



# Third Quarter Fiscal Year 2017

Supplemental Financial Information  
April 27, 2017



# Q3-17 Key Financials

<b>Shipments</b>	<b>\$909M</b>
<b>Revenues</b>	<b>\$914M</b>
<b>Net Income*</b>	<b>\$256M</b>
<b>Diluted EPS*</b>	<b>\$1.62</b>

*\* Non-GAAP. See appendix for GAAP to Non-GAAP reconciliation*

# Q3-17 Summary Balance Sheet and Cash Flow

	Q1-17	Q2-17	Q3-17
<b>Cash and Investments</b>	<b>\$2.49B</b>	<b>\$2.59B</b>	<b>\$2.70B</b>
<b>Accounts Receivable, Net</b>	<b>\$655M</b>	<b>\$664M</b>	<b>\$735M</b>
<b>Net DSO (Shipment)*</b>	<b>76 days</b>	<b>68 days</b>	<b>74 days</b>
<b>Inventories</b>	<b>\$703M</b>	<b>\$671M</b>	<b>\$697M</b>
<b>Inventory Turns*</b>	<b>1.6x</b>	<b>1.9x</b>	<b>2.0x</b>

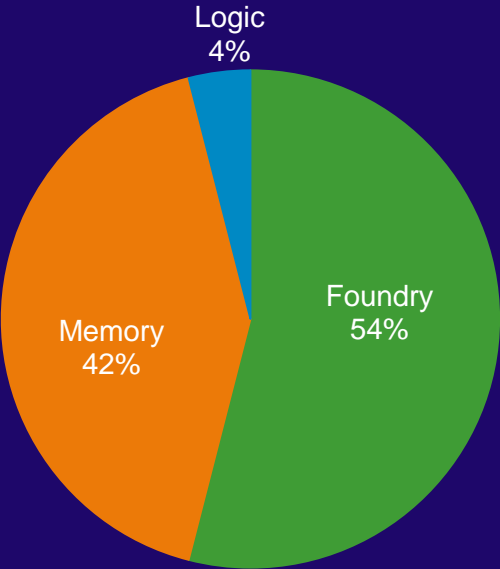
<b>Net Cash From Operating Activities</b>	<b>\$170M</b>	<b>\$222M</b>	<b>\$225M</b>
<b>Capital Expenditures, Net</b>	<b>\$10M</b>	<b>\$9M</b>	<b>\$9M</b>
<b>Free Cash Flow*</b>	<b>\$160M</b>	<b>\$214M</b>	<b>\$215M</b>

<b>Dividends Paid</b>	<b>\$89M</b>	<b>\$85M</b>	<b>\$86M</b>
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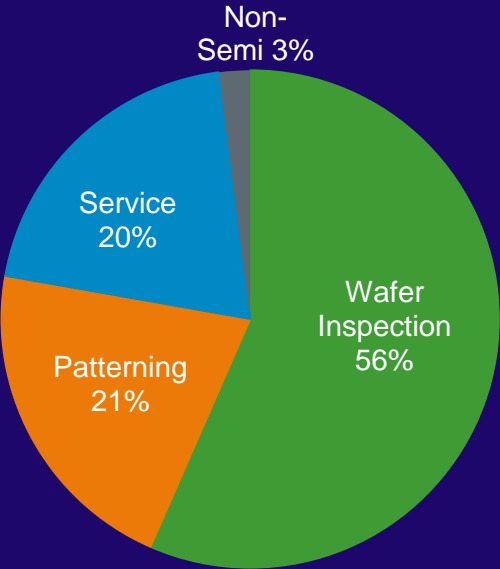
*\*DSO = Current Net AR / (Current Quarter Shipments / 91) , Inventory Turns = Cost of Goods Sold / Average Inventory , Free Cash Flow = Net Cash Provided by Operating Activities – Net Capital Expenditures. Numbers have been rounded*

# Distribution of Q3 FY17 System Orders

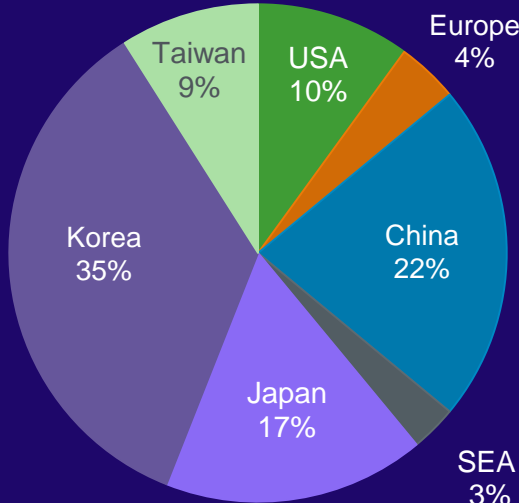
### WAFER FRONT-END



### SEGMENT



### REGION



# Appendix

# Reconciliation of Non-GAAP Financial Measures

(In thousands, except per share amounts and percentages)

