2024	As of June 30, 2023
(In thousands)		Fair Value			Fair Value	
Derivatives designated as hedging instruments						
Foreign exchange contracts	Other current assets	$ 9,967	$ 24,498	Other current liabilities	$ (2,329)	$ (442)
Total derivatives designated as hedging instruments		9,967	24,498		(2,329)	(442)
Derivatives not designated as hedging instruments						
Foreign exchange contracts	Other current assets	25,871	11,214	Other current liabilities	(14,387)	(11,664)
Total derivatives not designated as hedging instruments		25,871	11,214		(14,387)	(11,664)
Total derivatives		$ 35,838	$ 35,712		$ (16,716)	$ (12,106)

The changes in AOCI, before taxes, related to derivatives for the indicated periods were as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	2024	2023	2024	2023
Beginning AOCI	$ 66,805	$ 65,721	$ 81,611	$ 77,018
Amount reclassified to earnings as net gains	(7,604)	(2,824)	(23,665)	(25,960)
Net change in unrealized gains	11,153	6,814	12,408	18,653
Ending AOCI	$ 70,354	$ 69,711	$ 70,354	$ 69,711

Offsetting of Derivative Assets and Liabilities

We present derivatives at gross fair values in the Condensed Consolidated Balance Sheets. We have entered into arrangements with each of our counterparties, which reduce credit risk by permitting net settlement of transactions with the same counterparty under certain conditions. The information related to the offsetting arrangements for the periods indicated was as follows:

As of March 31, 2024				Gross Amounts of Derivatives Not Offset in the Condensed Consolidated Balance Sheets		
(In thousands)	Gross Amounts of Derivatives	Gross Amounts of Derivatives Offset in the Condensed Consolidated Balance Sheets	Net Amount of Derivatives Presented in the Condensed Consolidated Balance Sheets	Financial Instruments	Cash Collateral Received	Net Amount
Derivatives - assets	$ 35,838	$ —	$ 35,838	$ (14,809)	$ —	$ 21,029
Derivatives - liabilities	$ (16,716)	$ —	$ (16,716)	$ 14,809	$ —	$ (1,907)

As of June 30, 2023				Gross Amounts of Derivatives Not Offset in the Condensed Consolidated Balance Sheets		
(In thousands)	Gross Amounts of Derivatives	Gross Amounts of Derivatives Offset in the Condensed Consolidated Balance Sheets	Net Amount of Derivatives Presented in the Condensed Consolidated Balance Sheets	Financial Instruments	Cash Collateral Received	Net Amount
Derivatives - assets	$ 35,712	$ —	$ 35,712	$ (8,968)	$ —	$ 26,744
Derivatives - liabilities	$ (12,106)	$ —	$ (12,106)	$ 8,968	$ —	$ (3,138)

NOTE 17 – RELATED PARTY TRANSACTIONS

During the three and nine months ended March 31, 2024 and 2023, we purchased from, or sold to, several entities where one or more of our executive officers or members of our Board of Directors were, during the periods presented, an executive officer or a board member of a subsidiary, including Advanced Micro Devices, Inc., Agilent Technologies, Inc., Ansys, Inc., HP Inc., Keysight Technologies, Inc., Microchip Technology Incorporated, Splunk Inc. and Tenneco Inc. The following table provides the transactions with these parties for the indicated periods (for the portion of such period that they were considered related):

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	2024	2023	2024	2023
Total revenues	$ 1,666	$ 6,251	$ 6,876	$ 18,050
Total purchases	$ 586	$ 462	$ 2,686	$ 3,742

Our receivable balances from these parties were $1.4 million and $1.0 million as of March 31, 2024 and June 30, 2023, respectively. Our payable balances to these parties were immaterial as of March 31, 2024 and June 30, 2023. All of the related party transactions were made at current market rates.

NOTE 18 – SEGMENT REPORTING AND GEOGRAPHIC INFORMATION

Accounting Standards Codification 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker (“CODM”) in deciding how to allocate resources and in assessing performance. Our CODM is our Chief Executive Officer.

We have three reportable segments: Semiconductor Process Control; Specialty Semiconductor Process; and PCB, Display and Component Inspection. The reportable segments are determined based on several factors including, but not limited to, customer base, homogeneity of products, technology, delivery channels and similar economic characteristics.

Semiconductor Process Control

The Semiconductor Process Control segment offers a comprehensive portfolio of inspection, metrology and data analytics products, and related services, which helps IC manufacturers achieve target yield throughout the entire semiconductor fabrication process, from R&D to final volume production. Our differentiated products and services are designed to provide comprehensive solutions that help our customers accelerate development and production ramp cycles, achieve higher and more stable semiconductor die yields and improve their overall profitability. This reportable segment is comprised of two operating segments, Wafer Inspection and Patterning and GSS.

Specialty Semiconductor Process

The Specialty Semiconductor Process segment develops and sells advanced vacuum deposition and etching process tools, which are used by a broad range of specialty semiconductor customers, including manufacturers of microelectromechanical systems (“MEMS”), radio frequency (“RF”) communication chips and power semiconductors for automotive and industrial applications. This reportable segment is comprised of one operating segment.

PCB, Display and Component Inspection

The PCB, Display and Component Inspection segment enables electronic device manufacturers to inspect, test and measure PCBs, flat panel displays and ICs to verify their quality, pattern the desired electronic circuitry on the relevant substrate and perform three-dimensional shaping of metalized circuits on multiple surfaces. This reportable segment is comprised of two operating segments, PCB and Display and Component Inspection.

The CODM assesses the performance of each operating segment and allocates resources to those segments based on total revenues and segment gross profit and does not evaluate the segments using discrete asset information. Segment gross profit excludes corporate allocations and effects of changes in foreign currency exchange rates, amortization of intangible assets, amortization of inventory fair value adjustments, and transaction costs associated with our acquisitions related to costs of revenues.

The following is a summary of results for each of our three reportable segments for the indicated periods:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	**2024**	**2023**	**2024**	**2023**
Semiconductor Process Control:				
Revenues	$ 2,096,005	$ 2,171,557	$ 6,425,562	$ 7,226,711
Segment gross profit	1,343,467	1,367,886	4,148,335	4,622,905
Specialty Semiconductor Process:				
Revenues	130,649	128,438	407,433	414,390
Segment gross profit	69,280	65,328	219,859	216,408
PCB, Display and Component Inspection:				
Revenues	133,399	131,923	412,474	502,627
Segment gross profit	(949)	43,361	96,036	182,899
Totals:				
Revenues for reportable segments	$ 2,360,053	$ 2,431,918	$ 7,245,469	$ 8,143,728
Segment gross profit	$ 1,411,798	$ 1,476,575	$ 4,464,230	$ 5,022,212

The following table reconciles total reportable segment revenues to total revenues for the indicated periods:

	Three Months Ended March 31,		Nine Months Ended March 31,	
(In thousands)	**2024**	**2023**	**2024**	**2023**
Total revenues for reportable segments	$ 2,360,053	$ 2,431,918	$ 7,245,469	$ 8,143,728
Corporate allocations and effects of changes in foreign currency exchange rates	(223)	690	(1,957)	(2,809)
Total revenues	$ 2,359,830	$ 2,432,608	$ 7,243,512	$ 8,140,919

The following table reconciles total segment gross profit to income before income taxes for the indicated periods:

(In thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Total segment gross profit	$ 1,411,798	$ 1,476,575	$ 4,464,230	$ 5,022,212
Acquisition-related charges, corporate allocations and effects of changes in foreign currency exchange rates(1)	45,853	49,313	138,240	136,651
R&D	321,590	328,276	953,222	979,617
SG&A	237,514	238,393	714,403	735,469
Impairment of goodwill and purchased intangible assets	70,474	—	289,474	—
Interest expense	79,981	74,774	228,417	223,449
Loss on extinguishment of debt	—	—	—	13,286
Other expense (income), net	(45,622)	(14,864)	(104,515)	(79,944)
Income before income taxes	$ 702,008	$ 800,683	$ 2,244,989	$ 3,013,684

(1) Acquisition-related charges primarily include amortization of intangible assets and other acquisition-related costs classified or presented as part of costs of revenues.

Our significant operations outside the United States include manufacturing facilities in China, Germany, Israel and Singapore and sales, marketing and service offices in Japan, the rest of the Asia Pacific region and Europe. For geographical revenue reporting, revenues are attributed to the geographic location in which the customer is located. Long-lived assets consist of land, property and equipment, net, and are attributed to the geographic region in which they are located.

The following is a summary of revenues by geographic region, based on ship-to location, for the indicated periods:

(Dollar amounts in thousands)	Three Months Ended March 31, 2024		Three Months Ended March 31, 2023		Nine Months Ended March 31, 2024		Nine Months Ended March 31, 2023	
Revenues:								
China	$ 996,885	42 %	$ 635,018	26 %	$ 3,050,609	42 %	$ 2,156,380	26 %
Taiwan	433,916	18 %	478,855	20 %	1,214,518	17 %	1,996,188	24 %
Japan	267,045	11 %	215,531	9 %	792,179	11 %	702,986	9 %
North America	246,993	10 %	341,376	14 %	761,319	11 %	941,771	12 %
Korea	201,290	9 %	468,226	19 %	731,783	10 %	1,466,624	18 %
Europe and Israel	129,350	6 %	209,136	9 %	421,148	6 %	542,823	7 %
Rest of Asia	84,351	4 %	84,466	3 %	271,956	3 %	334,147	4 %
Total	$ 2,359,830	100 %	$ 2,432,608	100 %	$ 7,243,512	100 %	$ 8,140,919	100 %

The following is a summary of revenues by major product categories for the indicated periods:

(Dollar amounts in thousands)	Three Months Ended March 31, 2024		Three Months Ended March 31, 2023		Nine Months Ended March 31, 2024		Nine Months Ended March 31, 2023	
Revenues:								
Wafer Inspection	$ 987,709	42 %	$ 1,027,191	42 %	$ 3,164,391	43 %	$ 3,386,273	42 %
Patterning	539,296	23 %	611,631	25 %	1,512,168	21 %	2,206,263	27 %
Specialty Semiconductor Process	116,449	5 %	114,896	5 %	364,830	5 %	374,882	5 %
PCB, Display and Component Inspection	68,332	3 %	69,495	3 %	216,794	3 %	312,582	4 %
Services	590,461	25 %	529,124	22 %	1,715,670	24 %	1,578,418	19 %
Other	57,583	2 %	80,271	3 %	269,659	4 %	282,501	3 %
Total	$ 2,359,830	100 %	$ 2,432,608	100 %	$ 7,243,512	100 %	$ 8,140,919	100 %

Wafer Inspection and Patterning products are offered in the Semiconductor Process Control segment. Services are offered in multiple segments. Other includes primarily refurbished systems, remanufactured legacy systems, and enhancements and upgrades for previous-generation products that are part of the Semiconductor Process Control segment.

In the three months ended March 31, 2024, one customer accounted for approximately 14% of total revenues. In the three months ended March 31, 2023, two customers accounted for approximately 18% and 16% of total revenues, respectively. In the nine months ended March 31, 2024, one customer accounted for approximately 12% of total revenues. In the nine months ended March 31, 2023, two customers accounted for approximately 20% and 15% of total revenues, respectively. One customer and two customers on an individual basis accounted for greater than 10% of accounts receivable, net, at March 31, 2024 and at June 30, 2023, respectively.

Land, property and equipment, net by geographic region as of the dates indicated below were as follows:

(In thousands)	As of March 31, 2024	As of June 30, 2023
Land, property and equipment, net:		
United States	$ 701,223	$ 672,561
Singapore	150,808	150,989
Europe	129,824	74,015
Israel	89,445	92,815
Rest of Asia	34,978	41,461
Total	$ 1,106,278	$ 1,031,841

NOTE 19 – RESTRUCTURING CHARGES

From time to time, management approves restructuring plans including workforce reductions in an effort to streamline operations.

Restructuring charges were $2.0 million and $19.1 million for the three months ended March 31, 2024 and 2023, respectively. Restructuring charges were $3.9 million and $35.9 million for the nine months ended March 31, 2024 and 2023, respectively. The fiscal year 2024 charges include severance and related charges for the restructuring of the PCB and Display operating segment, as described further in Note 7 "Goodwill and Purchased Intangible Assets." The fiscal year 2023 charges include one-time transaction bonuses triggered by the sale of Orbograph as well as severance and associated acceleration of certain stock-based compensation expenses resulting from a workforce reduction. As of March 31, 2024 and June 30, 2023, the accrual for restructuring charges was $2.6 million and $11.0 million, respectively.

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

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact may be forward-looking statements. You can identify these and other forward-looking statements by the use of words such as "may," "will," "could," "would," "should," "expects," "plans," "anticipates," "relies," "believes," "estimates," "predicts," "intends," "potential," "continues," "thinks," "seeks," or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Such forward-looking statements include those regarding, among others: the future impacts of the COVID-19 pandemic; forecasts of the future results of our operations, including profitability; orders for our products and capital equipment generally; sales of semiconductors; the investments by our customers in advanced technologies and new materials; growth of revenue in the semiconductor industry, the semiconductor capital equipment industry and our business; technological trends in the semiconductor industry; future developments or trends in the global capital and financial markets; our future product offerings and product features; the success and market acceptance of new products; timing of shipment of order backlog; our future product shipments and product and service revenues; our future gross margins; our future research and development ("R&D") expenses and selling, general and administrative ("SG&A") expenses; international sales and operations; our ability to maintain or improve our existing competitive position; success of our product offerings; creation and funding of programs for R&D; results of our investment in leading edge technologies; the effects of hedging transactions; the effect of the sale of trade receivables and promissory notes from customers; the effect of future compliance with laws and regulations; our future effective income tax rate; our recognition of tax benefits; the effects of any audits or litigation; future payments of dividends to our stockholders; the completion of any acquisitions of third parties, or the technology or assets thereof; benefits received from any acquisitions and development of acquired technologies; sufficiency of our existing cash balance, investments, cash generated from operations and the unfunded portion of our Revolving Credit Facility (as defined below in the "Revolving Credit Facility" section of "Results of Operations") to meet our operating and working capital requirements, including debt service and payment thereof; future dividends, and stock repurchases; our compliance with the financial covenants under the Credit Agreement (as defined below in the "Revolving Credit Facility" section of "Results of Operations") for our Revolving Credit Facility; the adoption of new accounting pronouncements; our repayment of our outstanding indebtedness; and our environmental, social and governance ("ESG") related targets, goals and commitments.

Our actual results may differ significantly from those projected in the forward-looking statements in this report. Factors that might cause or contribute to such differences include, but are not limited to:

- *Our vulnerability to a weakening in the condition of the financial markets and the global economy;*
- *Risks related to our international operations;*
- *Evolving Bureau of Industry and Security ("BIS") of the U.S. Department of Commerce ("Commerce") rules and regulations (the "2022 BIS Rules," the "2023 BIS Rules" and, collectively, the "BIS Rules") and their impact on our ability to sell products to and provide services to certain customers in People's Republic of China ("China");*
- *Costly intellectual property ("IP") disputes that could result in our inability to sell or use the challenged technology;*
- *Risks related to the legal, regulatory and tax environments in which we conduct our business;*
- *Increasing attention to ESG matters and the resulting costs, risks and impact on our business;*
- *Unexpected delays, difficulties and expenses in executing against our environmental, climate, diversity and inclusion or other ESG target, goals and commitments;*
- *Our ability to attract, retain and motivate key personnel;*
- *Our vulnerability to disruptions and delays at our third party service providers;*
- *Cybersecurity threats, cyber incidents affecting our and our business partners'* systems and networks;*
- *Our inability to access critical information in a timely manner due to system failures;*
- *Our ability to identify suitable acquisition targets and successfully integrate and manage acquired businesses;*
- *Climate change, earthquake, flood or other natural catastrophic events, public health crises such as the COVID-19 pandemic or terrorism and the adverse impact on our business operations;*
- *The war between Ukraine and Russia, and the war between Israel and Hamas, and the significant military activity in those regions;*
- *Lack of insurance for losses and interruptions caused by terrorists and acts of war, and our self-insurance of certain risks including earthquake risk;*

- *Risks related to fluctuations in foreign currency exchange rates;*
- *Risks related to fluctuations in interest rates and the market values of our portfolio investments;*
- *Risks related to tax and regulatory compliance audits;*
- *Any change in taxation rules or practices and our effective tax rate;*
- *Compliance costs with federal securities laws, rules, regulations, NASDAQ requirements, and evolving accounting standards and practices;*
- *Ongoing changes in the technology industry, and the semiconductor industry in particular, including future growth rates, pricing trends in end-markets, or changes in customer capital spending patterns;*
- *Our vulnerability to a highly concentrated customer base;*
- *The cyclicality of the industries in which we operate;*
- *Our ability to timely develop new technologies and products that successfully address changes in the industry;*
- *Our ability to maintain our technology advantage and protect proprietary rights;*
- *Our ability to compete in the industry;*
- *Availability and cost of the materials and parts used in the production of our products;*
- *Our ability to operate our business in accordance with our business plan;*
- *Risks related to our debt and leveraged capital structure;*
- *We may not be able to declare cash dividends at all or in any particular amount;*
- *Liability to our customers under indemnification provisions if our products fail to operate properly or contain defects or our customers are sued by third parties due to our products;*
- *Our government funding for R&D is subject to audit, and potential termination or penalties;*
- *We may incur significant restructuring charges or other asset impairment charges or inventory write offs; and*
- *We are subject to risks related to receivables factoring arrangements and compliance risk of certain settlement agreements with the government.*

For a more detailed discussion of these and other risk factors that might cause or contribute to differences from the forward-looking statements in this report, see Part II, Item 1A "Risk Factors" in this report as well as Part I, Item 1 "Business" and Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended June 30, 2023. You should carefully review these risks and also review the risks described in other documents we file from time to time with the Securities and Exchange Commission ("SEC"). You are cautioned not to place undue reliance on these forward-looking statements, and we expressly assume no obligation and do not intend to update the forward-looking statements in this report after the date hereof.

