

# MELLANOX TECHNOLOGIES, LTD.

## **FORM 10-Q** (Quarterly Report)

Filed 11/03/17 for the Period Ending 09/30/17

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**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: **September 30, 2017**

**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 **001-33299**

**MELLANOX TECHNOLOGIES, LTD.**

(Exact name of registrant as specified in its charter)

**Israel**  
(State or other jurisdiction of  
incorporation or organization)

**98-0233400**  
(I.R.S. Employer  
Identification Number)

**Beit Mellanox, Yokneam, Israel 20692**  
(Address of principal executive offices, including zip code)

**+972-4-909-7200**  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a  
smaller reporting company)

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 Exchange Act Rule 12b-2). Yes  No

The total number of shares outstanding of the registrant's Ordinary Shares, nominal value NIS 0.0175 per share, as of October 27, 2017, was 50,928,819.

**MELLANOX TECHNOLOGIES, LTD.**

**PART I  
FINANCIAL INFORMATION**

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PART I. FINANCIAL INFORMATION

ITEM 1 — FINANCIAL STATEMENTS

MELLANOX TECHNOLOGIES, LTD.

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	September 30, 2017	December 31, 2016
	(in thousands, except par value)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 58,416	\$ 56,780
Short-term investments	287,743	271,661
Accounts receivable, net	133,618	141,768
Inventories	61,609	65,523
Other current assets	20,222	17,346
Total current assets	561,608	553,078
Property and equipment, net	117,483	118,585
Severance assets	17,839	15,870
Intangible assets, net	247,431	278,031
Goodwill	472,437	471,228
Deferred taxes and other long-term assets	53,942	36,713
Total assets	\$ 1,470,740	\$ 1,473,505
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 42,067	\$ 59,533
Accrued liabilities	91,510	105,042
Deferred revenue	23,257	24,364
Current portion of term debt	23,341	23,628
Total current liabilities	180,175	212,567
Accrued severance	22,825	19,874
Deferred revenue	17,134	15,968
Term debt	174,441	218,786
Other long-term liabilities	39,108	30,580
Total liabilities	433,683	497,775
Commitments and Contingencies - (see Note 8)		
Shareholders' equity:		
Ordinary shares: NIS 0.0175 par value, 200,000 shares authorized, 50,925 and 49,076 shares issued and outstanding at September 30, 2017 and December 31, 2016, respectively	218	209
Additional paid-in capital	851,480	774,605
Accumulated other comprehensive income (loss)	1,136	(928)
Retained earnings	184,223	201,844
Total shareholders' equity	1,037,057	975,730
Total liabilities and shareholders' equity	\$ 1,470,740	\$ 1,473,505

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



MELLANOX TECHNOLOGIES, LTD.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands, except per share data)			
Total revenues	\$ 225,699	\$ 224,211	\$ 626,312	\$ 635,822
Cost of revenues	77,335	78,191	215,212	228,479
Gross profit	148,364	146,020	411,100	407,343
Operating expenses:				
Research and development	90,916	83,611	271,755	236,969
Sales and marketing	37,829	34,408	111,696	98,212
General and administrative	13,039	13,501	38,034	54,933
Total operating expenses	141,784	131,520	421,485	390,114
Income (loss) from operations	6,580	14,500	(10,385)	17,229
Interest expense	(2,016)	(2,195)	(6,005)	(5,408)
Other income, net	956	606	2,466	982
Interest and other, net	(1,060)	(1,589)	(3,539)	(4,426)
Income (loss) before taxes on income	5,520	12,911	(13,924)	12,803
Provision for taxes on income	2,117	874	2,908	3,280
Net income (loss)	\$ 3,403	\$ 12,037	\$ (16,832)	\$ 9,523
Net income (loss) per share — basic	\$ 0.07	\$ 0.25	\$ (0.34)	\$ 0.20
Net income (loss) per share — diluted	\$ 0.07	\$ 0.24	\$ (0.34)	\$ 0.19
Shares used in computing net income (loss) per share:				
Basic	50,587	48,385	49,999	47,883
Diluted	51,575	49,494	49,999	49,232

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

MELLANOX TECHNOLOGIES, LTD.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands)			
Net income (loss)	\$ 3,403	\$ 12,037	\$ (16,832)	\$ 9,523
Other comprehensive income (loss), net of tax:				
Change in unrealized gains/losses on available-for-sale securities, net of tax	(11)	(79)	11	569
Change in unrealized gains/losses on derivative contracts, net of tax	(2,689)	1,717	2,053	3,066
Other comprehensive income (loss), net of tax	(2,700)	1,638	2,064	3,635
Total comprehensive income (loss), net of tax	\$ 703	\$ 13,675	\$ (14,768)	\$ 13,158