## GAAP net income

Adjustments to reconcile GAAP net income to non-GAAP net income\*:

	For the three months ended			For the nine months ended	
	March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016
	\$ 253,562	\$ 238,251	\$ 175,777	\$ 669,914	\$ 432,881
Acquisition-related charges	a 513	513	1,309	2,293	6,199
Restructuring, severance and other related charges	b -	-	137	-	8,945
Merger-related charges	c 3,221	4,069	3,582	10,895	12,402
Income tax effect of non-GAAP adjustments	d (1,272)	(1,580)	(1,535)	(4,111)	(7,204)
Discrete tax items	e -	(3,064)	-	(3,064)	-
<b>Non-GAAP net income</b>	<b>\$ 256,024</b>	<b>\$ 238,189</b>	<b>\$ 179,270</b>	<b>\$ 675,927</b>	<b>\$ 453,223</b>
GAAP net income as a percentage of revenue	27.7%	27.2%	24.7%	26.4%	21.0%
Non-GAAP net income as a percentage of revenue	28.0%	27.2%	25.2%	26.6%	21.9%
GAAP net income per diluted share	\$ 1.61	\$ 1.52	\$ 1.12	\$ 4.26	\$ 2.76
Non-GAAP net income per diluted share	\$ 1.62	\$ 1.52	\$ 1.15	\$ 4.30	\$ 2.89
Shares used in diluted shares calculation	157,746	157,123	156,429	157,297	156,797

## GAAP operating income

Adjustments to reconcile GAAP operating income to non-GAAP operating income\*:

Acquisition-related charges	a 513	513	1,309	2,293	6,199
Restructuring, severance and other related charges	b -	-	137	-	8,945
Merger-related charges	c 3,221	4,069	3,582	10,895	12,402
<b>Non-GAAP operating income (1)</b>	<b>\$ 347,847</b>	<b>\$ 338,516</b>	<b>\$ 239,866</b>	<b>\$ 940,451</b>	<b>\$ 637,639</b>
GAAP operating income as a percentage of revenue	37.7%	38.1%	33.0%	36.5%	29.5%
Non-GAAP operating income as a percentage of revenue	38.1%	38.6%	33.7%	37.0%	30.9%

\* Refer to "Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures" for detailed descriptions and information for each reconciling item.

- (1) Non-GAAP operating income and operating expenses includes the effects of the changes the Company's Executive Deferred Savings Plan Program ("EDSP") and the changes in the EDSP liability and asset are recorded in selling, general and administrative expense in operating expenses. The expense (benefit) associated with change in the liability included in selling, general and administrative expense for the three months ended March 31, 2017, December 31, 2016 and March 31, 2016 were \$7.7 million, \$1.2 million and \$(1.3) million, respectively, and \$14.7 million and \$(4.6) million for the nine months ended March 31, 2017 and March 31, 2016, respectively. The gains (losses), net associated with the changes in the EDSP asset included in selling, general and administrative expense for the three months ended March 31, 2017, December 31, 2016 and March 31, 2016 were \$7.8 million, \$0.8 million and \$(1.0) million, respectively, and \$14.5 million and \$(4.1) million for the nine months ended March 31, 2017 and March 31, 2016, respectively.

# Reconciliation of Non-GAAP Financial Measures

(In thousands, except percentages)