EXECUTIVE SUMMARY

We are a leading supplier of process control and yield management solutions and services for the semiconductor and related electronics industries. Our broad portfolio of inspection and metrology products, and related service, software and other offerings, support R&D and manufacturing of integrated circuits ("IC"), wafers and reticles. Our products, services and expertise are used by our customers to measure, detect, analyze and resolve critical and nanometric level product defects, helping them to manage manufacturing process challenges and to obtain higher finish product yields at lower cost. We also offer advanced technology solutions to address various manufacturing needs of printed circuit boards ("PCB"), flat panel displays ("FPD"), specialty semiconductor devices and other electronic components, including advanced packaging, light-emitting diode ("LED"), power devices, compound semiconductor, and data storage industries, as well as general materials research.

Our semiconductor customers generally operate in one or both of the major semiconductor device manufacturing markets: memory and foundry/logic. The pervasive and increasing needs for semiconductors in many consumer and industrial products, the rapid proliferation of new applications for more advanced semiconductor devices, and the increasing complexity associated with leading edge semiconductor manufacturing drives demand for our process control and yield management solutions. Continuing advancement of innovation spurred by the performance, power and price benefits of being at the leading edge, increasing involvement in legacy nodes as semiconductor content increases, and innovation and growth of new enabling technologies are fueling long-term growth for the semiconductor equipment industry. End-market demand drivers that are expected to continue in the long term are related to artificial intelligence ("AI"), the deployment of 5G telecommunications technology and associated high-end mobile devices, the electrification and digitization of the automotive industry, the revival of personal computer demand and associated innovations to support remote work, virtual collaboration, remote learning and entertainment, and the growth of the Internet of Things ("IoT").

In recent history, the macro-driven slowdown had impacted general semiconductor demand as the semiconductor industry rebalanced its supply chain and reduced inventory levels. As a result of this slowdown as well as a higher interest rate environment, memory device manufacturers and foundry/logic customers reduced their capacity expansion-focused capital expenditure plans. While we continue to invest in technological innovation, we remain focused on calibrating our spending levels to reflect the changing environment. Semiconductor and other technology delays from customers, in converting to new chips and technology methods, for example, could impact process control capital intensity. Push out or cancellation of deliveries to our customers could still cause earnings volatility, due to the timing of revenue recognition as well as increased risk of inventory-related charges.

We are organized into three reportable segments as follows:

- Semiconductor Process Control: a comprehensive portfolio of inspection, metrology and data analytics products as well as related service offerings that help IC manufacturers achieve target yields throughout the semiconductor fabrication process, from R&D to final volume production.
- Specialty Semiconductor Process: advanced vacuum deposition and etching process tools used by a broad range of specialty semiconductor customers.
- PCB, Display and Component Inspection: a range of inspection, testing and measurement, and direct imaging for patterning products used by manufacturers of PCBs, FPDs, advanced packaging, microelectromechanical systems, and other electronic components.

A majority of our revenues are derived from outside the U.S., and include geographic regions such as China, Taiwan, Korea, Japan, Europe and Israel, and Rest of Asia. China has emerged as a major region for manufacturing of logic and memory chips, adding to its role as the world's largest consumer of ICs. Additionally, a significant portion of global FPD and PCB manufacturing has migrated to China. Chinese government initiatives are propelling China to expand its domestic manufacturing capacity and attracting investment from semiconductor manufacturers from Taiwan, Korea, Japan and the U.S. Although China is currently seen as an important long-term growth region for the semiconductor and electronics capital equipment sector, Commerce has adopted regulations and added certain China-based entities to the U.S. Entity List (a list of parties that are generally ineligible to receive U.S.-regulated items without prior licensing from BIS), restricting our ability to provide products and services to such entities without a license. In addition, Commerce has imposed export licensing requirements on China-based customers that are military end users or engaged in military end uses, as well as requiring our customers to obtain an export license when they use certain semiconductor capital equipment based on U.S. technology to manufacture products connected to certain entities on the U.S. Entity List.

In addition, in October 2022, BIS issued the 2022 BIS Rules, which imposed export licensing requirements for certain U.S. semiconductor and high-performance computing technology (including wafer fab equipment), for the use of such technology for certain end uses in China, and for the provision of support by U.S. Persons to certain advanced IC fabs located in China. In particular, the 2022 BIS Rules impose export license requirements effectively on all KLA products and services to customers located in China that fabricate:

a. Non-planar ICs (e.g., FinFet or GaaFeT) or 14/16nm and below logic ICs;

b. NAND ICs at 128 layers and above; and

c. DRAM ICs using a "production" technology node of 18 nanometer half-pitch or less.

KLA is also restricted from providing certain U.S. origin tools, software and technology to certain wafer fab equipment manufacturers located in China, absent an export license.

In October 2023, BIS issued additional rules that went into effect in November 2023. These 2023 BIS Rules are designed to update export controls on advanced computing semiconductors and semiconductor manufacturing equipment, as well as items that support supercomputing applications and end-uses, to arms embargoed countries, including China. The 2023 BIS Rules adjust the parameters included in the 2022 BIS Rules that determine whether an advanced computing chip is restricted and impose new measures to address risks of circumvention of the controls established by the 2022 BIS Rules. The 2023 BIS Rules are very complex and, in January 2024, KLA, among other companies, submitted comments to the BIS on the 2023 BIS Rules. We are taking appropriate measures to comply with all BIS Rules, and will continue to apply for export licenses, when required, to avoid disruption to our customers' operations. While some export licenses have been obtained by us or our customers, there can be no assurance that export licenses applied for by either us or our customers, now or in the future, will be granted.

The possible negative effects on our future business of export licenses not being granted could be material and could disrupt our supply chain and product shipment, and impair our ability to complete product development in a timely manner, or our ability to support existing customers of covered products or supply customers of covered products outside the impacted regions, and may require us to transition certain operations out of one or more of the identified countries. Failure to obtain export licenses could also result in a substantial reduction to our remaining performance obligations (“RPO”) or require us to return substantial deposits received from customers in China for purchase orders. We are continuously assessing the aggregate potential impact of government regulations on our financial results and operations. See Part II, Item 1A “Risk Factors” in this report for more information regarding how such actions by the U.S. government or another country could significantly impact our ability to provide our products and services to existing and potential customers, especially in China, and adversely affect our business, financial condition and results of operations.

The following table sets forth some of our key quarterly unaudited financial information:

	Three Months Ended				
(In thousands, except net income per share)	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
Total revenues	$ 2,359,830	$ 2,486,726	$ 2,396,956	$ 2,355,137	$ 2,432,608
Costs of revenues	$ 993,885	$ 976,746	$ 946,891	$ 962,949	$ 1,005,346
Gross margin	57.9 %	60.7 %	60.5 %	59.1 %	58.7 %
Net income attributable to KLA(1)(2)	$ 601,541	$ 582,534	$ 741,375	$ 684,654	$ 697,837
Diluted net income per share attributable to KLA(3)	$ 4.43	$ 4.28	$ 5.41	$ 4.97	$ 5.03

(1) For the explanation why our net income attributable to KLA decreased to $601.5 million in the three months ended March 31, 2024 compared to the three months ended March 31, 2023, refer to the “Results of Operations” section below, as the change is a result of movements in various income statement line items.

(2) Our net income attributable to KLA for the three months ended March 31, 2024 included a pre-tax goodwill impairment charge of $70.5 million. Our net income attributable to KLA for the three months ended December 31, 2023 included a pre-tax goodwill and purchased intangible asset impairment charge of $219.0 million. For additional details, refer to Note 7 “Goodwill and Purchased Intangible Assets” in the Notes to our Condensed Consolidated Financial Statements.

(3) Diluted net income per share is computed independently for each of the quarters presented based on the weighted-average fully diluted shares outstanding for each quarter. Therefore, the sum of quarterly diluted net income per share information may not equal annual (or other multiple-quarter calculations of) diluted net income per share.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of our Condensed Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions in applying our accounting policies that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base these estimates and assumptions on historical experience and evaluate them on an ongoing basis to ensure that they remain reasonable under current conditions. Actual results could differ from those estimates. We discuss the development and selection of the critical accounting estimates with the Audit Committee of our Board of Directors on a quarterly basis, and the Audit Committee has reviewed our related disclosure in this Quarterly Report on Form 10-Q.

There have been no material changes in our critical accounting estimates and policies since our Annual Report on Form 10-K for the fiscal year ended June 30, 2023. Refer to Note 1 “Description of Business and Summary of Significant Accounting Policies” to our Consolidated Financial Statements included in our Annual Report on Form 10-K for our fiscal year ended June 30, 2023 for additional details on significant accounting policies. In addition, refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended June 30, 2023 for a complete description of our critical accounting estimates.

Goodwill and Long-Lived Assets

We assess goodwill for impairment annually as well as whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Long-lived assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Events or changes in circumstances that could affect the likelihood that we will be required to recognize an impairment charge for goodwill include, but are not limited to, declines in our stock price or market capitalization, declines in our market share, and declines in revenues or profits at our reporting units. Additionally, events or changes in circumstances that could affect the likelihood that we will be required to recognize an impairment charge for the long-lived assets primarily include declines in our operating cash flows from the use of these assets. Any impairment charge could have a material adverse effect on our operating results and net asset value in the quarter in which we recognize the impairment charge. Due to the downward revision of financial outlook for our PCB and Display businesses, we performed a quantitative goodwill impairment assessment and recorded impairment losses related to goodwill of $192.6 million in the second quarter of fiscal 2024.

In March 2024, we made the decision to exit the Display business but continue to provide services to the installed base for the discontinued product lines. This decision triggered a quantitative impairment assessment for the Display reporting unit as of March 31, 2024, which resulted in a total goodwill impairment charge of $70.5 million in the third quarter of fiscal 2024. See Note 7 “Goodwill and Purchased Intangible Assets” in the Notes to the Condensed Consolidated Financial Statements for further detail.

In addition, the downward revision of financial outlook for our PCB and Display businesses was identified as an impairment indicator for the long-lived assets in our PCB and Display operating segment. Therefore, the Company performed a recoverability test for each asset group identified in the PCB and Display operating segment by comparing projected undiscounted cash flows from the use and eventual disposition of each asset group to its carrying value. This test indicated that the undiscounted cash flows were not sufficient to recover the carrying value of the asset groups. We then compared the carrying value of the individual long-lived assets within those asset groups against their fair value in order to measure the impairment loss. As a result, we recorded impairment losses related to purchased intangible assets of $26.4 million during the second quarter of fiscal 2024. No impairment was identified for other long-lived assets in the three months ended December 31, 2023.

As of March 31, 2024, in connection with the Company's decision to exit the Display business, as described above, an immaterial purchased intangible asset abandonment charge was recorded in the third quarter of fiscal 2024. There were no other impairment indicators for purchased intangible assets in the three months ended March 31, 2024.

Determining fair values utilized in our impairment calculations involved the use of significant estimates and assumptions, including revenue forecasts, terminal growth rate, tax rate and a weighted average cost of capital adjusted for company-specific risk. See Note 7 “Goodwill and Purchased Intangible Assets” in the Notes to the Condensed Consolidated Financial Statements for further detail. There can be no assurance that the estimates and assumptions used will prove to be an accurate prediction of the future. If our assumptions are not realized, or if there are future changes in any of the assumptions due to a change in economic conditions or otherwise, it is possible that a further impairment charge may need to be recorded in the future.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, including those recently adopted and the expected dates of adoption as well as estimated effects, if any, on our Condensed Consolidated Financial Statements of those not yet adopted, see Note 1 “Basis of Presentation” to our Condensed Consolidated Financial Statements.

RESULTS OF OPERATIONS

Revenues and Gross Margin

Revenues

Our business is affected by the concentration of our customer base and our customers’ capital equipment procurement schedules as a result of their investment plans. Our product revenues in any particular period are impacted by the amount of new orders we receive during that period and, depending upon the duration of manufacturing and installation cycles, in the preceding periods. Revenue is also impacted by average customer pricing, customer revenue deferrals associated with volume purchase agreements, the effect of fluctuations in foreign currency exchange rates and increased trade restrictions as discussed in the “Executive Summary” section above.

Service revenues are generated from product maintenance and support services, as well as billable time and material service calls made to our customers. The amount of our service revenues is typically a function of the number of systems installed at our customers’ sites and the utilization of those systems, but it is also impacted by other factors, such as our rate of service contract renewals, the types of systems being serviced and fluctuations in foreign currency exchange rates.

(Dollar amounts in thousands)	Three Months Ended March 31, 2024	2023	Q3 FY24 vs. Q3 FY23	
Revenues:				
Product	$ 1,769,369	$ 1,903,484	$ (134,115)	(7)%
Service	590,461	529,124	61,337	12 %
Total revenues	$ 2,359,830	$ 2,432,608	$ (72,778)	(3)%
Costs of revenues	$ 993,885	$ 1,005,346	$ (11,461)	(1)%
Gross margin	57.9 %	58.7 %		

(Dollar amounts in thousands)	Nine Months Ended March 31, 2024	2023	Q3 FY24 YTD vs. Q3 FY23 YTD	
Revenues:				
Product	$ 5,527,842	$ 6,562,501	$ (1,034,659)	(16)%
Service	1,715,670	1,578,418	137,252	9 %
Total revenues	$ 7,243,512	$ 8,140,919	$ (897,407)	(11)%
Costs of revenues	$ 2,917,522	$ 3,255,358	$ (337,836)	(10)%
Gross margin	59.7 %	60.0 %		

Product revenues during the three and nine months ended March 31, 2024 decreased compared to the three and nine months ended March 31, 2023 primarily due to the broad, macro-driven slowdown that has impacted semiconductor demand overall, causing the semiconductor industry to rebalance its supply chain and reduce inventory levels, and memory device manufacturers and foundry/logic customers to reduce their capacity expansion-focused capital expenditure plans.

Service revenues during the three and nine months ended March 31, 2024 increased compared to the three and nine months ended March 31, 2023 primarily due to an increase in our installed base.

Revenues by segment[(1)]

(Dollar amounts in thousands)	Three Months Ended March 31, 2024	2023	Q3 FY24 vs. Q3 FY23	
Revenues:				
Semiconductor Process Control	$ 2,096,005	$ 2,171,557	$ (75,552)	(3)%
Specialty Semiconductor Process	130,649	128,438	2,211	2 %
PCB, Display and Component Inspection	133,399	131,923	1,476	1 %
Total revenues for reportable segments	$ 2,360,053	$ 2,431,918	$ (71,865)	(3)%

(Dollar amounts in thousands)	Nine Months Ended March 31, 2024	2023	Q3 FY24 YTD vs. Q3 FY23 YTD	
Revenues:				
Semiconductor Process Control	$ 6,425,562	$ 7,226,711	$ (801,149)	(11)%
Specialty Semiconductor Process	407,433	414,390	(6,957)	(2)%
PCB, Display and Component Inspection	412,474	502,627	(90,153)	(18)%
Total revenues for reportable segments	$ 7,245,469	$ 8,143,728	$ (898,259)	(11)%

(1) Segment revenues exclude corporate allocations and the effects of changes in foreign currency exchange rates. For additional details, refer to Note 18 “Segment Reporting and Geographic Information” to our Condensed Consolidated Financial Statements.

Revenues from our Semiconductor Process Control segment during the three and nine months ended March 31, 2024 decreased compared to the three and nine months ended March 31, 2023 primarily due to the broad, macro-driven slowdown that has impacted semiconductor demand overall, causing the semiconductor industry to rebalance its supply chain and reduce inventory levels, and memory device manufacturers and foundry/logic customers to reduce their capacity expansion-focused capital expenditure plans. Revenues in the Specialty Semiconductor Process segment during the three and nine months ended March 31, 2024 remained relatively flat compared to the three and nine months ended March 31, 2023. Revenues in the PCB, Display and Component Inspection segment during the three months ended March 31, 2024 also remained relatively flat compared to the three months ended March 31, 2023. Revenues in the PCB, Display and Component Inspection segment during the nine months ended March 31, 2024 decreased compared to the nine months ended March 31, 2023 primarily due to market softening.

The following is a summary of revenues by geographic region, based on ship-to location, for the indicated periods:

	Three Months Ended March 31,				Nine Months Ended March 31,			
(Dollar amounts in thousands)	2024		2023		2024		2023	
China	$ 996,885	42 %	$ 635,018	26 %	$ 3,050,609	42 %	$ 2,156,380	26 %
Taiwan	433,916	18 %	478,855	20 %	1,214,518	17 %	1,996,188	24 %
Japan	267,045	11 %	215,531	9 %	792,179	11 %	702,986	9 %
North America	246,993	10 %	341,376	14 %	761,319	11 %	941,771	12 %
Korea	201,290	9 %	468,226	19 %	731,783	10 %	1,466,624	18 %
Europe and Israel	129,350	6 %	209,136	9 %	421,148	6 %	542,823	7 %
Rest of Asia	84,351	4 %	84,466	3 %	271,956	3 %	334,147	4 %
Total	$ 2,359,830	100 %	$ 2,432,608	100 %	$ 7,243,512	100 %	$ 8,140,919	100 %

A significant portion of our revenues continues to be generated in Asia, where a substantial portion of the world's semiconductor manufacturing capacity is located, and we expect that trend to continue.

Gross margin

Our gross margin fluctuates with revenue levels and product mix and is affected by variations in costs related to manufacturing and servicing our products, including our ability to scale our operations efficiently and effectively in response to prevailing business conditions.

The following table summarizes the major factors that contributed to the changes in gross margin:

	Gross Margin	
	Three Months Ended	Nine Months Ended
March 31, 2023	58.7%	60.0%
Revenue volume of products and services	(0.7)%	(1.7)%
Mix of products and services sold	(0.1)%	0.6%
Manufacturing labor, overhead and efficiencies	—%	(0.4)%
Other service and manufacturing costs	—%	1.2%
March 31, 2024	57.9%	59.7%

Changes in gross margin from revenue volume of products and services, reflect our ability to leverage existing infrastructure to generate higher revenues. Changes in gross margin from the mix of products and services sold reflect the impact of changes within the composition of product and service offerings. Changes in gross margin from manufacturing labor, overhead and efficiencies reflect our ability to manage costs and drive productivity as we scale our manufacturing activity to respond to customer requirements, and amortization of intangible assets. Changes in gross margin from other service and manufacturing costs include the impact of customer support costs, including the efficiencies with which we deliver services to our customers, and the effectiveness with which we manage our production plans and inventory risk.