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

**MELLANOX TECHNOLOGIES, LTD.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

	Nine Months Ended September 30,	
	2017	2016
	(in thousands)	
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ (16,832)	\$ 9,523
<b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b>		
Depreciation and amortization	76,564	73,264
Deferred income taxes	(704)	1,266
Share-based compensation	50,993	49,127
Gain on investments, net	(2,632)	(1,190)
<b>Changes in assets and liabilities, net of effect of acquisitions:</b>		
Accounts receivable	8,420	(32,698)
Inventories	2,349	12,624
Prepaid expenses and other assets	(5,802)	5,343
Accounts payable	(14,876)	4,876
Accrued liabilities and other liabilities	(3,104)	15,132
Net cash provided by operating activities	<u>94,376</u>	<u>137,267</u>
<b>Cash flows from investing activities:</b>		
Purchase of severance-related insurance policies	(983)	(865)
Purchase of short-term investments	(139,861)	(218,642)
Proceeds from sales of short-term investments	95,414	209,456
Proceeds from maturities of short-term investments	31,008	130,187
Purchase of property and equipment	(35,243)	(32,748)
Purchase of intangible assets	(1,836)	(6,060)
Purchase of investments in private companies	(13,500)	(1,284)
Acquisition, net of cash acquired	(872)	(693,692)
Net cash used in investing activities	<u>(65,873)</u>	<u>(613,648)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from term debt	—	280,000
Principal payments on term debt	(46,000)	(27,000)
Term debt issuance costs	—	(5,521)
Payments on capital lease and intangible asset financings	(5,969)	(491)
Proceeds from issuances of ordinary shares through employee equity incentive plans	25,102	21,649
Net cash provided by (used in) financing activities	<u>(26,867)</u>	<u>268,637</u>
Net increase (decrease) in cash and cash equivalents	1,636	(207,744)
Cash and cash equivalents at beginning of period	56,780	263,199
Cash and cash equivalents at end of period	<u>\$ 58,416</u>	<u>\$ 55,455</u>
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Intangible assets financed with debt	<u>\$ 12,892</u>	<u>\$ 6,989</u>
Unpaid additions to property and equipment	<u>\$ 8,042</u>	<u>\$ 1,778</u>
Transfer from inventory to property and equipment	<u>\$ 1,565</u>	<u>\$ 3,073</u>

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





**MELLANOX TECHNOLOGIES, LTD.**

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

**NOTE 1—THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

***Company***

Mellanox Technologies, Ltd., an Israeli corporation (the "Company" or "Mellanox"), was incorporated and commenced operations in March 1999. Mellanox is a supplier of high-performance interconnect products for computing, storage and communications applications.

***Principles of presentation***

The unaudited condensed consolidated financial statements include the Company's accounts as well as those of its wholly owned subsidiaries after the elimination of all intercompany balances and transactions.

The unaudited condensed consolidated financial statements included in this quarterly report on Form 10-Q have been prepared by the Company without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). The year-end balance sheet data were derived from audited consolidated financial statements, but do not include all disclosures required by accounting principles generally accepted in the United States ("GAAP"). Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures contained in this quarterly report comply with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended, for a quarterly report on Form 10-Q and are adequate to make the information presented not misleading. The unaudited condensed consolidated financial statements included herein reflect all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair statement of the financial position, results of operations and cash flows for the interim periods presented. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on February 17, 2017. The results of operations for the nine months ended September 30, 2017 are not necessarily indicative of the results to be anticipated for the entire year ending December 31, 2017 or thereafter.

***Risks and uncertainties***

The Company is subject to all of the risks inherent in a company which operates in the dynamic and competitive semiconductor industry. Significant changes in any of the following areas could have a material adverse impact on the Company's financial position and results of operations: unpredictable volume or timing of customer orders; ordered product mix; the sales outlook and purchasing patterns of the Company's customers based on consumer demands and general economic conditions; loss of one or more of the Company's customers; decreases in the average selling prices of products or increases in the average cost of finished goods; the availability, pricing and timeliness of delivery of components used in the Company's products; reliance on a limited number of subcontractors to manufacture, assemble, package and production test the Company's products; the Company's ability to successfully develop, introduce and sell new or enhanced products in a timely manner; product obsolescence and the Company's ability to manage product transitions; the timing of announcements or introductions of new products by the Company's competitors; and the Company's ability to successfully integrate acquired businesses.