	For the three months ended			For the nine months ended	
	March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016
<b>GAAP gross margin</b>	\$ 570,535	\$ 558,378	\$ 437,834	\$ 1,601,750	\$ 1,239,499
<u>Adjustments to reconcile GAAP gross margin to non-GAAP gross margin*:</u>					
Acquisition-related charges	500	500	663	1,650	3,611
Restructuring, severance and other related charges	-	-	121	-	3,361
Merger-related charges	362	348	238	970	305
<b>Non-GAAP gross margin</b>	<b>\$ 571,397</b>	<b>\$ 559,226</b>	<b>\$ 438,856</b>	<b>\$ 1,604,370</b>	<b>\$ 1,246,776</b>
GAAP gross margin as a percentage of revenue	62.4%	63.7%	61.5%	63.0%	60.0%
Non-GAAP gross margin as a percentage of revenue	62.5%	63.8%	61.6%	63.1%	60.4%
<b>GAAP operating expenses</b>	\$ 226,422	\$ 224,444	\$ 202,996	\$ 674,487	\$ 629,406
<u>Adjustments to reconcile GAAP operating expenses to non-GAAP operating expenses*:</u>					
Acquisition-related charges	(13)	(13)	(646)	(643)	(2,588)
Restructuring, severance and other related charges	-	-	(16)	-	(5,584)
Merger-related charges	(2,859)	(3,721)	(3,344)	(9,925)	(12,097)
<b>Non-GAAP operating expenses (1)</b>	<b>\$ 223,550</b>	<b>\$ 220,710</b>	<b>\$ 198,990</b>	<b>\$ 663,919</b>	<b>\$ 609,137</b>
GAAP operating expenses as a percentage of revenue	24.8%	25.6%	28.5%	26.5%	30.5%
Non-GAAP operating expenses as a percentage of revenue	24.5%	25.2%	27.9%	26.1%	29.5%

\* Refer to "Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures" for detailed descriptions and information for each reconciling item.

- (1) Non-GAAP operating income and operating expenses includes the effects of the changes the Company's Executive Deferred Savings Plan Program ("EDSP") and the changes in the EDSP liability and asset are recorded in selling, general and administrative expense in operating expenses. The expense (benefit) associated with change in the liability included in selling, general and administrative expense for the three months ended March 31, 2017, December 31, 2016 and March 31, 2016 were \$7.7 million, \$1.2 million and \$(1.3) million, respectively, and \$14.7 million and \$(4.6) million for the nine months ended March 31, 2017 and March 31, 2016, respectively. The gains (losses), net associated with the changes in the EDSP asset included in selling, general and administrative expense for the three months ended March 31, 2017, December 31, 2016 and March 31, 2016 were \$7.8 million, \$0.8 million and \$(1.0) million, respectively, and \$14.5 million and \$(4.1) million for the nine months ended March 31, 2017 and March 31, 2016, respectively.

# Reconciliation of Non-GAAP Financial Measures

*(In thousands, except per share amounts and percentages)*

	For the three months ended			For the nine months ended	
	March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016
<b>GAAP income before income taxes</b>	\$ 319,149	\$ 306,845	\$ 209,931	\$ 848,214	\$ 529,705
GAAP income tax expense	\$ 65,587	\$ 68,594	\$ 34,154	\$ 178,300	\$ 96,824
GAAP income tax rate	20.6%	22.4%	16.3%	21.0%	18.3%
<u>Adjustments to reconcile GAAP effective tax rate to non-GAAP effective tax rate*:</u>					
Acquisition-related charges	a 513	513	1,309	2,293	6,199
Restructuring, severance and other related charges	b -	-	137	-	8,945
Merger-related charges	c 3,221	4,069	3,582	10,895	12,402
<b>Non-GAAP income before income taxes (a)</b>	<b>\$ 322,883</b>	<b>\$ 311,427</b>	<b>\$ 214,959</b>	<b>\$ 861,402</b>	<b>\$ 557,251</b>
Income tax effects of non-GAAP adjustments	d 1,272	1,580	1,535	4,111	7,204
Discrete tax item	e -	3,064	-	3,064	-
Non-GAAP income tax expense	\$ 66,859	\$ 73,238	\$ 35,689	\$ 185,475	\$ 104,028
Non-GAAP income tax rate	20.7%	23.5%	16.6%	21.5%	18.7%

\* Refer to “Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures” for detailed descriptions and information for each reconciling item.



## Reconciliation of Q4 Fiscal Year 2017 Guidance Range

<u>(In millions, except per share amounts and percentages)</u>	<u>Low</u>	<u>High</u>
GAAP diluted net income per share	\$ 1.44	\$ 1.64
Acquisition-related charges	a 0.01	0.01
Merger-related charges	c 0.02	0.02
Income tax effect of non-GAAP adjustments	d (0.01)	(0.01)
Non-GAAP diluted net income per share	<u>\$ 1.46</u>	<u>\$ 1.66</u>
Shares used in net income per diluted shares calculation	<u>157.9</u>	<u>157.9</u>
GAAP gross margin as a percentage of revenue	62%	63%
Acquisition-related charges	a 0%	0%
Merger-related charges	c 0%	0%
Non-GAAP gross margin as a percentage of revenue	<u>62%</u>	<u>63%</u>
GAAP operating expenses	\$ 237	\$ 241
Acquisition-related charges	a -	-
Merger-related charges	c (3)	(3)
Non-GAAP operating expenses	<u>\$ 234</u>	<u>\$ 238</u>

**Note:** The guidance as of April 27, 2017 represents our best estimate considering the information known as of the date of issuing the guidance. We undertake no responsibility to update the above in light of new information or future events. Refer to the forward looking statements for important information. Also Refer to “Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures” for detailed descriptions and information of each reconciling item.