The decrease in our gross margin during the three months ended March 31, 2024 compared to the three months ended March 31, 2023 is primarily due to a lower revenue volume of products and services sold and a less profitable mix of products and services sold. The decrease in our gross margin during the nine months ended March 31, 2024 compared to the nine months ended March 31, 2023 is primarily due to a lower revenue volume of products and services sold and an increase in manufacturing labor and overhead costs, partially offset by lower other service and manufacturing costs and a more profitable mix of products and services sold.

Segment gross profit[1]

(Dollar amounts in thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Q3 FY24 vs. Q3 FY23	
Segment gross profit:				
Semiconductor Process Control	$ 1,343,467	$ 1,367,886	$ (24,419)	(2)%
Specialty Semiconductor Process	69,280	65,328	3,952	6 %
PCB, Display and Component Inspection	(949)	43,361	(44,310)	(102)%
Total segment gross profit	$ 1,411,798	$ 1,476,575	$ (64,777)	(4)%

(Dollar amounts in thousands)	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023	Q3 FY24 YTD vs. Q3 FY23 YTD	
Segment gross profit:				
Semiconductor Process Control	$ 4,148,335	$ 4,622,905	$ (474,570)	(10)%
Specialty Semiconductor Process	219,859	216,408	3,451	2 %
PCB, Display and Component Inspection	96,036	182,899	(86,863)	(47)%
Total segment gross profit	$ 4,464,230	$ 5,022,212	$ (557,982)	(11)%

(1) Segment gross profit is calculated as segment revenues less segment costs of revenues and excludes corporate allocations, amortization of intangible assets and the effects of changes in foreign currency exchange rates. For additional details, refer to Note 18 “Segment Reporting and Geographic Information” to our Condensed Consolidated Financial Statements.

Gross profit in the Semiconductor Process Control segment during the three and nine months ended March 31, 2024 decreased compared to the three and nine months ended March 31, 2023 primarily due to a lower revenue volume of products sold. Gross profit in the Specialty Semiconductor Process segment during the three months ended March 31, 2024 increased compared to the three months ended March 31, 2023 primarily due to a more profitable mix of products and services sold. Gross profit in the Specialty Semiconductor Process segment during the nine months ended March 31, 2024 remained relatively flat compared to the nine months ended March 31, 2023. Gross profit in the PCB, Display and Component Inspection segment during the three and nine months ended March 31, 2024 decreased compared to the three and nine months ended March 31, 2023 primarily due to non-cash expenses to write off excess and obsolete inventory related to the discontinued Display product lines.

Research and Development

R&D expenses may fluctuate with product development phases and project timing as well as our R&D efforts. As technological innovation is essential to our success, we may incur significant costs associated with R&D projects, including compensation for engineering talent, engineering material costs and other expenses.

(Dollar amounts in thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Q3 FY24 vs. Q3 FY23	
R&D expenses	$ 321,590	$ 328,276	$ (6,686)	(2)%
R&D expenses as a percentage of total revenues	14 %	13 %		

R&D expenses during the three months ended March 31, 2024 decreased compared to the three months ended March 31, 2023 primarily due to a decrease in engineering project material costs of $6.3 million and a decrease in restructuring expense of $5.7 million. These decreases were partially offset by an increase in employee-related expenses of $5.8 million.

(Dollar amounts in thousands)	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023	Q3 FY24 YTD vs. Q3 FY23 YTD	
R&D expenses	$ 953,222	$ 979,617	$ (26,395)	(3)%
R&D expenses as a percentage of total revenues	13 %	12 %		

R&D expenses during the nine months ended March 31, 2024 decreased compared to the nine months ended March 31, 2023 primarily due to a decrease in engineering project material costs of $32.2 million, a decrease in restructuring expense of $5.3 million, and a decrease in consulting costs of $5.1 million. These decreases were partially offset by an increase in employee-related expenses of $19.0 million.

Our future operating results will depend significantly on our ability to produce products and provide services that have a competitive advantage in our marketplace. To do this, we believe we must continue to make substantial and focused investments in our R&D. We remain committed to product development in new and emerging technologies.

Selling, General and Administrative

(Dollar amounts in thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Q3 FY24 vs. Q3 FY23	
SG&A expenses	$ 237,514	$ 238,393	$ (879)	— %
SG&A expenses as a percentage of total revenues	10 %	10 %		

SG&A expenses during the three months ended March 31, 2024 decreased slightly compared to the three months ended March 31, 2023 primarily due to a decrease in employee-related expenses of $7.3 million, a decrease in restructuring expense of $6.1 million, and a decrease in depreciation expense of $2.7 million. These decreases were partially offset by increases in the following areas: facility-related expenses of $7.3 million, consulting costs of $3.9 million, software maintenance and support costs of $2.5 million and allowance for credit losses of $2.3 million.

(Dollar amounts in thousands)	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023	Q3 FY24 YTD vs. Q3 FY23 YTD	
SG&A expenses	$ 714,403	$ 735,469	$ (21,066)	(3)%
SG&A expenses as a percentage of total revenues	10 %	9 %		

SG&A expenses during the nine months ended March 31, 2024 decreased compared to the nine months ended March 31, 2023 primarily due to $16.8 million of compensation-related expense from the sale of Orbograph Ltd. ("Orbograph") recorded in the nine months ended March 31, 2023, a decrease in allowance for credit losses of $12.0 million, a decrease in restructuring expense of $5.7 million, a decrease in depreciation expense of $4.7 million and a decrease in promotional expenses of $4.5 million. These decreases were partially offset by an increase in facility-related expenses of $21.0 million.

Impairment of Goodwill and Purchased Intangible Assets

During the second quarter of fiscal 2024, we noted a significant deterioration of the long-term forecast for our PCB and Display businesses. As a result, we recorded a $219.0 million goodwill and purchased intangible asset impairment charge for the PCB and Display reporting unit during the three months ended December 31, 2023. In March 2024, we made the decision to exit the Display business but continue to provide services to the installed base for the discontinued product lines. As a result, we recorded a $70.5 million goodwill impairment charge and an immaterial amount of purchased intangible assets were abandoned in the third quarter of fiscal 2024. See Note 7 "Goodwill and Purchased Intangible Assets" to our Condensed Consolidated Financial Statements for further details.

Restructuring Charges

Restructuring charges were $2.0 million and $19.1 million for the three months ended March 31, 2024 and 2023, respectively. Restructuring charges were $3.9 million and $35.9 million for the nine months ended March 31, 2024 and 2023, respectively. As of March 31, 2024, the accrual for restructuring charges was $2.6 million.

For additional information, refer to Note 19 "Restructuring Charges" to our Condensed Consolidated Financial Statements.

Interest Expense and Other Expense (Income), Net

Other expense (income), net is comprised primarily of realized gains or losses on sales of marketable securities, gains or losses from revaluations of certain foreign currency denominated assets and liabilities as well as foreign currency contracts, interest-related accruals (such as interest and penalty accruals related to our tax obligations) and interest income earned on our invested cash, cash equivalents and marketable securities.

(Dollar amounts in thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Q3 FY24 vs. Q3 FY23	
Interest expense	$ 79,981	$ 74,774	$ 5,207	7 %
Other expense (income), net	$ (45,622)	$ (14,864)	$ (30,758)	(207)%
Interest expense as a percentage of total revenues	3 %	3 %		
Other expense (income), net as a percentage of total revenues	(2)%	< 1%		

Interest expense during the three months ended March 31, 2024 increased compared to the three months ended March 31, 2023 primarily due to additional interest expense on our $750.0 million Senior Notes issued in February 2024.

The change in other expense (income), net during the three months ended March 31, 2024 compared to the three months ended March 31, 2023 was primarily due to higher interest income of $24.6 million compared to the prior fiscal year due to higher interest rates and higher net foreign exchange gains of $9.3 million.

(Dollar amounts in thousands)	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023	Q3 FY24 YTD vs. Q3 FY23 YTD	
Interest expense	$ 228,417	$ 223,449	$ 4,968	2 %
Other expense (income), net	$ (104,515)	$ (79,944)	$ (24,571)	(31)%
Interest expense as a percentage of total revenues	3 %	3 %		
Other expense (income), net as a percentage of total revenues	(1)%	< 1%		

Interest expense during the nine months ended March 31, 2024 increased compared to the nine months ended March 31, 2023 primarily due to additional interest expense on our $750.0 million Senior Notes issued in February 2024.

The change in other expense (income), net during the nine months ended March 31, 2024 compared to the nine months ended March 31, 2023 was primarily due to higher interest income of $64.6 million compared to the prior fiscal year due to higher interest rates, partially offset by the following: a gain of $29.7 million from the sale of our interest in Orbograph to a portfolio company of a private equity firm in the prior fiscal year and $14.3 million net change in interest accruals related to uncertain tax positions.

Loss on Extinguishment of Debt

For the three months ended March 31, 2024 and March 31, 2023, we had no loss on extinguishment of debt. For the nine months ended March 31, 2024, we had no loss on extinguishment of debt. For the nine months ended March 31, 2023, loss on extinguishment of debt reflected a pre-tax net loss of $13.3 million associated with the redemption of $500.0 million of the Senior Notes due 2024, including associated redemption premiums, accrued interest and other fees and expenses.

Provision for Income Taxes

The following table provides details of income taxes:

(Dollar amounts in thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Income before income taxes	$ 702,008	$ 800,683	$ 2,244,989	$ 3,013,684
Provision for income taxes	$ 100,467	$ 102,846	$ 319,539	$ 310,987
Effective tax rate	14.3 %	12.8 %	14.2 %	10.3 %

The effective tax rate during the three months ended March 31, 2024 was higher compared to the three months ended March 31, 2023 primarily due to a $70.5 million goodwill impairment charge during the three months ended March 31, 2024, which is non-deductible for income tax purposes.

The effective tax rate during the nine months ended March 31, 2024 was higher compared to the nine months ended March 31, 2023 primarily due to the impact of the following items:

- The $263.1 million goodwill impairment charge during the nine months ended March 31, 2024, which is non-deductible for income tax purposes;
- Tax expense decreased by $62.0 million during the nine months ended March 31, 2023 relating to a decrease in our deferred tax liabilities on unremitted earnings and unrealized gains;
- Tax expense decreased by $31.8 million during the nine months ended March 31, 2023 relating to a decrease in our unrecognized tax benefits from the settlement of income tax examinations; partially offset by
- Tax expense increased by $11.7 million during the nine months ended March 31, 2023 relating to the sale of an Orbotech Ltd. subsidiary; and
- Tax expense decreased by $14.7 million during the nine months ended March 31, 2023 relating to an increase in the proportion of our earnings generated in jurisdictions with tax rates lower than the U.S. statutory rate.

Our future effective income tax rate depends on various factors, such as tax legislation, the geographic composition of our pre-tax income, the amount of our pre-tax income as business activities fluctuate, non-deductible expenses incurred in connection with acquisitions, R&D credits as a percentage of aggregate pre-tax income, non-taxable or non-deductible increases or decreases in the assets held within our Executive Deferred Savings Plan, the tax effects of employee stock activity and the effectiveness of our tax planning strategies.

For discussions on tax examinations, assessments and certain related proceedings, see Note 13 “Income Taxes” to our Condensed Consolidated Financial Statements.

Liquidity and Capital Resources

(Dollar amounts in thousands)	As of March 31, 2024	As of June 30, 2023
Cash and cash equivalents	$ 1,848,167	$ 1,927,865
Marketable securities	2,446,135	1,315,294
Total cash, cash equivalents and marketable securities	$ 4,294,302	$ 3,243,159
Percentage of total assets	29 %	23 %

(In thousands)	Nine Months Ended March 31, 2024	Nine Months Ended March 31, 2023
Cash flows:		
Net cash provided by operating activities	$ 2,415,960	$ 2,710,690
Net cash used in investing activities	(1,338,193)	(408,087)
Net cash used in financing activities	(1,157,156)	(2,318,968)
Effect of exchange rate changes on cash and cash equivalents	(309)	(30)
Net decrease in cash and cash equivalents	$ (79,698)	$ (16,395)

Cash, Cash Equivalents and Marketable Securities

As of March 31, 2024, our cash, cash equivalents and marketable securities totaled $4.29 billion, which represents an increase of $1.05 billion from June 30, 2023. The increase is due to net cash provided by operating activities of $2.42 billion and net cash received from issuance of debt of $735.0 million, partially offset by stock repurchases of $1.27 billion and cash used for payment of dividends and dividend equivalents of $575.5 million.

As of March 31, 2024, $1.16 billion of our $4.29 billion of cash, cash equivalents and marketable securities were held by our foreign subsidiaries and branch offices. We currently intend to indefinitely reinvest $109.3 million of the cash, cash equivalents and marketable securities held by our foreign subsidiaries for which we assert that earnings are permanently reinvested. If, however, a portion of these funds were to be repatriated to the United States, we would be required to accrue and pay state and foreign taxes of approximately 1% - 22% of the funds repatriated. The amount of taxes due will depend on the amount and manner of the repatriation, as well as the location from which the funds are repatriated. We have accrued state and foreign tax on the remaining cash of $1.05 billion of the $1.16 billion held by our foreign subsidiaries and branch offices. As such, these funds can be returned to the U.S. without accruing any additional U.S. tax expense.

Cash Dividends

During the three months ended March 31, 2024, our Board of Directors declared a regular quarterly cash dividend of $1.45 per share on our outstanding common stock, which was paid on March 1, 2024 to our stockholders of record as of the close of business on February 19, 2024. During the same period in fiscal year ended June 30, 2023, our Board of Directors declared and paid a regular quarterly cash dividend of $1.30 per share on our outstanding common stock. The total amount of regular quarterly cash dividends and dividend equivalents paid during the three months ended March 31, 2024 and 2023 was $197.2 million and $180.9 million, respectively. The total amount of regular quarterly cash dividends and dividend equivalents paid during the nine months ended March 31, 2024 and 2023 was $575.5 million and $553.0 million, respectively. The amount of accrued dividend equivalents payable for regular quarterly cash dividends on unvested restricted stock units ("RSU") with dividend equivalent rights as of March 31, 2024 and June 30, 2023 was $12.4 million and $12.2 million, respectively. These amounts will be paid upon vesting of the underlying unvested RSUs as described in Note 10 "Equity, Long-term Incentive Compensation Plans and Non-Controlling Interest" to our Condensed Consolidated Financial Statements.

Stock Repurchases

The shares of common stock repurchased under our stock repurchase program have reduced our basic and diluted weighted-average shares outstanding for the nine months ended March 31, 2024 and 2023. The stock repurchase program is intended, in part, to mitigate the potential dilutive impact related to our equity incentive plans and shares issued in connection with our Employee Stock Purchase Program as well as to return excess cash to our stockholders.

Cash Flows Provided by Operating Activities

Historically, we have financed our liquidity requirements through cash generated from our operations. Net cash provided by operating activities during the nine months ended March 31, 2024 was $2.42 billion compared to $2.71 billion during the nine months ended March 31, 2023. This decrease of $294.7 million resulted primarily from the following:

- A decrease in customer and other collections of approximately $585 million; and
- An increase in income tax payments of approximately $314 million; and
- An increase in debt interest payment of approximately $53 million; partially offset by
- A decrease in accounts payable payments of approximately $600 million; and
- An increase in interest income of approximately $64 million.

Cash Flows Used in Investing Activities

Net cash used in investing activities during the nine months ended March 31, 2024 was $1.34 billion compared to $408.1 million during the nine months ended March 31, 2023. This increase in cash used was mainly due to an increase in net purchases of available-for-sale, equity and trading securities of $928.5 million and a decrease in proceeds from the sale of a business of $75.4 million, partially offset by a decrease in capital expenditures of $46.3 million and a decrease in cash used in business acquisitions of $23.5 million.

Cash Flows Used in Financing Activities

Net cash used in financing activities during the nine months ended March 31, 2024 was $1.16 billion compared to net cash used in financing activities of $2.32 billion during the nine months ended March 31, 2023. This decrease was mainly due to a decrease in debt-related payments of $1.09 billion and an increase in proceeds received from issuance of debt, net of issuance costs, of $741.6 million, partially offset by an increase in cash used for common stock repurchases of $342.4 million and proceeds received from our revolving credit facility of $300.0 million in the quarter ended September 30, 2022.

Senior Notes

As of March 31, 2024, we had an aggregate principal amount of senior, unsecured notes totaling $6.70 billion. For additional information on these senior notes, see Note 8 "Debt" to our Condensed Consolidated Financial Statements. As of March 31, 2024, we were in compliance with all of our covenants under the Indenture associated with the Senior Notes.

Revolving Credit Facility

We have in place a Credit Agreement ("Credit Agreement") for an unsecured Revolving Credit Facility ("Revolving Credit Facility") with a maturity date of June 8, 2027 that allows us to borrow up to $1.50 billion. As of March 31, 2024, we had no outstanding borrowings under the Revolving Credit Facility. For additional information on the Revolving Credit Facility, see Note 8 "Debt" to our Condensed Consolidated Financial Statements. We were in compliance with all covenants under the Credit Agreement as of March 31, 2024 (the leverage ratio was 1.58 to 1.00, compared to a maximum leverage ratio of 3.50 to 1.00 on a quarterly basis covering the trailing four consecutive fiscal quarters for each fiscal quarter). Considering our current liquidity position, short-term financial forecasts and ability to prepay the Revolving Credit Facility, if necessary, we expect to continue to be in compliance with our financial covenants at the end of our fiscal year ending June 30, 2024.

Material Cash Requirements

While demand for our products remains strong and we continue to invest in technological innovation, the recent slowdown in consumer demand and expectations of a slowing global economy are having an impact on semiconductor demand. As a result, customers are postponing capacity expansion plans and setting lower capital expenditure budgets. Accordingly, we have seen a decrease in our estimate of our significant purchase commitments. For additional details regarding our debt and other material cash commitments, refer to Note 8 "Debt" and Note 15 "Commitments and Contingencies," respectively, to our Condensed Consolidated Financial Statements. For additional details regarding our material cash requirements, refer to "Material Cash Requirements" in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report Form on 10-K for the fiscal year ended June 30, 2023.