***Use of estimates***

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of net revenue and expenses in the reporting periods. The Company regularly evaluates estimates and assumptions related to revenue recognition, allowances for doubtful accounts, allowances for price adjustments, investment valuation, warranty reserves, inventory reserves, share-based compensation expense, long-term asset valuations, useful lives of property, equipment, and intangibles, accounting for business combinations, goodwill and purchased intangible asset valuation, investments in privately-held companies, accounting and fair value of financial instruments and derivatives, deferred income tax asset valuation, uncertain tax positions, and litigation and other loss contingencies. These estimates and assumptions are based on current facts, historical experience and various other factors that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue, costs and expenses that are not readily apparent from other sources. The actual results that the Company experiences may differ materially and adversely from the Company's original estimates. To the extent there are material differences between the estimates and actual results, the Company's future results of operations will be affected.

MELLANOX TECHNOLOGIES, LTD.

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

**Significant accounting policies**

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-09, *Compensation-Stock Compensation (Topic 718); Improvements to Employee Share-Based Payment Accounting*. The Company adopted ASU No. 2016-09 during the quarter ended March 31, 2017. The standard requires, among other things, excess tax benefits to be recognized in the statement of operations as an income tax benefit as opposed to additional paid in capital. This change was adopted prospectively and did not have a material effect on the Company's condensed consolidated financial statements. The standard also requires, among other things, excess tax benefits to be included in operating activities in the statement of cash flows as opposed to in financing activities. This change was adopted retrospectively and did not have a material effect on the Company's condensed consolidated financial statements.

The standard further requires excess tax benefits to be recognized when they arise, instead of when they actually reduce taxes payable under the prior guidance. This change was adopted using a modified retrospective method through a cumulative effect adjustment to retained earnings as of the beginning of the period of adoption. The impact of the adoption was to increase deferred tax assets by \$4.6 million, which in turn was offset by an increase in the valuation allowance in the same amount, resulting in no change in net deferred tax assets and retained earnings as of January 1, 2017.

The standard also establishes an alternative practical expedient for estimating the effects of forfeitures of an award by recognizing such effects in compensation cost when the forfeitures occur. Adoption of the alternative practical expedient was applied using a modified retrospective method through a cumulative effect adjustment to retained earnings as of the beginning of the period of adoption. The impact of the adoption was to reduce retained earnings and to increase additional paid-in capital by \$0.8 million as of January 1, 2017.

Other than the adoption of ASU No. 2016-09 as discussed above, there have been no changes in the Company's significant accounting policies that were disclosed in its Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on February 17, 2017.

**Concentration of credit risk**

The following table summarizes the revenues from customers (including original equipment manufacturers) in excess of 10.0% of the total revenues:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Hewlett Packard Enterprise ("HPE")	11.8%	17.0%	12.7%	16.0%
Dell Technologies	*	*	10.9%	*

\* Less than 10%

The following table summarizes accounts receivable balances in excess of 10% of total accounts receivable:

	September 30, 2017	December 31, 2016
HPE	*	23.0%

\* Less than 10%

MELLANOX TECHNOLOGIES, LTD.

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

**Product warranty**

The following table provides changes in the product warranty accrual for the nine months ended September 30, 2017 and 2016 :

	Nine Months Ended September 30,	
	2017	2016
	(in thousands)	
Balance, beginning of the period	\$ 1,474	\$ 1,641
Assumed warranty liability from acquisition	—	290
New warranties issued during the period	1,128	1,098
Reversal of warranty reserves	(355)	(358)
Settlements during the period	(1,082)	(942)
Balance, end of the period	1,165	1,729
Less: long-term portion of product warranty liability	(189)	(355)
Current portion, end of the period	\$ 976	\$ 1,374

**Net income (loss) per share**

The following table sets forth the computation of basic and diluted net income (loss) per share for the three and nine months ended September 30, 2017 and 2016 :

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands, except per share data)			
Net income (loss)	\$ 3,403	\$ 12,037	\$ (16,832)	\$ 9,523
Basic and diluted shares:				
Weighted average ordinary shares outstanding	50,587	48,385	49,999	47,883
Effect of dilutive shares	988	1,109	—	1,349
Shares used to compute diluted net income (loss) per share	51,575	49,494	49,999	49,232
Net income (loss) per share — basic	\$ 0.07	\$ 0.25	\$ (0.34)	\$ 0.20
Net income (loss) per share — diluted	\$ 0.07	\$ 0.24	\$ (0.34)	\$ 0.19

The Company excluded 1.8 million potentially dilutive share options and restricted share units ("RSUs") from the computation of diluted net income per share for the three months ended September 30, 2017 , 5.1 million outstanding share options and RSUs from the computation of diluted net loss per share for the nine months ended September 30, 2017 , and 0.6 million and 0.7 million potentially dilutive share options and RSUs from the computation of diluted net income per share for the three and nine months ended September 30, 2016 , respectively, because including them would have had an anti-dilutive effect.