# Reconciliation of Non-GAAP Financial Measures

## Explanation of Non-GAAP Financial Measures:

To supplement our condensed consolidated financial statements presented in accordance with GAAP, we provide certain non-GAAP financial information, which is adjusted from results based on GAAP to exclude certain costs and expenses, as well as other supplemental information. The non-GAAP and supplemental information is provided to enhance the user's overall understanding of our operating performance and our prospects in the future. Specifically, we believe that the non-GAAP information provides useful measures to both management and investors regarding financial and business trends relating to our financial performance by excluding certain costs and expenses that we believe are not indicative of our core operating results. The non-GAAP information is among the budgeting and planning tools that management uses for future forecasting. However, because there are no standardized or generally accepted definitions for most non-GAAP financial metrics, definitions of non-GAAP financial metrics (for example, determining which costs and expenses to exclude when calculating such a metric) are inherently subject to significant discretion. As a result, non-GAAP financial metrics may be defined very differently from company to company, or even from period to period within the same company, which can potentially limit the usefulness of such information to an investor. The presentation of non-GAAP and supplemental information is not meant to be considered in isolation or as a substitute for results prepared and presented in accordance with United States GAAP.

- a. Acquisition-related charges includes amortization of intangible assets associated with acquisitions. Management believes that the expense associated with the amortization of acquisition related intangible assets is appropriate to be excluded because a significant portion of the purchase price for acquisitions may be allocated to intangible assets that have short lives, and exclusion of these expenses allows comparisons of operating results that are consistent over time for both KLA-Tencor's newly acquired and long-held businesses. Management believes excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.
- b. Restructuring, severance and other related charges include costs associated with employee severance and other exit costs, and impairment of certain long-lived assets. Management believes excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.
- c. Merger-related charges associated with the terminated merger agreement between KLA-Tencor and Lam Research Corporation ("Lam") primarily includes employee retention-related expenses, legal expenses and other costs. Management believes that it is appropriate to exclude these items as they are not indicative of ongoing operating results and therefore limit comparability and excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.
- d. Income tax effect of non-GAAP adjustments includes the income tax effects of the excluded items noted above. Management believes that it is appropriate to exclude the tax effects of the items noted above in order to present a more meaningful measure of non-GAAP net income.
- e. Discrete tax items includes the tax impact of certain merger-related charges that only became deductible during the three months ended December 31, 2016 as a result of the termination of the proposed merger between KLA-Tencor and Lam. Management believes that it is appropriate to exclude these items as they are not indicative of ongoing operating results and therefore limit comparability. Management believes excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.

# Forward-Looking Statements

Statements in this presentation other than historical facts, such as data pertaining to the range of expected GAAP and non-GAAP: (i) earnings per diluted share and shares used in calculating earnings per diluted share; (ii) gross margin as a percentage of revenue; and (iii) operating expenses, each for the quarter ending March 31, 2017 and reconciliation to GAAP thereof are forward-looking statements, and are subject to the Safe Harbor provisions created by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current information and expectations, and involve a number of risks and uncertainties. Actual results may differ materially from those projected in such statements due to various factors, including but not limited to: the demand for semiconductors; the financial condition of the global capital markets and the general macroeconomic environment; new and enhanced product and technology offerings by competitors; cancellation of orders by customers; the ability of KLA-Tencor's research and development teams to successfully innovate and develop technologies and products that are responsive to customer demands; KLA-Tencor's ability to successfully manage its costs; market acceptance of KLA-Tencor's existing and newly issued products; changing customer demands; and industry transitions. For other factors that may cause actual results to differ materially from those projected and anticipated in forward-looking statements in this letter, please refer to KLA-Tencor's Annual Report on Form 10-K for the year ended June 30, 2016, and other subsequent filings with the Securities and Exchange Commission (including, but not limited to, the risk factors described therein). KLA-Tencor assumes no obligation to, and does not currently intend to, update these forward-looking statements.