Working Capital

Working capital was $5.07 billion as of March 31, 2024, which represents an increase of $440.4 million compared to our working capital of $4.63 billion as of June 30, 2023. As of March 31, 2024, our principal sources of liquidity consisted of $4.29 billion of cash, cash equivalents, marketable securities and availability under our Revolving Credit Facility. Our liquidity may be affected by many factors, some of which are based on the normal ongoing operations of the business, spending for business acquisitions, and other factors such as uncertainty in the global and regional economies and the semiconductor, semiconductor-related and electronic device industries. Although cash requirements will fluctuate based on the timing and extent of these factors, we believe that cash generated from operations, together with the liquidity provided by existing cash and cash equivalents balances, marketable securities and our $1.50 billion Revolving Credit Facility, will be sufficient to satisfy our liquidity requirements associated with working capital needs, capital expenditures, cash dividends, stock repurchases and other contractual obligations, including repayment of outstanding debt, for at least the next 12 months.

Our credit ratings as of March 31, 2024 are summarized below:

Rating Agency	Rating
Fitch Inc.	A
Moody's Investors Service	A2
S&P Global Ratings	A-

In December 2023, Fitch upgraded our senior unsecured credit rating from A- to A. Factors that can affect our credit ratings include changes in our operating performance, the economic environment, conditions in the semiconductor and semiconductor equipment industries, our financial position, material acquisitions and changes in our business strategy.

Off-Balance Sheet Arrangements

As of March 31, 2024, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K, that have or are reasonably likely to have a current or future effect on our financial position, changes in financial condition, revenues and expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. Refer to Note 15 "Commitments and Contingencies" to our Condensed Consolidated Financial Statements for information related to indemnification obligations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to financial market risks, including changes in interest rates, foreign currency exchange rates and marketable equity security prices. To mitigate these risks, we utilize derivative financial instruments such as foreign currency hedges. All of the potential changes noted below are based on sensitivity analyses performed on our financial position as of March 31, 2024. Actual results may differ materially.

As of March 31, 2024, we had an investment portfolio of fixed income securities of $1.69 billion. These securities, as with all fixed income instruments, are subject to interest rate risk and will decline in value if market interest rates increase. If market interest rates were to increase immediately and uniformly by 100 bps from levels as of March 31, 2024, the fair value of the portfolio would have declined by $16.0 million.

The fair market value of our long-term fixed interest rate Senior Notes is subject to interest rate risk. Generally, the fair market value of fixed interest rate notes will increase as market interest rates fall and decrease as market interest rates rise. As of March 31, 2024, our fixed rate Senior Notes had a fair value and book value of $6.39 billion and $6.63 billion, respectively, due in various fiscal years ranging from 2025 to 2063.

As of March 31, 2024, we had no outstanding borrowings under our $1.50 billion Revolving Credit Facility. Each Term Secured Overnight Financing Rate ("SOFR") Loan will bear interest at a rate per annum equal to the applicable Adjusted Term SOFR, which is equal to the applicable Term SOFR plus 10 bps that shall not be less than zero, plus a spread ranging from 75 bps to 125 bps, as determined by the Company's credit ratings at the time. The fair value of the borrowings under the Revolving Credit Facility is subject to interest rate and credit risk due to the timing of the rate resets and changes in the market's assessment of risk of default, respectively. Pursuant to the terms of the Credit Agreement, we are also obligated to pay an annual commitment fee on the daily undrawn balance of the Revolving Credit Facility at a rate that ranges from 4.5 bps to 12.5 bps, depending upon our then-prevailing credit rating. As of March 31, 2024, the annual commitment fee was 6.0 bps. Additionally, as of March 31, 2024, if our credit ratings were downgraded to be below investment grade, the maximum potential increase to our annual commitment fee for the Revolving Credit Facility, using the highest range of the ranges discussed above, is estimated to be approximately $1 million.

Our equity investment in a publicly traded company is subject to market price risk, which we typically do not attempt to reduce or eliminate through hedging activities. As of March 31, 2024, the fair value of our investment in the marketable equity security, which began publicly trading on the Tokyo Stock Exchange on April 5, 2021, was $29.3 million. Assuming a decline of 50% in market prices, the aggregate value of our investment in the marketable equity security could decrease by approximately $15 million, based on the value as of March 31, 2024.

See Note 5 "Marketable Securities" to our Condensed Consolidated Financial Statements in Part I, Item 1 and "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q for additional details and risks that may affect the value of the investments in our portfolio as of March 31, 2024.

As of March 31, 2024, we had net forward and option contracts to buy $400.8 million in foreign currency in order to hedge certain currency exposures (see Note 16 "Derivative Instruments and Hedging Activities" to our Condensed Consolidated Financial Statements for additional details). If we had entered into these contracts on March 31, 2024, the U.S. dollar equivalent would have been $419.9 million. A 10% adverse move in all currency exchange rates affecting the contracts would decrease the fair value of the contracts by $125.9 million. However, if this occurred, the fair value of the underlying exposures hedged by the contracts would increase by a similar amount. Accordingly, we believe that, as a result of the hedging of certain of our foreign currency exposure, changes in most relevant foreign currency exchange rates should have no material impact on our results of operations or cash flows.

ITEM 4 CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures and Related CEO and CFO Certifications

Evaluation of Disclosure Controls and Procedures

We conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) ("Disclosure Controls") as of the end of the period covered by this Quarterly Report on Form 10-Q (this "Report") required by Exchange Act Rules 13a-15(b) or 15d-15(b). The Disclosure Controls evaluation was conducted under the supervision and with the participation of our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). Based on this evaluation, the CEO and CFO have concluded that, as of the end of the period covered by this Report, our Disclosure Controls were effective at a reasonable assurance level.

Attached as exhibits to this Report are certifications of the CEO and CFO, that are required in accordance with Rule 13a-14 of the Exchange Act. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

Definition of Disclosure Controls

Disclosure Controls are controls and procedures designed to reasonably ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act, such as this Report, is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms. Disclosure Controls are also designed to provide reasonable assurance that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our Disclosure Controls include components of our internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles in the United States of America. To the extent that components of our internal control over financial reporting are included within our Disclosure Controls, they are included in the scope of our annual controls evaluation.

Limitations on the Effectiveness of Disclosure Controls

Our management, including our CEO and CFO, does not expect that our Disclosure Controls or internal control over financial reporting will prevent all error and fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the most recent fiscal quarter covered by this Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth above under Note 14 "Litigation and Other Legal Matters" to our Condensed Consolidated Financial Statements in Item 1 of Part 1 is incorporated herein by reference.

ITEM 1A. RISK FACTORS

A description of factors that could materially affect our business, financial condition or operating results is provided below.

Risk Factors Summary

The following summarizes the most material risks that make an investment in our securities risky or speculative. If any of the following risks occur or persist, our business, financial condition and results of operations could be materially harmed and the price of our common stock could significantly decline.

Commercial, Operational, Financial and Regulatory Risks

- Our vulnerability to a weakening in the condition of the financial markets and the global economy;
- Risks related to our international operations, such as tariffs or similar trade impairments, and longer payment cycles or collection difficulties associated with international sales;
- Laws, rules, regulations or other orders that may limit our ability to sell our products or provide service on products previously sold to certain customers;
- IP disputes can be expensive and could result in an inability to sell our products in certain jurisdictions;
- Increasing attention to ESG matters, including any targets or other ESG initiatives, could result in additional costs or risks or adversely impact our business;
- We may be unable to attract, onboard and retain key personnel;
- Reliance on third-party service providers could result in disruptions if such third parties cannot perform services for us in a timely manner;
- Cybersecurity incidents could result in the loss of valuable information or assets or subject us to costly disruption, remediation, regulatory investigations, litigation and reputational damage;
- We may face disruptions if we cannot access critical information in a timely manner due to system failures;
- We may not find suitable acquisition candidates or fail to successfully integrate our acquisitions;
- Natural disasters, such as earthquakes, health crises such as the COVID-19 pandemic, acts of terrorism or war or other catastrophic events, and the lack of insurance thereof, could significantly disrupt our operations, including affecting the global supply chain, for lengthy periods of time;
- We are exposed to fluctuations in foreign currency exchange rates, interest rates and the market values of our portfolio investments;
- We are subject to tax and regulatory compliance audits;
- Economic, political or other conditions in the jurisdictions where we earn profits can impact the tax laws and taxes we pay in those jurisdictions, subsequently impacting our effective tax rate, cash flows and results of operations;
- Increased compliance costs with federal securities laws, rules, and regulations, as well as NASDAQ requirements; and
- Changes in accounting pronouncements and laws could have unforeseen effects.

Industry Risks

- We may not be able to keep pace with trends and technological changes in the industries in which we operate;
- We have a highly concentrated customer base; and
- Prevailing local and global economic conditions may negatively affect the purchasing decisions of our customers.

Business Model and Capital Structure Risks

- We may not be able to maintain our technology advantage or protect our proprietary rights;
- We may not be able to compete with new products introduced by our competitors;
- We may not receive components necessary to build our products in a timely manner;

- We may fail to operate our business in a manner consistent with our business plan;
- We may fail to comply with the covenants in our Revolving Credit Facility (defined below) and Senior Notes (defined below), which could impair our ability to borrow needed funds, or require us to repay debt sooner than we planned;
- We may not have sufficient financial resources to repay our indebtedness when it becomes due, and our leveraged capital structure may divert resources from operations and other corporate uses;
- We may not be able to declare cash dividends at all or in any particular amounts;
- Risks related to our commercial terms and conditions, including our indemnification of third parties, as well as the performance of our products;
- Our government funding for R&D is subject to termination, audit and any further penalties;
- We may incur significant restructuring charges or other asset impairment charges or inventory write-offs; and
- We are subject to risks related to receivables factoring arrangements, and compliance risk of certain settlement agreements with the government.

For a more complete discussion of the material risks facing our business, see below.

Commercial, Operational, Financial and Regulatory Risks

We are exposed to risks associated with a weakening in the condition of the financial markets and the global economy.

Demand for our products is ultimately driven by the global demand for electronic devices by consumers and businesses. Economic uncertainty frequently leads to reduced consumer and business spending, and can cause our customers to decrease, cancel or delay their equipment and service orders. The tightening of credit markets, rising interest rates and concerns regarding the availability of credit can make it more difficult for our customers to raise capital, whether debt or equity, to finance their purchases of capital equipment, including the products we sell. Reduced demand, combined with delays in our customers' ability to obtain financing (or the unavailability of such financing), has, at times in the past, adversely affected our product and service sales and revenues and, therefore, has harmed our business and operating results, and our operating results and financial condition may again be adversely impacted if economic conditions decline from their current levels.

In addition, a decline in the condition of the global financial markets could adversely impact the market values or liquidity of our investments. Our investment portfolio includes corporate and government securities, money market funds and other types of debt and equity investments. Although we believe our portfolio continues to be comprised of sound investments due to the quality and (where applicable) credit ratings of such investments, a decline in the capital and financial markets or rising interest rates would adversely impact the market value of our investments and their liquidity. If the market value of such investments were to decline, or if we were to have to sell some of our investments under illiquid market conditions, we may be required to recognize an impairment charge on such investments or a loss on such sales, either of which could have an adverse effect on our financial condition and operating results.

If we are unable to timely and appropriately adapt to changes resulting from difficult macroeconomic conditions, our business, financial condition or results of operations may be materially and adversely affected.

A majority of our annual revenues are derived from outside the U.S., and we maintain significant operations outside the U.S. We are exposed to numerous risks as a result of the international nature of our business and operations. We expect these conditions to continue in the foreseeable future.

Managing global operations and sites located throughout the world presents a number of challenges, including, but not limited to:

- Global trade issues and changes in and uncertainties with respect to trade policies, including the ability to obtain required import and export licenses, trade sanctions, tariffs and international trade disputes;
- Political and social attitudes, laws, rules, regulations and policies within countries that favor domestic companies over non-domestic companies, including customer- or government-supported efforts to promote the development and growth of local competitors;
- Ineffective or inadequate legal protection of IP rights in certain countries;
- Managing cultural diversity and organizational alignment;
- Exposure to the unique characteristics of each region in the global market, which can cause capital equipment investment patterns to vary significantly from period to period;
- Periodic local or international economic downturns;

- Potential adverse tax consequences, including withholding tax rules that may limit the repatriation of our earnings, and higher effective income tax rates in foreign countries where we do business;
- Compliance with customs regulations in the countries in which we do business;
- Existing and potentially new tariffs or other trade restrictions and barriers (including those applied to our products, spare parts and services, or to parts and supplies that we purchase);
- Political instability, geopolitical tensions, natural disasters, legal or regulatory changes, acts of war such as the wars between Russia and Ukraine or Israel and Hamas and further escalation thereof, or terrorism in regions where we, our customers or our suppliers have operations or where we or they do business;
- Rising inflation and fluctuations in interest and currency exchange rates may adversely impact our ability to compete on price with local providers or the value of revenues we generate from our international business. Although we attempt to manage some of our near-term currency risks through the use of hedging instruments, there can be no assurance that such efforts will be adequate;
- Our ability to receive prepayments for certain of our products and services sold in certain jurisdictions. These prepayments increase our cash flows for the quarter in which they are received. If our practice of requiring prepayments in those jurisdictions changes or deteriorates, our cash flows would be harmed;
- Required refunds for customer prepayments resulting from our inability to ship to certain jurisdictions, especially for customers in China, as described in more detail below. If we are required to make such refunds, our cash flows could be negatively affected;
- Longer payment cycles and difficulties in collecting accounts receivable outside of the U.S.;
- Difficulties in managing foreign distributors (including monitoring and ensuring our distributors' compliance with applicable laws); and
- Inadequate protection or enforcement of our IP and other legal rights in foreign jurisdictions.

Any of the factors above could have a significant negative impact on our business and results of operations.

Over the past several years, there have been a variety of rules and regulations issued by BIS that have had an impact on our ability to sell certain products and provide certain services to certain customers in China. These rules and regulations may significantly harm our business, results of operations, financial condition and cash flows in future periods, unless we are able to obtain required licenses.

We maintain significant operations outside the United States, and existing and evolving trade restrictions imposed by the U.S. and other governments could significantly disrupt our global operations. The U.S. government has tightened export controls for commodities, software, and technology (collectively, "items") destined to China over the past several years. These controls have included, for example, restrictions on exporting certain items to military end users and for military end uses, the addition of numerous entities to the U.S. Entity List (a list of parties that are generally ineligible to receive U.S.-regulated items without prior licensing from BIS), and the creation of new licensing requirements that apply to the export, re-export, and transfer of certain foreign-made items that are the direct product of U.S. origin technology or produced by a plant or major component of a plant that itself is the direct product of U.S. origin technology and which are destined to Huawei or its affiliates and other specified companies on the U.S. Entity List.

In October 2022, BIS published the 2022 BIS Rules that introduce restrictions related to semiconductor, semiconductor manufacturing, supercomputer, and advanced computing items and end uses. These rules impose restrictions on our ability to sell, ship and support certain equipment and otherwise conduct business with certain counterparties, primarily including China-based companies involved in advanced semiconductor manufacturing. Further, the 2022 BIS Rules impose restrictions on the activities of U.S. persons with respect to certain items that are not subject to the Export Administration Regulations ("EAR"), which departs from BIS' typical practice of controlling items that are subject to the EAR, and could further restrict our ability to conduct business in China. In October 2023, BIS issued the 2023 BIS Rules designed to update export controls on advanced computing semiconductors and semiconductor manufacturing equipment, as well as items that support supercomputing applications and end-uses, to certain D1, D4 and/or D5 countries in Supplement No. 1 of Part 740 of the U.S. Export Administration Regulations, including China. The 2023 BIS Rules adjust the parameters included in the 2022 BIS Rules that determine whether an advanced computing chip is restricted and impose new measures to address risks of circumvention of the controls established by the 2022 BIS Rules. The 2023 BIS Rules are very complex and, in January 2024, KLA, among other companies, submitted comments to BIS on the 2023 BIS Rules. BIS could revise or expand the 2023 BIS Rules in response to public comments. Likewise, BIS may issue guidance clarifying the scope of the rules. Such revisions, expansions or guidance could change the impact of the rules for our business. Commerce has also added, and may continue to add, China-based entities to the U.S. Entity List, imposing export restrictions to entities that could disrupt or prevent our product shipment, and further disrupt our revenue recognition and business operations, and our ability to support our customers in China.

These rules and regulations may significantly harm our business unless we are able to obtain required licenses. We will continue to apply for export licenses, when required, in an effort to avoid disruption to our and our customers' operations, but there can be no assurance that export licenses applied for by either us or our customers, now or in the future, will be granted. To the extent BIS does issue licenses to us or to our customers, such licenses may have a short duration or require us to satisfy various conditions. If pending and future export license applications are not granted, or additional restrictions are imposed, or if regulators adopt new interpretations of existing regulations, the potential impact on us could be material by disrupting our supply chain and product shipment, impairing our ability to complete product development in a timely manner, or our ability to support existing customers of covered products or supply customers of covered products outside the impacted regions, and requiring us to transition certain operations out of one or more of the identified countries. Failure to obtain export licenses could also harm our RPO, requiring us to return substantial deposits received from customers in China for purchase orders, and/or further limiting our ability to meet our contractual obligations and sell our products or provide services to our customers in China.

We may lose revenue in future periods related to anticipated sales to customers in China unless we are able to replace their orders with other customer orders for which either a license has been obtained or is not required. Our revenue from sales of products and provision of services to customers in China was 27%, 29% and 26% for fiscal years 2023, 2022 and 2021, respectively.

Additionally, the Chinese government has adopted, and may further adopt, new regulations, in response to U.S. government actions, which could adversely affect our ability to do business in China. We have controls and procedures designed to maintain compliance with U.S. and other applicable export control laws and regulations; however, we cannot guarantee that such controls and procedures will be successful in preventing violations or allegations of violations, of increasingly complex and often conflicting regulations worldwide. The complexity and evolving nature of the rules and regulations, and the fact that Commerce or other relevant regulators might adopt interpretations of regulations that differ from those of the Company, increase our risk of non-compliance.