**Recent accounting pronouncements**

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, which expands the activities that qualify for hedge accounting and simplifies the rules for reporting hedging transactions. The standard is effective for the Company beginning January 1, 2019. Early adoption is permitted. The Company does not expect that the adoption of this standard will have a material impact on its consolidated financial statements and related disclosures.

In October 2016, the FASB issued ASU No. 2016-16, *Income Taxes - Intra-Entity Transfers of Assets Other Than Inventory* , which requires entities to recognize the income tax consequences of an intra-entity transfer of an asset other than

MELLANOX TECHNOLOGIES, LTD.

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

inventory when the transfer occurs. The standard is effective for the Company beginning January 1, 2018, including interim periods within those fiscal years. Early adoption is permitted as of the beginning of a fiscal year. The new standard should be adopted on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company does not expect that the adoption of this standard will have a material impact on its consolidated financial statements and related disclosures

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The standard requires lessees to recognize almost all leases on the balance sheet as a right-of-use asset and a lease liability and requires leases to be classified as either an operating or a finance type lease. The standard excludes leases of intangible assets or inventory. Early adoption of the standard is allowed. The standard becomes effective for the Company beginning January 1, 2019. The Company is currently evaluating the effect that the standard will have on its consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The standard will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective and may be applied retrospectively to each prior period presented, or applied using a modified retrospective method with the cumulative effect recognized in the beginning retained earnings during the period of initial application. Subsequently, the FASB has issued several additional ASUs related to ASU No. 2014-09, collectively they are referred to as the “new revenue standards”, which become effective for the Company beginning January 1, 2018. The Company expects to adopt the new revenue standards using the modified retrospective method. Under the current guidance, the Company defers the recognition of revenue and the cost of revenue from distributor sales until the distributors report that they have sold the products to their customers (known as “sell-through” revenue recognition). Upon the adoption of the new revenue standards, the Company will recognize revenue on sales to all distributors upon shipment and transfer of control (known as “sell-in” revenue recognition), net of the estimated allowances for price adjustments. While the evaluation of the impact of the new revenue recognition standard has not yet been finalized, the Company does not anticipate that the standard will have a material impact on the manner in which it treats certain costs to obtain contracts and costs to fulfill contracts. The Company has also not yet fully determined the impacts of the disclosure requirements under the new standard. The Company does not expect any other material effects on its consolidated financial statements and related disclosures.

MELLANOX TECHNOLOGIES, LTD.

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

NOTE 2—BALANCE SHEET COMPONENTS:

	September 30, 2017	December 31, 2016
	(in thousands)	
<b>Accounts receivable, net:</b>		
Accounts receivable, gross	\$ 134,250	\$ 142,400
Less: allowance for doubtful accounts	(632)	(632)
	<u>\$ 133,618</u>	<u>\$ 141,768</u>
<b>Inventories:</b>		
Raw materials	\$ 10,373	\$ 8,243
Work-in-process	20,529	26,118
Finished goods	30,707	31,162
	<u>\$ 61,609</u>	<u>\$ 65,523</u>
<b>Other current assets:</b>		
Prepaid expenses	\$ 8,136	\$ 9,053
Derivative contracts receivable	1,384	257
VAT receivable	6,738	6,093
Other	3,964	1,943
	<u>\$ 20,222</u>	<u>\$ 17,346</u>
<b>Property and equipment, net:</b>		
Computer, equipment, and software	\$ 239,432	\$ 214,719
Furniture and fixtures	5,307	5,210
Leasehold improvements	50,870	46,693
	295,609	266,622
Less: Accumulated depreciation and amortization	(178,126)	(148,037)
	<u>\$ 117,483</u>	<u>\$ 118,585</u>
<b>Deferred taxes and other long-term assets:</b>		
Equity investments in private companies	\$ 22,220	\$ 12,720
Deferred taxes	23,139	22,413
Other assets	8,583	1,580
	<u>\$ 53,942</u>	<u>\$ 36,713</u>
<b>Accrued liabilities:</b>		
Payroll and related expenses	\$ 51,167	\$ 62,969
Accrued expenses	30,563	33,125
Derivative contracts payable	80	1,006
Product warranty liability	976	1,263
Other	8,724	6,679
	<u>\$ 91,510</u>	<u>\$ 105,042</u>
<b>Other long-term liabilities:</b>		
Income tax payable	\$ 28,364	\$ 24,184
Deferred rent	2,429	2,504
Other	8,315	3,892
	<u>\$ 39,108</u>	<u>\$ 30,580</u>