Any violations by us of applicable export laws and regulations could result in significant civil and criminal penalties, including fines and criminal proceedings against the Company or responsible employees, a denial of export privileges, suspension or debarment. Our employees, customers, suppliers or other third parties with whom we work may also engage in conduct for which the Company might be held responsible. We could face significant compliance, litigation or settlement costs and diversion of management's attention from our business as a result. Further, the Company may be subject to negative publicity or reputational harm, resulting in reduced demand for our products, employee attrition and other negative impact on our business, results of operations, financial condition and cash flows.

We might be involved in claims or disputes related to IP or other confidential information that may be costly to resolve, prevent us from selling or using the challenged technology and seriously harm our operating results and financial condition.

As is typical in the industries in which we serve, from time to time we have received communications from other parties asserting the existence of patent rights, copyrights, trademark rights or other IP rights which they believe cover certain of our products, processes, technologies or information. In addition, we occasionally receive notification from customers who believe that we owe them indemnification or other obligations related to IP claims made against such customers by third parties. With respect to IP infringement disputes, our customary practice is to evaluate such infringement assertions and to consider whether to seek licenses where appropriate. However, there can be no assurance that licenses will be granted or, if granted, will be on acceptable terms or that costly litigation or other administrative proceedings will not occur. The inability to obtain necessary licenses or other rights on reasonable terms could seriously harm our results of operations and financial condition. Furthermore, we may potentially be subject to claims by customers, suppliers or other business partners, or by governmental law enforcement agencies, related to our receipt, distribution and/or use of third-party IP or confidential information. Legal proceedings and claims, regardless of their merit, and associated internal investigations with respect to IP or confidential information disputes are often expensive to prosecute, defend or conduct; may divert management's attention and other Company resources; and/or may result in restrictions on our ability to sell our products, settlements on significantly adverse terms or adverse judgments for damages, injunctive relief, penalties and fines, any of which could have a significant negative effect on our business, results of operations and financial condition. There can be no assurance regarding the outcome of future legal proceedings, claims or investigations. The instigation of legal proceedings or claims, our inability to favorably resolve or settle such proceedings or claims, or the determination of any adverse findings against us or any of our employees in connection with such proceedings or claims could materially and adversely affect our business, financial condition and results of operations, as well as our business reputation.

We are exposed to various risks related to the legal, regulatory and tax environments in which we perform our operations and conduct our business.

We are subject to various risks related to compliance with laws, rules and regulations enacted by legislative bodies and/or regulatory agencies in the countries in which we operate and with which we must comply, including environmental, safety, antitrust, anti-corruption/anti-bribery, unclaimed property, economic sanctions and export control regulations. We have policies and procedures designed to promote compliance with applicable laws, but there can be no assurance our policies and procedures will prove completely effective in ensuring compliance by all our personnel, business partners and representatives, for whose misconduct we may under some circumstances be legally responsible. Our failure or inability to comply with existing or future laws, rules or regulations in the countries in which we operate could result in government investigations and/or enforcement actions, which could result in significant financial cost (including investigation expenses, defense costs, assessments and criminal or civil penalties), reputational harm and other consequences that may adversely affect our operating results, financial condition and ability to conduct our business. For instance, in response to the war between Russia and Ukraine, the U.S., European Union and other countries have imposed sanctions against Russia, Belarus and certain other regions, entities and individuals, and may impose additional sanctions, export controls or other measures. The imposition of sanctions, export controls and other measures could adversely impact our business including preventing us from performing existing contracts, recognizing revenue, pursuing new business opportunities or receiving payment for products already supplied or services already performed with customers.

Additionally, we are subject to various domestic and international environmental laws and regulations, including those that control and restrict the use, transportation, emission, discharge, storage, and disposal of certain chemicals, gases and other substances. Any failure to comply with applicable environmental laws, regulations or requirements may subject us to a range of consequences, including fines, suspension of certain of our business activities, limitations on our ability to sell our products, obligations to remediate environmental contamination, and criminal and civil liabilities or other sanctions. Some of these laws impose strict liability for certain releases, which may require us to incur costs regardless of fault or the legality of actions at the time of release. In addition, changes in environmental laws and regulations (including any relating to climate change and GHG emissions) could require us, or others in our value chain, to install additional equipment, alter operations to incorporate new technologies or processes, or revise process inputs, among other things, which may cause us to incur significant costs or otherwise adversely impact our business performance. Various agencies and governmental bodies have expressed particular interest in promulgating rules relating to climate change. For example, in March 2022, the SEC published a proposed rule that would require companies to provide significantly expanded climate-related disclosures in their Form 10-K, which may require us to incur significant additional costs to comply and impose increased oversight obligations on our management and Board of Directors. We also face increasing complexity in our manufacturing, product design and procurement operations as we adjust to new and prospective requirements relating to the composition of our products, including restrictions on lead and other substances and requirements to track the sources, production methods, or provenance of certain metals and other materials. The cost of complying, or failing to comply, with these and other regulatory requirements or contractual obligations could adversely affect our operating results, financial condition and ability to conduct our business.

From time to time, we may receive inquiries, subpoenas, investigative demands or audit notices from governmental or regulatory bodies, or we may make voluntary disclosures, related to legal, regulatory or tax compliance matters, and these matters may result in significant financial cost (including investigation expenses, defense costs, assessments and criminal or civil penalties), reputational harm and other consequences that could materially and adversely affect our operating results and financial condition. In addition, we may be subject to new or amended laws, including laws that conflict with other applicable laws, which may impose compliance challenges and create the risk of non-compliance.

In addition, we may from time to time be involved in legal proceedings or claims regarding employment, immigration, contracts, product performance, product liability, antitrust, environmental regulations, securities, unfair competition and other matters. These legal proceedings and claims, regardless of their merit, may be time-consuming and expensive to prosecute or defend, divert management's attention and resources, and/or inhibit our ability to sell our products. There can be no assurance regarding the outcome of current or future legal proceedings or claims, which could adversely affect our operating results, financial condition and ability to operate our business.

Increasing attention to ESG matters, including any targets or other ESG initiatives, could result in additional costs or risks or adversely impact our business.

Certain investors, capital providers, shareholder advocacy groups, other market participants, customers and other stakeholder groups have focused increasingly on companies' ESG initiatives, including those regarding climate change, human rights and inclusion and diversity, among others. This may result in increased costs, changes in demand for certain types of products, enhanced compliance or disclosure obligations and costs, or other adverse impacts on our business, financial condition or results of operations.

From time to time, we create and publish voluntary disclosures regarding ESG matters. Identification, assessment, and disclosure of such matters is complex. Many of the statements in such voluntary disclosures are based on our expectations and assumptions, which may require substantial discretion and forecasts about costs and future circumstances. Additionally, expectations regarding companies' management of ESG matters continues to evolve rapidly, in many instances due to factors that are out of our control. In addition, organizations that provide information to investors on corporate governance and related matters have developed rating processes on evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings could lead to increased negative investor sentiment toward us, our customers, or our industry, which could negatively impact our share price as well as our access to and cost of capital. To the extent ESG matters negatively impact our reputation, it may also impede our ability to compete as effectively to recruit or retain employees, which may adversely affect our operations.

Although we may participate in various voluntary frameworks and certification programs, or establish voluntary ESG initiatives, to improve the ESG profile of our operations and product offerings, we cannot guarantee that such efforts will have the intended results. For example, in August 2022, we announced new targets to reduce our Scope 1 and 2 emissions by 50% from our 2021 baseline to 2030 and achieve net zero Scope 1 and 2 emissions by 2050. Our estimates concerning the timing and cost of implementing this and other goals are subject to risks and uncertainties, some of which are outside of our control. In addition, standards for calculating and disclosing emissions and other sustainability metrics continue to evolve. We have updated and may in the future continue to update our methodologies, which could result in additional scrutiny. Any failure, or perceived failure, to disclose in keeping with best practices, regulations, or other stakeholder expectations or to successfully achieve our voluntary goals, or the manner in which we achieve some or any portion of our goals, could adversely impact our reputation or, to the extent related to our sustainability-linked capital sources, financial condition and results of operations. Our ESG efforts may also include the adoption, or expansion, of certain ESG practices or policies, which may require us to expend additional resources to implement or to forego certain business opportunities to the extent others in our value chain do not meet pertinent requirements of such policies. By contrast, any failure, or perceived failure, to conform to such policies could have an adverse impact on our reputation and business activities. Our performance may be subject to greater scrutiny as a result of our announcement of any goals or policies and the publication of our performance against the same. Moreover, despite the voluntary nature of such efforts, we may receive pressure from external sources, such as lenders, investors or other groups, to adopt more aggressive climate or other ESG-related initiatives; however, we may not agree that such initiatives will be appropriate for our business, and we may not be able to implement such initiatives because of potential costs or technical or operational obstacles. In addition, we note that regulators, including the SEC, have begun proposing and adopting regulations regarding ESG matters, including, but not limited to, climate change-related matters. To the extent we are subject to increased regulatory requirements, we could become subject to increased compliance-related costs and risks, including potential enforcement and litigation. Such ESG matters may also impact our suppliers and customers, which may compound or cause new impacts on our business, financial condition or results of operations.

We depend on key personnel to manage our business effectively, and if we are unable to attract, retain and motivate our key employees, our sales and product development could be harmed.

Our employees are vital to our success, and our key management, engineering and other employees are difficult to replace. We generally do not have employment contracts with our key employees. Further, we do not maintain key person life insurance for any of our employees. The expansion of high technology companies worldwide and the elevated demand for talent from the growth in the demand for semiconductors following the onset of the COVID-19 pandemic has increased demand and competition for qualified personnel. Competition for engineering and other technical personnel in many areas of the world in which we operate is especially intense due to the proliferation of technology companies worldwide. Our competitors have targeted individuals in our organization who have desired skills and experience. In addition, current or future immigration laws, policies or regulations may limit our ability to attract, hire and retain qualified personnel. If we are unable to attract, onboard and retain key personnel, or if we are not able to attract, assimilate, onboard and retain additional highly qualified employees to meet our current and future needs, our business and operations could be harmed.

We outsource a number of services to third-party service providers, which decreases our control over the performance of these functions. Disruptions or delays at our third-party service providers could adversely impact our operations.

We outsource a number of services, including our transportation, information systems management and logistics management of spare parts and certain accounting and procurement functions, among others, to domestic and overseas third-party service providers. While outsourcing arrangements may lower our cost of operations, they also reduce our direct control over the services rendered. It is uncertain what effect such diminished control will have on the quality or quantity of products delivered or services rendered, on our ability to quickly respond to changing market conditions, or on our ability to ensure compliance with all applicable domestic and foreign laws and regulations. In addition, many of these outsourced service providers, including certain hosted software applications that we use for confidential data storage, may employ cloud computing technology and other systems. These providers may be susceptible to "cyber incidents," such as software vulnerabilities, cyber-attacks aimed at theft of sensitive data, inadvertent cyber-security compromises, attacks aimed at operational disruption at the target or third party service providers, all of which are outside of our control. If we do not effectively develop and manage our outsourcing strategies, if required export and other governmental approvals are not timely obtained, if our third-party service providers pass on the cost of inflation to us or do not perform as anticipated, or do not adequately maintain operational resilience or fail to protect our data from cyber-related security breaches, or if there are delays or difficulties in enhancing business processes, we may experience operational difficulties (such as limitations on our ability to ship products), increased costs, manufacturing or service interruptions or delays, loss of IP rights or other sensitive data, quality and compliance issues, and challenges in managing our product inventory or recording and reporting financial and management information, any of which could materially and adversely affect our business, financial condition and results of operations.

We depend on secure information technology for our business and are exposed to risks related to cybersecurity threats and cyber incidents affecting our, our customers', suppliers' and other service providers' systems and networks.

In the conduct of our business, we collect, use, transmit and store data on information systems and networks, including systems and networks owned and maintained by KLA and/or by third-party providers. This data includes confidential information, transactional information and IP belonging to us, our customers and our business partners, as well as personally identifiable information of individuals. We also integrate and use third-party services and products, including software, in our systems, networks and operations. Despite network security and other measures, our, our customers', suppliers' and other third-party providers' information systems and networks are susceptible to computer viruses, ransomware, cyber-related security breaches and similar disruptions from unauthorized intrusions, tampering, misuse or criminal acts made directly against our systems or networks, or through our third-party providers or the supply chain, including phishing, or other events or developments that we may be unable to anticipate or fail to mitigate, including, but not limited to, financial fraud, including check fraud, vulnerabilities or misconfigurations in information systems, networks, software or hardware. In addition, insider actors, malicious or otherwise, could misappropriate our, our customers' or business partners' data, tamper with our products or otherwise cause disruptions to our business operations. We regularly experience cyber-attacks and events and on occasion incidents involving unauthorized access to systems and data that may materially impact our operations or financial results. Our security measures may also be breached due to employee errors, malfeasance, or otherwise. Third parties may also attempt to influence employees, users, suppliers or customers to disclose sensitive information in order to gain access to our, our customers' or business partners' data. Because the techniques used to obtain unauthorized access to the information systems change frequently and increasingly leverage on technologies such as AI, may not be recognized until launched against a target and are increasingly designed to circumvent controls, avoid detection and remove or obfuscate forensic artifacts, we may be unable to anticipate these techniques, implement adequate preventative measures, or adequately identify, investigate and recover from cybersecurity incidents. AI may be used to generate cyberattacks as AI capabilities improve and are increasingly adopted. These attacks crafted with AI tools could directly attack information systems with greater speed and/or efficiency than a human threat actor or create more effective phishing emails. In addition, the threat could be introduced from the result of our customers and business partners incorporating the output of an AI tool that includes a threat, such as introducing malicious code by incorporating AI generated source code.

Any cybersecurity incident or occurrence could impact our business directly, or indirectly by impacting third parties in the supply chain, in many potential ways: disruptions to operations; misappropriation, corruption or theft of confidential information, including IP and other critical data, of KLA, our customers or other business partners; misappropriation of funds and Company assets; reduced value of our investments in research, development and engineering; litigation with, or payment of damages to, third parties; reputational damage; costs to comply with regulatory inquiries or actions; data privacy issues; costs to rebuild our information systems and networks; and increased cybersecurity protection and remediation costs. Cybersecurity incidents affecting our customers could result in substantial delays in our ability to ship to those customers or install our products, which could result in delays in revenue recognition or the cancellation of orders, and cybersecurity incidents affecting our suppliers could result in substantial delays in our ability to obtain necessary components for our products from those suppliers, which could hamper our ability to ship our products to our customers, harming our results of operations. For example, in February 2023, one of our suppliers experienced a ransomware event that caused delays in its manufacturing operations, resulting in its shipment delays to us for components we ordered, which in turn caused delays in some of our outbound shipments during the quarter. Similar events could cause disruptions in the future.

We carry insurance that provides limited protection against the potential losses arising from a cybersecurity incident, but it will not likely cover all such losses, and the losses it does not cover may be significant.

We rely upon certain critical information systems for our daily business operations. Our inability to use or access our information systems at critical points in time could unfavorably impact our business operations.

Our global operations are dependent upon certain information systems, including telecommunications, the internet, our corporate intranet, network communications, email and various computer hardware and software applications. System failures or malfunctions, such as difficulties with our customer and supplier relationship management systems, could disrupt our operations and our ability to timely and accurately process and report key components of our financial results. Our enterprise resource planning ("ERP") system is integral to our ability to accurately and efficiently maintain our books and records, record transactions, provide critical information to our management, and prepare our financial statements. Any disruptions or difficulties that may occur in connection with our ERP system or other systems (whether in connection with the regular operation, periodic enhancements, modifications or upgrades of such systems or the integration of our acquired businesses into such systems, or due to cybersecurity events such as ransomware attacks, including attacks on the information systems of our business partners and other third parties) could adversely affect our ability to complete important business processes, such as the evaluation of our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002. Any of these events could have an adverse effect on our business, operating results and financial condition.

Acquisitions are an important element of our strategy but, because of the uncertainties involved, we may not find suitable acquisition candidates and we may not be able to successfully integrate and manage acquired businesses. We are also exposed to risks in connection with strategic alliances into which we may enter.

In addition to our efforts to develop new technologies from internal sources, part of our growth strategy is to pursue acquisitions and acquire new technologies from external sources. We may also enter into definitive agreements for and consummate acquisitions of, or significant investments in, businesses with complementary products, services and/or technologies. There can be no assurance that we will find suitable acquisition candidates, that we can close such acquisitions or that acquisitions we complete will be successful. In addition, we may use equity to finance future acquisitions, which would increase our number of shares outstanding and be dilutive to current stockholders.

If we are unable to successfully integrate and manage acquired businesses, if the costs associated with integrating the acquired businesses exceeds our expectations, or if acquired businesses perform poorly, then our business and financial results may suffer. It is possible that the businesses we have acquired, as well as businesses we may acquire in the future, may perform worse than expected or prove to be more difficult to integrate and manage than anticipated. In addition, we may face other risks associated with acquisition transactions that may lead to a material adverse effect on our business and financial results, including:

- We may have to devote unanticipated financial and management resources to acquired businesses;
- The combination of businesses may result in the loss of key personnel or an interruption of, or loss of momentum in, the activities of our Company and/or the acquired business;
- We may not be able to realize expected operating efficiencies or product integration benefits from our acquisitions;
- We may experience challenges in entering into new market segments for which we have not previously manufactured and sold products;
- We may face difficulties in coordinating geographically separated organizations, systems and facilities;
- The customers, distributors, suppliers, employees and others with whom the companies we acquire have business dealings may have a potentially adverse reaction to the acquisition;
- We may have difficulty implementing a cohesive framework of controls, procedures and policies appropriate for a larger, U.S.-based public company at companies that, prior to acquisition, may not have as robust controls, procedures and policies, particularly with respect to the effectiveness of cyber and information security practices and incident response plans, compliance with data privacy and protection and other laws and regulations, and compliance with U.S.-based economic policies and sanctions that may not have previously been applicable to the acquired company's operations;
- We may have to write off goodwill or other intangible assets; and
- We may incur unforeseen obligations or liabilities in connection with acquisitions including, but not limited to, cybersecurity risks associated with integrating our networks or systems with those of acquired entities.

At times, we may also enter into strategic alliances with customers, suppliers or other business partners with respect to development of technology and IP. These alliances typically require significant investments of capital and exchange of proprietary, highly sensitive information. The success of these alliances depends on various factors over which we may have limited or no control and requires ongoing and effective cooperation with our strategic partners. Mergers and acquisitions and strategic alliances are inherently subject to significant risks, and the inability to effectively manage these risks could materially and adversely affect our business, financial condition and operating results.

Disruption of our manufacturing facilities or other operations or those of our suppliers, or in the operations of our customers, due to climate change, earthquake, flood, other natural catastrophic events, public health crises such as the

COVID-19 pandemic or terrorism could result in cancellation of orders, delays in deliveries or other business activities, or loss of customers and could seriously harm our business.

We have significant manufacturing operations in the U.S., Singapore, Israel, Germany, United Kingdom, Italy and China. In addition, our business is international in nature, with our sales, service and administrative personnel and our customers and suppliers located in numerous countries throughout the world. Operations at our manufacturing facilities and our assembly subcontractors and those of our suppliers, as well as our other operations and those of our customers, are subject to disruption for a variety of reasons, including work stoppages, acts of war such as the war between Russia and Ukraine, terrorism, public health crises such as the COVID-19 pandemic, fire, earthquake, volcanic eruptions, drought, storms, sea-level rise, extreme temperatures, energy shortages, spikes in energy demand or power blackouts, disruptions in the availability of water necessary for our operations (including, but not limited to, in areas of relatively high water stress), flooding or other natural disasters; and certain of these events may become more frequent or intense as a result of climate change. Such disruption has caused (as with the COVID-19 pandemic, for example) and could in the future cause inefficiencies in our workforce and delays in, among other things, shipments of products to our customers, our ability to perform services requested by our customers, the ability of our suppliers to supply us components for our products in a timely manner, or the timely installation and acceptance of our products at customer sites. Such disruptions could also induce illiquidity for our customers and suppliers, further straining our supply chain and causing continued uncertainty in customers' abilities to pay for the products they purchase and their demand for our products and services. In case of any disruptions in our supply chain, we may need to commit to increased purchases and provide longer lead times to secure critical components, which could increase inventory obsolescence risk.

We cannot provide any assurance that alternate means of conducting our operations (whether through alternate production capacity or service providers or otherwise) would be available if a major disruption were to occur or that, if such alternate means were available, they could be obtained on favorable terms.

We maintain a program of insurance coverage for a variety of property, casualty and other risks. The types and amounts of insurance we obtain vary depending on availability, cost and decisions with respect to risk retention. Some of our policies have broad exclusions. In addition, one or more of our insurance providers may be unable or unwilling to continue to provide certain coverage in the future or pay a claim. Losses not covered by insurance may be large, which could harm our results of operations and financial condition.

In addition, as part of our cost-cutting actions, we have consolidated several operating facilities. Our California operations are now primarily centralized in our Milpitas facility. The consolidation of our California operations into a single campus could further concentrate the risks related to any of the disruptive events described above, such as acts of war or terrorism, earthquakes, fires or other natural disasters, if any such event were to impact our Milpitas facility.

We are predominantly uninsured for losses and interruptions caused by terrorist acts and acts of war. If international political instability or geopolitical tensions continue or increase, our business and results of operations could be harmed.

The threat of terrorism targeted at, or acts of war in, the regions of the world in which we do business increases the uncertainty in our markets. Any act of terrorism or war that affects the economy or the industries we serve could adversely affect our business. Increased international political instability or geopolitical tensions in various parts of the world, disruption in air transportation and further enhanced security measures as a result of terrorist attacks may hinder our ability to do business and may increase our costs of operations. We maintain significant operations in Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors, and a state of hostility varying in degree and intensity has led to security and economic challenges for Israel. In October 2023, war between Israel and Hamas began, which has resulted in significant military activity in the region. In addition, some of our employees in Israel are obligated to perform annual reserve duty in the Israel Defense Forces, and may be called to active military duty in emergency circumstances, including the war against Hamas. Following the war between Israel and Hamas, the Houthis launched a number of attacks on marine vessels traversing the Red Sea, which marine vessels were thought to either be in route towards Israel or to be partly owned by Israeli businessmen. The Red Sea is a vital maritime route for international trade and major shipping companies announced suspensions of operations following these attacks. Disruptions in shipping routes in the Red Sea could result in delays in shipping our products to customers, which could delay the timing of revenue recognition. We cannot assess the impact that emergency conditions in Israel may have on our business, operations, financial condition or results of operations, but it could be material. Instability in any region could directly impact our ability to operate our business (or our customers' ability to operate their businesses), cause us to incur increased costs in transportation, make such transportation unreliable, increase our insurance costs, and cause international currency markets to fluctuate. Instability in the region could also have the same effects on our suppliers and their ability to timely deliver their products. Our insurance does not cover losses we suffer attributable to war. If international political instability and geopolitical tensions continue or increase in any region in which we do business, our business and results of operations could be harmed.

We self-insure certain risks including earthquake risk. If one or more of the uninsured events occurs, we could suffer major financial loss.

We purchase insurance to help mitigate the economic impact of certain insurable risks; however, certain risks are uninsurable, are insurable only at significant cost or cannot be mitigated with insurance. Accordingly, we may experience a loss that is not covered by insurance, either because we do not carry applicable insurance or because the loss exceeds the applicable policy amount or is less than the deductible amount of the applicable policy. For example, we do not currently hold earthquake insurance. An earthquake could significantly disrupt our manufacturing operations, a significant portion of which are conducted in California, an area highly susceptible to earthquakes. It could also significantly delay our research and engineering efforts on new products, much of which is also conducted in California. We take steps to minimize the damage that would be caused by an earthquake, but there is no certainty that our efforts will prove successful in the event of an earthquake. We self-insure earthquake risks because we believe this is a prudent financial decision based on our cash reserves and the high cost and limited coverage available in the earthquake insurance market. Certain other risks are also self-insured either based on a similar cost-benefit analysis, or based on the unavailability of insurance. If one or more of the uninsured events occurs, we could suffer major financial loss.

We are exposed to foreign currency exchange rate fluctuations. Although we hedge certain currency risks, we may still be adversely affected by changes in foreign currency exchange rates or declining economic conditions in these countries.

We have some exposure to fluctuations in foreign currency exchange rates, primarily the Japanese Yen, the euro, the pound sterling and the new Israeli shekel. We have international subsidiaries that operate and sell our products globally. In addition, an increasing proportion of our manufacturing activities are conducted outside of the U.S., and many of the costs associated with such activities are denominated in foreign currencies. We routinely hedge our exposures to certain foreign currencies with certain financial institutions in an effort to minimize the impact of certain currency exchange rate fluctuations, but these hedges may be inadequate to protect us from currency exchange rate fluctuations. To the extent that these hedges are inadequate, or if there are significant currency exchange rate fluctuations in currencies for which we do not have hedges in place, our reported financial results or the way we conduct our business could be adversely affected. Furthermore, if a financial counterparty to our hedges experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, we may experience material financial losses.

We are exposed to fluctuations in interest rates and the market values of our portfolio investments, and an impairment of our investments could harm our earnings. In addition, we and our stockholders are exposed to risks related to the volatility of the market for our common stock.

Our investment portfolio primarily consists of both corporate and government debt securities that are susceptible to changes in market interest rates and bond yields. As market interest rates and bond yields increase, those securities with a lower yield-at-cost show a mark-to-market unrealized loss. An impairment of the fair market value of our investments, even if unrealized, must be reflected in our financial statements for the applicable period and may, therefore, have a material adverse effect on our results of operations for that period.

In addition, the market price for our common stock is volatile and has fluctuated significantly during recent years. The trading price of our common stock could continue to be highly volatile and fluctuate widely in response to various factors, including, without limitation, conditions in the semiconductor industry and other industries in which we operate, fluctuations in the global economy or capital markets, our operating results or other performance metrics, or adverse consequences experienced by us as a result of any of the risks described elsewhere in this Item 1A. Volatility in the market price of our common stock could cause an investor in our common stock to experience a loss on the value of their investment in us and could also adversely impact our ability to raise capital through the sale of our common stock or to use our common stock as consideration to acquire other companies.

We are exposed to risks in connection with tax and regulatory compliance audits in various jurisdictions.

We are subject to tax and regulatory compliance audits (such as related to customs or product safety requirements) in various jurisdictions, and such jurisdictions may assess additional income or other taxes, penalties, fines or other prohibitions against us. Although we believe our tax estimates are reasonable and that our products and practices comply with applicable regulations, the final determination of any such audit and any related litigation could be materially different from our historical income tax provisions and accruals related to income taxes and other contingencies. The results of an audit or litigation could have a material adverse effect on our operating results or cash flows in the period or periods for which that determination is made.

A change in our effective tax rate can have a significant adverse impact on our business.

We earn profits in, and are therefore potentially subject to taxes in, the U.S. and numerous foreign jurisdictions, including Singapore and Israel, the countries in which we earn the majority of our non-U.S. profits. Due to economic, political or other conditions, tax rates in those jurisdictions may be subject to significant change. A number of factors may adversely impact our future effective tax rates, such as the jurisdictions in which our profits are determined to be earned and taxed; changes in the tax rates imposed by those jurisdictions; expiration of tax holidays in certain jurisdictions that are not renewed; the resolution of issues arising from tax audits with various tax authorities; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; increases in expenses not deductible for tax purposes, including write-offs of acquired in-process research and development and impairment of goodwill in connection with acquisitions; changes in available tax credits; changes in stock-based compensation expense; changes in tax laws or the interpretation of such tax laws; changes in generally accepted accounting principles; and the repatriation of earnings from outside the U.S. for which we have not previously provided for U.S. taxes. A change in our effective tax rate can materially and adversely impact our results from operations.

In addition, recent changes to U.S. tax laws will significantly impact how U.S. multinational corporations are taxed on foreign earnings. We have completed our accounting for the tax effects of the Tax Cuts and Jobs Act (the “Tax Act”), which was enacted into law on December 22, 2017. The recent U.S. tax law changes are subject to future guidance from U.S. federal and state governments, such as the Treasury Department and/or the Internal Revenue Service. Any future guidance can change our tax liability. A significant portion of the income taxes due to the enactment of the Tax Act is payable by us over a period of eight years. As a result, our cash flows from operating activities will be adversely impacted until the tax liability is paid in full.

The Tax Act also provides that a percentage of foreign earnings under the Global Intangible Low-Taxed Income ("GILTI") regime is taxable in the U.S. and a percentage of U.S. earnings under the Foreign Derived Intangible Income ("FDII") regime is not subject to tax in the U.S. For tax years beginning on January 1, 2026, the percentage of GILTI that is taxable in the U.S. increases from 50% to 62.5% and the percentage of FDII not subject to tax in the U.S. decreases from 37.5% to 21.875%. The change in GILTI and FDII percentages can have a material and adverse impact to our effective tax rate beginning in the quarter ended September 30, 2026.

On August 16, 2022, the enactment of the Inflation Reduction Act ("IRA") introduced a corporate alternative minimum tax ("CAMT") that is effective for us beginning in the quarter ended September 30, 2023. The CAMT applies a 15% minimum income tax rate on certain large corporations. We are not expecting to have any effective tax rate impact from the CAMT but changes to U.S. tax laws or the interpretation of such tax laws may result in CAMT liability which can have a material and adverse impact to our future effective tax rates.

Numerous countries are evaluating their existing tax laws due in part, to recommendations made by the Organization for Economic Co-operation and Development’s ("OECD") Base Erosion and Profit Shifting ("BEPS") project. The OECD continues to advance its work under the BEPS 2.0 initiative to develop the framework for Pillar Two - which aims to implement a global minimum tax of 15%. Many countries have drafted legislation using the Pillar Two framework to propose domestic tax laws requiring minimum tax rate of 15% ("top-up tax") on income earned in the respective countries. Such countries include Singapore, where KLA earns significant profits and currently benefits from tax incentives granted by the Singapore Economic Development Board. If enacted, the tax liability from top-up tax may have a material and adverse impact to our effective tax rate in the fiscal year when such law is effective.

Compliance with federal securities laws, rules and regulations, as well as NASDAQ requirements, has become increasingly complex, and the significant attention and expense we must devote to those areas may have an adverse impact on our business.

Federal securities laws, rules and regulations, as well as NASDAQ rules and regulations, require companies to maintain extensive corporate governance measures, impose comprehensive reporting and disclosure requirements, set strict independence and financial expertise standards for audit and other committee members and impose civil and criminal penalties for companies and their chief executive officers, chief financial officers and directors for securities law violations. These laws, rules and regulations have increased, and in the future are expected to continue to increase, the scope, complexity and cost of our corporate governance, reporting and disclosure practices, which could harm our results of operations and divert management’s attention from business operations.

A change in accounting standards or practices or a change in existing taxation rules or practices (or changes in interpretations of such standards, practices or rules) can have a significant effect on our reported results and may even affect reporting of transactions completed before the change is effective.

New accounting standards and taxation rules and varying interpretations of accounting pronouncements and taxation rules have occurred and will continue to occur in the future. Changes to (or revised interpretations or applications of) existing accounting standards or tax rules or the questioning of current or past practices may adversely affect our reported financial results or the way we conduct our business. Adoption of new standards may require changes to our processes, accounting systems, and internal controls. Difficulties encountered during adoption could result in internal control deficiencies or delay the reporting of our financial results.

Risks Associated with Our Industry

Ongoing changes in the technology industry, as well as the semiconductor industry in particular, could expose our business to significant risks.

The industries we serve, including the semiconductor, FPD and PCB industries, are constantly developing and changing. Many of the risks associated with operating in these industries are comparable to the risks faced by all technology companies, such as the uncertainty of future growth rates in the industries that we serve, pricing trends in the end-markets for consumer electronics and other products (which place a growing emphasis on our customers' cost of ownership), rising inflation in the supply chain and interest rates, changes in our customers' capital spending patterns and, in general, an environment of constant change and development, including decreasing product and component dimensions, use of new materials, and increasingly complex device structures, applications and process steps. If we fail to appropriately adjust our cost structure and operations to adapt to any of these trends, or, with respect to technological advances, if we do not timely develop new technologies and products that successfully anticipate and address these changes, we could experience a material adverse effect on our business, financial condition and operating results.

In addition, we face a number of risks specific to ongoing changes in the semiconductor industry, as a significant majority of our sales are our process control and yield management products sold to semiconductor manufacturers. The trends our management monitors in operating our business include the following:

- The potential for reversal of the long-term historical trend of declining cost per transistor with each new generation of technological advancement within the semiconductor industry, and the adverse impact that such reversal may have upon our business;
- The increasing cost of building and operating fabrication facilities and the impact of such increases on our customers' capital equipment investment decisions;
- Differing market growth rates and capital requirements for different applications, such as memory and foundry/logic;
- Lower level of process control adoption by our memory customers compared to our foundry/logic customers;
- Our customers' reuse of existing and installed products, which may decrease their need to purchase new products or solutions at more advanced technology nodes;
- The emergence of disruptive technologies that change the prevailing semiconductor manufacturing processes (or the economics associated with semiconductor manufacturing) and, as a result, also impact the inspection and metrology requirements associated with such processes;
- The higher design costs for the most advanced ICs, which could economically constrain leading-edge manufacturing technology customers to focus their resources on only the large, technologically advanced products and applications;
- The possible introduction of integrated products by our larger competitors that offer inspection and metrology functionality in addition to managing other semiconductor manufacturing processes;
- Changes in semiconductor manufacturing processes that are extremely costly for our customers to implement and, accordingly, our customers could reduce their available budgets for process control equipment by reducing inspection and metrology sampling rates for certain technologies;
- The bifurcation of the semiconductor manufacturing industry into (a) leading edge manufacturers driving continued R&D into next-generation products and technologies and (b) other manufacturers that are content with existing (including previous generation) products and technologies;
- The ever escalating cost of next-generation product development, which may result in joint development programs between us and our customers or government entities to help fund such programs that could restrict our control and ownership of and profitability from the products and technologies developed through those programs; and
- The entry by some semiconductor manufacturers into collaboration or sharing arrangements for capacity, cost or risk with other manufacturers, as well as increased outsourcing of their manufacturing activities, and greater focus only on specific markets or applications, whether in response to adverse market conditions or other market pressures.

New technology trends, such as AI, require us to keep pace with evolving regulations and industry standards. In the United States alone, numerous current and proposed regulatory frameworks relating to the use of AI in products and services exist. We expect the legal and regulatory environment relating to emerging technologies such as AI will continue to develop and may increase business costs, create compliance risks and increase potential liability. Additionally, governments are considering the new issues in intellectual property law that AI creates, which could result in different IP rights in technology we create with AI. The increasing focus on the strategic importance of AI technologies has already resulted in regulatory restrictions that target products and services capable of enabling or facilitating AI, and may in the future result in additional restrictions impacting some or all of our product and service offerings. Such restrictions could include additional unilateral or multilateral export controls on certain products or technology, including, but not limited to, AI technologies.

Any of the changes described above may negatively affect our customers' rate of investment in the capital equipment that we produce, which could result in downward pressure on our prices, customer orders, revenues and gross margins. If we do not successfully manage the risks resulting from any of these or other potential changes in our industries, our business, financial condition and operating results could be adversely impacted.

We are exposed to risks associated with a highly concentrated customer base.

Our customer base, particularly in the semiconductor industry, historically has been highly concentrated due to corporate consolidation, acquisitions and business closures. In this environment, orders from a relatively limited number of manufacturers have accounted for, and are expected to continue to account for, a substantial portion of our sales. This increasing concentration exposes our business, financial condition and operating results to a number of risks, including the following:

- The mix and type of customers, and sales to any single customer, may vary significantly from quarter to quarter and from year to year, which expose our business and operating results to increased volatility tied to individual customers;
- New orders from our foundry/logic customers in the past several years have constituted a significant portion of our total orders. This concentration increases the impact that future business or technology changes within the foundry/logic industry may have on our business, financial condition and operating results;
- In a highly concentrated business environment, if a particular customer does not place an order, or if they delay or cancel orders, we may not be able to replace the business. Furthermore, because our process control and yield management products are configured to each customer's specifications, any changes, delays or cancellations of orders may result in significant, non-recoverable costs;
- As a result of this consolidation, the customers that survive the consolidation represent a greater portion of our sales and, consequently, have greater commercial negotiating leverage. Many of our large customers have more aggressive policies regarding engaging alternative, second-source suppliers for the products we offer and, in addition, may seek and, on occasion, receive pricing, payment, IP-related or other commercial terms that may have an adverse impact on our business and we may not be able to pass on the cost of inflation to our customers. Any of these changes could negatively impact our prices, customer orders, revenues and gross margins;
- Certain customers have undergone significant ownership changes, created alliances with other companies, experienced management changes or have outsourced manufacturing activities, any of which may result in additional complexities in managing customer relationships and transactions. Any future change in ownership or management of our existing customers may result in similar challenges, including the possibility of the successor entity or new management deciding to select a competitor's products;
- The highly concentrated business environment also increases our exposure to risks related to the financial condition of each of our customers. For example, as a result of the challenging economic environment during fiscal year 2009, we were (and, in some cases, continue to be) exposed to additional risks related to the continued financial viability of certain of our customers. To the extent our customers experience liquidity issues in the future, we may be required to incur additional credit losses with respect to receivables owed to us by those customers. In addition, customers with liquidity issues may be forced to reduce purchases of our equipment, delay deliveries of our products, discontinue operations or may be acquired by one of our customers, and, in either case, such event would have the effect of further consolidating our customer base;
- Semiconductor manufacturers generally must commit significant resources to qualify, install and integrate process control and yield management equipment into a semiconductor production line. We believe that once a semiconductor manufacturer selects a particular supplier's process control and yield management equipment, the manufacturer generally relies upon that equipment for that specific production line application for an extended period of time. Accordingly, we expect it to be more difficult to sell our products to a given customer for that specific production line application and other similar production line applications if that customer initially selects a competitor's equipment; and
- Prices differ among the products we offer for different applications due to differences in features offered or manufacturing costs. If there is a shift in demand by our customers from our higher-priced to lower-priced products, our gross margin and revenues would decrease. In addition, when products are initially introduced, they tend to have higher costs because of initial development costs and lower production volumes relative to the previous product generation, which can impact gross margin.

Any of these factors could have a material adverse effect on our business, financial condition and operating results.

We operate in industries that have historically been cyclical, including the semiconductor industry. The purchasing decisions of our customers are highly dependent on the economies of both the local markets in which they are located and the condition of the industry worldwide. If we fail to respond to industry cycles, our business, financial condition and operating results could be adversely impacted.

The timing, length and severity of the up-and-down cycles in the industries in which we serve are difficult to predict. The historically cyclical nature of the semiconductor industry in which we primarily operate is largely a function of our customers' capital spending patterns and need for expanded manufacturing capacity, which, in turn, are affected by factors such as capacity utilization, consumer demand for products, inventory levels and our customers' access to capital. Cyclicality affects our ability to accurately predict future revenue and, in some cases, future expense levels. During down cycles in our industry, the financial results of our customers may be negatively impacted, which could result not only in a decrease in, or cancellation or delay of, orders (which are generally subject to cancellation or delay by the customer with limited or no penalty) but also a weakening of their financial condition that could impair their ability to pay for our products or our ability to recognize revenue from certain customers. Our ability to recognize revenue from a particular customer may also be negatively impacted by the customer's funding status, which could be weakened not only by rising interest rates, adverse business conditions or inaccessibility to capital markets for any number of macroeconomic or company-specific reasons, but also by funding limitations imposed by the customer's unique organizational structure. Any of these factors could negatively impact our business, operating results and financial condition.

When cyclical fluctuations result in lower than expected revenue levels, operating results may be adversely affected and cost reduction measures may be necessary for us to remain competitive and financially sound. During periods of declining revenues, we must be in a position to adjust our cost and expense structure to prevailing market conditions and to continue to motivate and retain our key employees. If we fail to respond, or if our attempts to respond fail to accomplish our intended results, our business could be seriously harmed. Furthermore, any workforce reductions and cost reduction actions that we adopt in response to down cycles may result in additional restructuring charges, disruptions in our operations and loss of key personnel. In addition, during periods of rapid growth, we must be able to increase manufacturing capacity and personnel to meet customer demand. We can provide no assurance that these objectives can be met in a timely manner in response to industry cycles. Each of these factors could adversely impact our operating results and financial condition.

The growth that we have experienced over the past few years has resulted in higher levels of backlog, or RPO. The supply chain disruptions caused by the ongoing pandemic as well as favorable market trends have led to customers agreeing to purchase equipment from us with lead times that are longer than our historical experience. As the lead times for delivery of our equipment get longer, the risk increases that customers may choose to change their equipment orders due to the evolution of the customer's technological, production or market needs. This could result in order modifications, rescheduling or even cancellations that may not be communicated to us in a timely manner, causing RPO to remain elevated until agreed with the customer. Customer communication delays for orders already placed could affect our ability to respond quickly in weakening demand environments, which could harm our results of operations.

Risks Related to Our Business Model and Capital Structure

If we do not develop and introduce new products and technologies in a timely manner in response to changing market conditions or customer requirements, our business could be seriously harmed.

Success in the industries in which we serve, including the semiconductor, FPD and PCB industries depends, in part, on the continual improvement of existing technologies and rapid innovation of new solutions. The primary driver of technology advancement in the semiconductor industry has been to shrink the lithography that prints the circuit design on semiconductor chips. To the extent that driver slows, semiconductor manufacturers may delay investments in equipment, investigate more complex device architectures, use new materials and develop innovative fabrication processes. These and other evolving customer plans and needs require us to respond with continued development programs and cut back or discontinue older programs, which may no longer have industry-wide support. Technical innovations are inherently complex and require long development cycles and appropriate staffing of highly qualified employees. Our competitive advantage and future business success depend on our ability to accurately predict evolving industry standards, develop and introduce new products and solutions that successfully address changing customer needs, win market acceptance of these new products and solutions, and manufacture these new products in a timely and cost-effective manner. Our failure to accurately predict evolving industry standards and develop as well as offer competitive technology solutions in a timely manner with cost-effective products could result in loss of market share, unanticipated costs and inventory obsolescence, which would adversely impact our business, operating results and financial condition.

We must continue to make significant investments in R&D in order to enhance the performance, features and functionality of our products, to keep pace with competitive products and to satisfy customer demands. Substantial R&D costs typically are incurred before we confirm the technical feasibility and commercial viability of a new product, and not all development activities result in commercially viable products. There can be no assurance that revenues from future products or product enhancements will be sufficient to recover the development costs associated with such products or enhancements. In addition, we cannot be sure that these products or enhancements will receive market acceptance nor that we will be able to sell these products at prices that are favorable to us. Our business will be seriously harmed if we are unable to sell our products at favorable prices or if the market in which we operate does not accept our products.

In addition, the complexity of our products exposes us to other risks. We regularly recognize revenue from a sale upon shipment of the applicable product to the customer (even before receiving the customer's formal acceptance of that product) in certain situations, including sales of products for which installation is considered perfunctory, transactions in which the product is sold to an independent distributor and we have no installation obligations, and sales of products where we have previously delivered the same product to the same customer location and that prior delivery has been accepted. However, our products are very technologically complex and rely on the interconnection of numerous subcomponents (all of which must perform to their respective specifications), so it is conceivable that a product for which we recognize revenue upon shipment may ultimately fail to meet the overall product's required specifications. In such a situation, the customer may be entitled to certain remedies, which could materially and adversely affect our operating results for various periods and, as a result, our stock price.

We derive a substantial percentage of our revenues from sales of inspection products. As a result, any delay or reduction of sales of these products could have a material adverse effect on our business, financial condition and operating results. The continued customer demand for these products and the development, introduction and market acceptance of new products and technologies are critical to our future success.

Our success is dependent in part on our technology and other proprietary rights. If we are unable to maintain our lead or protect our proprietary technology, we may lose valuable assets.

Our success is dependent, in part, on our technology and other proprietary rights. We own various U.S. and international patents and have additional pending patent applications relating to some of our products and technologies. The process of seeking patent protection is lengthy and expensive, and we cannot be certain that pending or future applications will actually result in issued patents or that issued patents will be of sufficient scope or strength to provide meaningful protection or commercial advantage to us. Other companies and individuals, including our larger competitors, may develop technologies and obtain patents relating to our business that are similar or superior to our technology or may design around the patents we own, which may adversely affect our business. In addition, we at times engage in collaborative technology development efforts with our customers and suppliers, and these collaborations may constitute a key component of certain of our ongoing technology and product R&D projects. The termination of any such collaboration, or delays caused by disputes or other unanticipated challenges that may arise in connection with any such collaboration, could significantly impair our R&D efforts, which could have a material adverse impact on our business and operations.

We also maintain trademarks on certain of our products and services and claim copyright protection for certain proprietary software and documentation. However, we can give no assurance that our trademarks and copyrights will be upheld or successfully deter infringement by third parties.

While patent, copyright and trademark protection for our IP is important, we believe our future success in highly dynamic markets is most dependent upon the technical competence and creative skills of our personnel. We attempt to protect our trade secrets and other proprietary information through confidentiality and other agreements with our customers, suppliers, employees and consultants and through other security measures. We also maintain exclusive and non-exclusive licenses with third parties for strategic technology used in certain products. However, these employees, consultants and third parties may breach these agreements, and we may not have adequate remedies for wrongdoing. We also try to control access to and distribution of our technology and proprietary information. Despite our efforts, internal or external parties may attempt to copy, disclose, obtain or misappropriate our IP or technology. In addition, former employees may seek employment with our customers, suppliers or competitors and there can be no assurance that the confidential nature of our proprietary information will be maintained in the course of such future employment. In addition, the laws of certain territories in which we develop, manufacture or sell our products may not protect our IP rights to the same extent as the laws of the U.S. In any event, the extent to which we can protect our trade secrets through the use of confidentiality agreements is limited, and our success will depend to a significant extent on our ability to innovate ahead of our competitors.

Our future performance depends, in part, upon our ability to continue to compete successfully worldwide.

Our industry includes large manufacturers with substantial resources to support customers worldwide. Some of our competitors are diversified companies with greater financial resources and more extensive research, engineering, manufacturing, marketing, and customer service and support capabilities than we possess. We face competition from companies whose strategy is to provide a broad array of products and services, some of which compete with the products and services we offer. These competitors may bundle their products in a manner that may discourage customers from purchasing our products, including pricing such competitive tools significantly below our product offerings. In addition, we face competition from smaller emerging companies whose strategy is to provide a portion of the products and services that we offer, using innovative technology to sell products into specialized markets. The strength of our competitive positions in many of our existing markets is largely due to our leading technology, which is the result of continuing significant investments in product R&D. However, we may enter new markets, whether through acquisitions or new internal product development, in which competition is based primarily on product pricing, not technological superiority. Further, some new growth markets that emerge may not require leading technologies. Loss of competitive position in any of the markets we serve, or an inability to sell our products on favorable commercial terms in new markets we may enter, could negatively affect our prices, customer orders, revenues, gross margins and market share, any of which would negatively affect our operating results and financial condition.

Our business would be harmed if we do not receive parts sufficient in number and performance to meet our production requirements and product specifications in a timely and cost-effective manner.

We use a wide range of materials in the production of our products, including custom electronic and mechanical components, and we use numerous suppliers to supply these materials. Generally, we do not have guaranteed supply arrangements with our suppliers. Because of the variability and uniqueness of customers' orders, we do not maintain an extensive inventory of materials for manufacturing. Through our business interruption planning, we seek to minimize the risk of production and service interruptions and/or shortages of key parts by, among other things, monitoring the financial stability of key suppliers, identifying (but not necessarily qualifying) possible alternative suppliers and maintaining appropriate inventories of key parts. Although we make reasonable efforts to ensure that parts are available from multiple suppliers, certain key parts are available only from a single supplier or a limited group of suppliers. Also, key parts we obtain from some of our suppliers incorporate the suppliers' proprietary IP; in those cases, we are increasingly reliant on third parties for high-performance, high-technology components, which reduces the amount of control we have over the availability and protection of the technology and IP that is used in our products. In addition, if certain of our key suppliers experience liquidity issues and are forced to discontinue operations, which is a heightened risk, especially during economic downturns, it could affect their ability to deliver parts and could result in delays for our products. Similarly, especially with respect to suppliers of high-technology components, our suppliers themselves have increasingly complex supply chains, and delays or disruptions at any stage of their supply chains may prevent us from obtaining parts in a timely manner and result in delays for our products, or our suppliers might pass on the cost of inflation to us while we are unable to adjust pricing with our own customers. Our operating results and business may be adversely impacted if we are unable to obtain parts to meet our production requirements and product specifications, or if we are able to do so only on unfavorable terms. Furthermore, a supplier may discontinue production of a particular part for any number of reasons, including the supplier's financial condition or business operational decisions, which would require us to purchase, in a single transaction, a large number of such discontinued parts in order to ensure that a continuous supply of such parts remains available to our customers. Such "end-of-life" parts purchases could result in significant expenditures by us in a particular period, and, ultimately, any unused parts may result in a significant inventory write-off, either of which could have an adverse impact on our financial condition and results of operations for the applicable periods.

If we fail to operate our business in accordance with our business plan, our operating results, business and stock price may be significantly and adversely impacted.

We attempt to operate our business in accordance with a business plan that is established annually, revised frequently (generally quarterly), and reviewed by management even more frequently (at least monthly). Our business plan is developed based on a number of factors, many of which require estimates and assumptions, such as our expectations of the economic environment, future business levels, our customers' willingness and ability to place orders, lead-times, and future revenue and cash flow. Our budgeted operating expenses, for example, are based in part on our future revenue expectations. However, our ability to achieve our anticipated revenue levels is a function of numerous factors, including the volatile and historically cyclical nature of our primary industry, customer order cancellations, macroeconomic changes, operational matters regarding particular agreements, our ability to manage customer deliveries, the availability of resources for the installation of our products, delays or accelerations by customers in taking deliveries and the acceptance of our products (for products where customer acceptance is required before we can recognize revenue from such sales), our ability to operate our business and sales processes effectively, and a number of the other risk factors set forth in this Item 1A.

Because our expenses are in most cases relatively fixed in the short term, any revenue shortfall below expectations could have an immediate and significant adverse effect on our operating results. Similarly, if we fail to manage our expenses effectively or otherwise fail to maintain rigorous cost controls, we could experience greater than anticipated expenses during an operating period, which would also negatively affect our results of operations. If we fail to operate our business consistent with our business plan, our operating results in any period may be significantly and adversely impacted. Such an outcome could cause customers, suppliers or investors to view us as less stable, or could cause us to fail to meet financial analysts' revenue or earnings estimates, any of which could have an adverse impact on our stock price.

In addition, our management is constantly striving to balance the requirements and demands of our customers with the availability of resources, the need to manage our operating model and other factors. In furtherance of those efforts, we often must exercise discretion and judgment as to the timing and prioritization of manufacturing, deliveries, installations and payment scheduling. Any such decisions may impact our ability to recognize revenue, including the fiscal period during which such revenue may be recognized, with respect to such products, which could have a material adverse effect on our business, results of operations or stock price.

We have a leveraged capital structure.

As of March 31, 2024, we had $6.70 billion aggregate principal amount of outstanding indebtedness, consisting of $6.7 billion aggregate principal amount of senior, unsecured long-term notes. This includes an issuance in February 2024 of $750.0 million aggregate principal amount of senior, unsecured notes, consisting of $500.0 million of 4.700% senior, unsecured notes due February 1, 2034 and an additional $250.0 million of 4.950% senior, unsecured notes due July 15, 2052 which was originally issued in June 2022. We have $750.0 million principal of our senior, unsecured long-term notes due during the second quarter of fiscal 2025. We have a Credit Agreement and a Revolving Credit Facility with a maturity date of June 8, 2027 with two one-year extension options that allow us to borrow up to $1.50 billion. Subject to the terms of the Credit Agreement, the Revolving Credit Facility may be increased by an amount up to $250.0 million in the aggregate. As of March 31, 2024, we had no outstanding borrowings under our Revolving Credit Facility. We may incur additional indebtedness in the future by accessing the unfunded portion of our Revolving Credit Facility and/or entering into new financing arrangements. We also announced a stock repurchase program, under which the remaining available for repurchases was $2.64 billion as of March 31, 2024. A large portion of the remaining repurchases may be financed with new indebtedness. Our ability to pay interest and repay the principal amount of our current indebtedness is dependent upon our ability to manage our business operations, our credit rating, the ongoing interest rate environment and the other risk factors discussed in this Item 1A. There can be no assurance that we will be able to manage any of these risks successfully.

In certain circumstances involving a change of control followed by a downgrade of the rating of a series of our Senior Notes by at least two of Moody's Investors Service, S&P Global Ratings and Fitch Inc., unless we have exercised our rights to redeem the Senior Notes of such series, we will be required to make an offer to repurchase all or, at the holder's option, any part, of each holder's Senior Notes of that series pursuant to the offer. At that time, we will be required to offer payment in cash equal to 101% of the aggregate principal amount of Senior Notes repurchased plus accrued and unpaid interest, if any, on the Senior Notes repurchased, up to, but not including, the date of repurchase. We cannot make any assurance that we will have sufficient financial resources at such time, nor that we will be able to arrange financing to pay the repurchase price of that series of Senior Notes. Our ability to repurchase that series of Senior Notes in such event may be limited by law, by the relevant indenture associated with that series of Senior Notes, or by the terms of other agreements to which we may be a party at such time. If we fail to repurchase that series of Senior Notes as required by the terms of such Senior Notes, it would constitute an event of default under the relevant indenture governing that series of Senior Notes which, in turn, may also constitute an event of default under our other obligations.

Borrowings under our Revolving Credit Facility bear interest at a floating rate, and an increase in interest rates, particularly in the current environment of rising interest rates, would require us to pay additional interest on any borrowings, which may have an adverse effect on the value and liquidity of our debt and the market price of our common stock could decline. The interest rate under our Revolving Credit Facility is also subject to (i) an adjustment in conjunction with our credit rating downgrades or upgrades and (ii) an adjustment based on our performance against certain sustainability key performance indicators related to greenhouse gas emissions and renewable electricity usage. Additionally, under our Revolving Credit Facility, we are required to comply with affirmative and negative covenants, which include the maintenance of certain financial ratios, the details of which can be found in Note 8 "Debt" to our Condensed Consolidated Financial Statements.

If we fail to comply with these covenants, we will be in default and our borrowings may become immediately due and payable. There can be no assurance that we will have sufficient financial resources nor that we will be able to arrange financing to repay our borrowings at such time. In addition, certain of our domestic subsidiaries are required to guarantee our borrowings under our Revolving Credit Facility. In the event we default on our borrowings, these domestic subsidiaries shall be liable for our borrowings, which could disrupt our operations and result in a material adverse impact on our business, financial condition or stock price.

Our leveraged capital structure may adversely affect our financial condition, results of operations and net income per share.

Our substantial amount of indebtedness could have adverse consequences including, but not limited to:

- A negative impact on our ability to satisfy our future obligations;
- An increase in the portion of our cash flows that may have to be dedicated to interest and principal payments that may not be available for operations, working capital, capital expenditures, acquisitions, investments, dividends, stock repurchases, general corporate or other purposes;
- An impairment of our ability to obtain additional financing in the future; and
- Obligations to comply with restrictive and financial covenants as noted in the above risk factor and Note 8 "Debt" to our Condensed Consolidated Financial Statements.

Our ability to satisfy our future expenses as well as our debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. Furthermore, our future operations may not generate sufficient cash flows to enable us to meet our future expenses and service our debt obligations, which may impact our ability to manage our capital structure to preserve and maintain our investment grade rating. If our future operations do not generate sufficient cash flows, we may need to access the money available for borrowing under our Revolving Credit Facility or enter into new financing arrangements to obtain necessary funds. If we determine it is necessary to seek additional funding for any reason, we may not be able to obtain such funding or, if funding is available, we may not be able to obtain it on acceptable terms. Any borrowings under our Revolving Credit Facility will place further pressure on us to comply with the financial covenants. If we fail to make a payment associated with our debt obligations, we could be in default on such debt, and such a default could cause us to be in default on our other obligations.

There can be no assurance that we will continue to declare cash dividends at all or in any particular amounts.

We intend to continue to pay quarterly dividends subject to capital availability and periodic determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and are in compliance with all laws and agreements applicable to the declaration and payment of cash dividends by us. However, future dividends may be affected by, among other factors: our views on potential future capital requirements for investments in acquisitions and the funding of our R&D; legal risks; stock repurchase programs; changes in federal and state income tax laws or corporate laws; changes to our business model; and our increased interest and principal payments required by our outstanding indebtedness and any additional indebtedness that we may incur in the future. Our dividend payments may change from time to time, and we cannot provide assurance that we will continue to declare dividends at all or in any particular amounts. A reduction in our dividend payments could have a negative effect on our stock price.

We are exposed to risks related to our commercial terms and conditions, including our indemnification of third parties, as well as the performance of our products.

Although our standard commercial documentation sets forth the terms and conditions that we intend to apply to commercial transactions with our business partners, counterparties to such transactions may not explicitly agree to our terms and conditions. In situations where we engage in business with a third party without an explicit master agreement regarding the applicable terms and conditions, or where the commercial documentation applicable to the transaction is subject to varying interpretations, we may have disputes with those third parties regarding the applicable terms and conditions of our business relationship with them. Such disputes could lead to a deterioration of our commercial relationship with those parties, costly and time-consuming litigation, or additional concessions or obligations being offered by us to resolve such disputes, or could impact our revenue or cost recognition. Any of these outcomes could materially and adversely affect our business, financial condition and results of operations.

In addition, in our commercial agreements, from time to time in the normal course of business, we indemnify third parties with whom we enter into contractual relationships, including customers, suppliers and lessors, with respect to certain matters. We have agreed, under certain conditions, to hold these third parties harmless against specified losses, such as those arising from a breach of representations or covenants, third-party claims that our products, when used for their intended purposes, infringe the IP rights of such third parties, or other claims made against certain parties. We may be compelled to enter into or accrue for probable settlements of alleged indemnification obligations, or we may be subject to potential liability arising from our customers' involvements in legal disputes. In addition, notwithstanding the provisions related to limitations on our liability that we seek to include in our business agreements, the counterparties to such agreements may dispute our interpretation or application of such provisions, and a court of law may not interpret or apply such provisions in our favor, any of which could result in an obligation for us to pay material damages to third parties and engage in costly legal proceedings. It is difficult to determine the maximum potential amount of liability under any indemnification obligations, whether or not asserted, due to our limited history of prior indemnification claims and the unique facts and circumstances that are likely to be involved in any particular claim. Our business, financial condition and results of operations in a reported fiscal period could be materially and adversely affected if we expend significant amounts in defending or settling any purported claims, regardless of their merit or outcomes.

We are also exposed to potential costs associated with unexpected product performance issues. Our products and production processes are extremely complex and, thus, could contain unexpected product defects, especially when products are first introduced. Unexpected product performance issues could result in significant costs being incurred by us, including increased service or warranty costs, providing product replacements for (or modifications to) defective products, litigation related to defective products, reimbursement for damages caused by our products, product recalls, or product write-offs or disposal costs. These costs could be substantial and could have an adverse impact upon our business, financial condition and operating results. In addition, our reputation with our customers could be damaged as a result of such product defects, which could reduce demand for our products and negatively impact our business.

Furthermore, we occasionally enter into volume purchase agreements with our larger customers, and these agreements may provide for certain volume purchase incentives, such as credits toward future purchases. We believe that these arrangements are beneficial to our long-term business, as they are designed to encourage our customers to purchase larger volumes of our products. However, these arrangements could require us to recognize a reduced level of revenue for the products that are initially purchased, to account for the potential future credits or other volume purchase incentives. Our volume purchase agreements require significant estimation for the amounts to be accrued depending upon the estimate of volume of future purchases. As such, we are required to update our estimates of the accruals on a periodic basis. Until the earnings process is complete, our estimates could differ in comparison to actual results. As a result, these volume purchase arrangements, while expected to be beneficial to our business over time, could materially and adversely affect our results of operations in near-term periods, including the revenue we can recognize on product sales and, therefore, our gross margins.

In addition, we may, in limited circumstances, enter into agreements that contain customer-specific commitments on pricing, tool reliability, spare parts stocking levels, response time and other commitments, and we may be unable to adjust pricing with our customers despite rising inflation in our supply chain. Furthermore, we may give these customers limited audit or inspection rights to enable them to confirm that we are complying with these commitments. If a customer elects to exercise its audit or inspection rights, we may be required to expend significant resources to support the audit or inspection, as well as to defend or settle any dispute with a customer that could potentially arise out of such audit or inspection. To date, we have made no significant accruals in our Condensed Consolidated Financial Statements for this contingency. While we have not in the past incurred significant expenses for resolving disputes regarding these types of commitments, we cannot make any assurance that we will not incur any such liabilities in the future. Our business, financial condition and results of operations in a reported fiscal period could be materially and adversely affected if we expend significant amounts in supporting an audit or inspection, or defending or settling any purported claims, regardless of their merit or outcomes.

There are risks associated with our receipt of government funding for research and development.

We are exposed to additional risks related to our receipt of external funding for certain strategic development programs from various governments and government agencies, both domestically and internationally. Governments and government agencies typically have the right to terminate funding programs at any time in their sole discretion, or a project may be terminated by mutual agreement if the parties determine that the project's goals or milestones are not being achieved, so there is no assurance that these sources of external funding will continue to be available to us in the future. In addition, under the terms of these government grants, the applicable granting agency typically has the right to audit the costs that we incur, directly and indirectly, in connection with such programs. Any such audit could result in modifications to, or even termination of, the applicable government funding program. For example, if an audit were to identify any costs as being improperly allocated to the applicable program, those costs would not be reimbursed, and any such costs that had already been reimbursed would have to be refunded. We do not know the outcome of any future audits. Any adverse finding resulting from any such audit could lead to penalties (financial or otherwise), termination of funding programs, suspension of payments, fines and suspension or prohibition from receiving future government funding from the applicable government or government agency, any of which could adversely impact our operating results, financial condition and ability to operate our business.

We have recorded significant asset impairment, restructuring and inventory write-off charges and may do so again in the future, which could have a material negative impact on our results of operations.

Historically, we have recorded restructuring charges related to our prior global workforce reductions, large excess inventory write-offs, and material impairment charges related to our goodwill and purchased intangible assets, such as the goodwill impairment charge recorded in the third quarter of fiscal 2024 and the goodwill and purchased intangible asset impairment charges recorded in the second quarter of fiscal 2024. Workforce changes can also temporarily reduce workforce productivity, which could be disruptive to our business and adversely affect our results of operations. In addition, we may not achieve or sustain the expected cost savings or other benefits of our restructuring plans, or do so within the expected time frame. If we again restructure our organization and business processes, implement additional cost-reduction actions or discontinue certain business operations, we may take additional, potentially material, restructuring charges related to, among other things, employee terminations or exit costs. We may also be required to write off additional inventory if our product build plans or demand for service inventory decline. Also, in the event that our lead times from suppliers increase (possibly due to the increasing complexity of the parts and components they provide) and the lead times demanded by our customers decrease (which may be due to many factors, including the time pressures they face when introducing new products or technology or bringing new facilities into production), we may be compelled to increase our commitments, and, therefore, our risk exposure, to inventory purchases to meet our customers' demands in a timely manner, and that inventory may need to be written off if demand for the underlying product declines for any reason. Such additional write-offs could result in material charges.

We have recorded material charges related to the impairment of our goodwill and purchased intangible assets. Goodwill represents the excess of costs over the net fair value of net assets acquired in a business combination. Goodwill is not amortized, but is instead tested for impairment at least annually in accordance with authoritative guidance for goodwill. Purchased intangible assets with estimable useful lives are amortized over their respective estimated useful lives based on economic benefit if known or using the straight-line method, and are reviewed for impairment in accordance with authoritative guidance for long-lived assets. The valuation of goodwill and intangible assets requires assumptions and estimates of many critical factors, including, but not limited to, declines in our operating cash flows, declines in our stock price or market capitalization, declines in our market share, and declines in revenues or profits. A substantial decline in our stock price, or any other adverse change in market conditions, particularly if such change has the effect of changing one of the critical assumptions or estimates we previously used to calculate the value of our goodwill or intangible assets (and, as applicable, the amount of any previous impairment charge), could result in a change to the estimation of fair value that could result in an additional impairment charge.

Any such additional material charges, whether related to restructuring or goodwill or purchased intangible asset impairment, may have a material negative impact on our operating results and related financial statements.

We are exposed to risks related to our receivables factoring and banking arrangements.

We enter into factoring arrangements with financial institutions to sell certain of our trade receivables and promissory notes from customers without recourse. In addition, we maintain cash and cash equivalents with several domestic and foreign financial institutions, in excess of the Federal Deposit Insurance Corporation insurance limit. If we were to stop entering into these factoring arrangements, our operating results, financial condition and cash flows could be adversely impacted by delays or failures in collecting trade receivables. However, by engaging these financial institutions for factoring arrangements and for banking services, we are exposed to additional risks that any of such financial institutions may prove to be not financially viable. If any of these financial institutions experiences financial difficulties or is otherwise unable to honor the terms of our factoring or deposit arrangements, we may experience material financial losses due to the failure of such arrangements or a lack of access to our funds, any of which could have an adverse impact upon our operating results, financial condition and cash flows.

We are subject to the risks of additional government actions in the event we were to breach the terms of any settlement arrangement into which we have entered.

In connection with the settlement of certain government actions and other legal proceedings related to our historical stock option practices, we have explicitly agreed, as a condition to such settlements, that we will comply with certain laws, such as the books and records provisions of the federal securities laws. If we were to violate any such law, we might not only be subject to the significant penalties applicable to such violation, but our past settlements may also be impacted by such violation, which could give rise to additional government actions or other legal proceedings. Any such additional actions or proceedings may require us to expend significant management time and incur significant accounting, legal and other expenses, and may divert attention and resources from the operation of our business. These expenditures and diversions, as well as an adverse resolution of any such action or proceeding, could have a material adverse effect on our business, financial condition and results of operations.

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

Equity Repurchase Plans

The following is a summary of stock repurchases for the three months ended March 31, 2024:

Period	Total Number of Shares Purchased	Average Price Paid per Share(3)	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1)(2)(3)
January 1, 2024 to January 31, 2024	243,342	$ 577.50	243,342	$ 2,876,371,077
February 1, 2024 to February 29, 2024	160,251	$ 641.27	160,251	$ 2,773,607,041
March 1, 2024 to March 31, 2024	184,625	$ 697.51	184,625	$ 2,644,828,889
Total	588,218		588,218	

(1) Our Board of Directors has authorized a program that permits us to repurchase our common stock, including a $2.00 billion increase approved by the Board in the first quarter of fiscal 2024. As of March 31, 2024, approximately $2.64 billion remained available for repurchases under our repurchase program. All shares in the table were purchased pursuant to our publicly announced repurchase program.

(2) Our stock repurchase program has no expiration date and may be suspended at any time. Future repurchases of shares of our common stock under our repurchase program may be effected through various different repurchase transaction structures including isolated open market transactions, accelerated share repurchase agreements or systematic repurchase plans, subject to market conditions, applicable legal requirements and other factors.

(3) Average price paid per share and approximate dollar value of shares that may yet be purchased under the plans or programs exclude the excise tax imposed on certain stock repurchases as part of the Inflation Reduction Act of 2022, or other fees, costs or expenses that may be applicable to the repurchases.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans Adopted by Officers and Directors During the Third Quarter

During the three months ended March 31, 2024, the following officers of the Company adopted trading plans to sell and/or gift shares of our common stock that have been or will be issued upon the vesting of RSUs, or purchased in our Employee Stock Purchase Plan, that are intended to satisfy the affirmative defense conditions set forth in Rule 10b5-1(c) under the Exchange Act. The material terms of the trading plans other than pricing conditions are set forth in the table below:

Name of Officer	Title of Officer	Date of Adoption	Duration	Maximum Number of Shares to be Sold*
Ahmad Khan	President, Semiconductor Process Control	February 20, 2024	305 days**	27,028
Virendra Kirloskar	Senior Vice President and Chief Accounting Officer	February 1, 2024	363 days***	2,999
Brian Lorig	Executive Vice President, Global Services and Support	February 2, 2024	389 days****	11,591
Mary Beth Wilkinson	Executive Vice President, Chief Legal Officer and Corporate Secretary	February 2, 2024	362 days*****	4,384

* Due to pricing conditions in the trading plans, the number of shares actually sold under the trading plans may be less than the maximum number of shares that can be sold. Shares sold under plans upon the vesting of performance-based RSUs where the performance conditions have not been met at the time of plan adoption or are to be purchased in the future under our employee stock purchase plan are calculated at the maximum number of shares that may be issued, with fractional shares disregarded.

** Mr. Khan’s trading plan terminates when the last trade is placed under the plan. The last scheduled trade is on November 18, 2024; provided that if any scheduled trades are not placed because of trading conditions set forth in the plan, the trading plan will terminate on December 20, 2024.

*** Mr. Kirloskar’s trading plan terminates when the last trade is placed under the plan. The last scheduled trade is on January 2, 2025; provided that if any scheduled trades are not placed because of trading conditions set forth in the plan, the trading plan will terminate on January 28, 2025.

**** Mr. Lorig’s trading plan terminates when the last trade is placed under the plan. The last scheduled trade is on August 7, 2024; provided that if any scheduled trades are not placed because of trading conditions set forth in the plan, the trading plan will terminate on February 24, 2025.

***** Ms. Wilkinson’s trading plan terminates when the last trade is placed under the plan. The last scheduled trade is on August 5, 2024; provided that if any scheduled trades are not placed because of trading conditions set forth in the plan, the trading plan will terminate on January 28, 2025.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File Number	Exhibit Number	Filing Date
3.1	Restated Certificate of Incorporation	10-K	No. 000-09992	3.1	August 16, 2019
3.2	Amended and Restated By-Laws	8-K	No. 000-09992	3.1	November 4, 2022
4.1	Indenture, dated as of June 23, 2022, by and between the Company and U.S. Bank Trust Company, National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, dated June 24, 2022, incorporated by reference)	8-K	No. 000-09992	4.1	February 1, 2024
4.2	Officer's Certificate, dated February 1, 2024, including the form of the Company's 4.700% Senior Notes due 2034	8-K	No. 000-09992	4.2	February 1, 2024
4.3	Officer's Certificate, dated June 23, 2022, including the form of the Company's 4.950% Senior Notes due 2052 (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, dated June 24, 2022, incorporated by reference)	8-K	No. 000-09992	4.3	February 1, 2024
10.1	Calendar Year 2024 Executive Incentive Plan*+				
31.1	Certification of Chief Executive Officer under Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934				
31.2	Certification of Chief Financial Officer under Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934				
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350^				
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data file because its XBRL tags are embedded within the Inline XBRL document				
101.SCH	XBRL Taxonomy Extension Schema Document				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				

^ Furnished herewith

* Denotes a management contract, plan or arrangement.

+ Certain portions of this document that constitute confidential information have been redacted in accordance with Regulation S-K, Item 601(b)(10).

SIGNATURES

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

KLA CORPORATION
(Registrant)

April 26, 2024	/s/ RICHARD P. WALLACE
(Date)	Richard P. Wallace President and Chief Executive Officer (Principal Executive Officer)
April 26, 2024	/s/ BREN D. HIGGINS
(Date)	Bren D. Higgins Executive Vice President and Chief Financial Officer (Principal Financial Officer)
April 26, 2024	/s/ VIRENDRA A. KIRLOSKAR
(Date)	Virendra A. Kirloskar Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)