**MELLANOX TECHNOLOGIES, LTD.**

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

**NOTE 3—BUSINESS COMBINATION:**

On February 23, 2016, the Company completed its acquisition of EZchip Semiconductor Ltd. ("EZchip"). Under the terms of the Agreement of Merger dated as of September 30, 2015 (as amended on November 17, 2015), by and among the Company, Mondial Europe Sub Ltd. and EZchip (the "Merger Agreement") the total consideration was \$782.2 million including \$1.0 million attributable to assumed RSUs. The net cash purchase price of \$693.7 million consisted of a \$781.2 million cash payment for all outstanding common shares of EZchip at the price of \$25.50 per share and net of \$87.5 million cash acquired. The Company also assumed 891,822 EZchip RSUs and converted them to 499,894 equivalent Company RSU awards. The fair value of the converted RSUs was determined based on the per share value of the underlying Mellanox ordinary shares of \$ 46.40 per share as of the acquisition date. The 499,894 RSUs had a total aggregate value of \$23.2 million, of which \$1.0 million was recorded as a component of the purchase price for service rendered prior to the acquisition date and \$22.2 million will be recognized as share-based compensation expense over the remaining required service period of up to 2.25 years from the acquisition date.

In connection with the acquisition, the Company entered into a \$280.0 million variable interest rate Term Debt maturing February 21, 2019. For additional information on the Term Debt, see Note 13 in the notes to the unaudited condensed consolidated financial statements.

The Company accounted for the transaction using the acquisition method, which requires, among other things, that the assets acquired and liabilities assumed in a business combination be recognized at their respective estimated fair values as of the acquisition date. The following summarizes consideration paid for EZchip at the acquisition date:

	<b>(in thousands)</b>
<b>Consideration:</b>	
Cash payment for all outstanding common shares of EZchip at \$25.50 per share	\$ 781,237
Fair value of awards attributable to pre-acquisition services	972
<b>Total consideration:</b>	<b>782,209</b>
Less: cash acquired	87,545
Fair value of total consideration transferred, net of cash acquired	<u>\$ 694,664</u>

The following summarizes the Company's allocation of the total purchase price, net of cash acquired for the EZchip acquisition after consultation with third party valuation specialists:

	<b>(in thousands)</b>
Short-term investments	\$ 108,862
Other current assets	34,114
Other long-term assets	9,638
Intangible assets	288,246
Goodwill	270,485
<b>Total assets</b>	<b>711,345</b>
<b>Current liabilities</b>	<b>(10,253)</b>
<b>Long-term liabilities</b>	<b>(6,428)</b>
<b>Total liabilities</b>	<b>(16,681)</b>
<b>Total preliminary purchase price allocation</b>	<u><b>\$ 694,664</b></u>

There were no acquisition-related expenses for the EZchip acquisition for the three months ended September 30, 2017. Acquisition-related expenses for the EZchip acquisition for the nine months ended September 30, 2017 were \$0.3 million and primarily consisted of employee-related expenses. Acquisition-related expenses for the EZchip acquisition for the three and nine month periods ending September 30, 2016 were \$0.4 million and \$7.5 million, respectively, and primarily consisted of investment banking, consulting and other professional fees.

MELLANOX TECHNOLOGIES, LTD.

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

*Identifiable finite-lived intangible assets*

	Fair value (in thousands)	Weighted Average Useful Life (in years)
Purchased intangible assets:		
Trade names	\$ 5,600	3
Customer relationships	56,400	9
Backlog	11,300	1
Developed technology	181,246	4 - 6
In process research and development <sup>(1)</sup>	33,700	-
Total purchased intangible assets	<u>\$ 288,246</u>	

<sup>(1)</sup> In-process research and development ("IPR&D") will not be amortized until the underlying products reach technological feasibility. Upon completion, each IPR&D project will be amortized over its useful life.

Trade name represents the fair values of brand and name recognition associated with the marketing of EZchip's products and services. The Company used the income approach and utilized a discount rate of 10.0% to determine the fair value of trade name assets.

Customer relationships represent the fair value of future projected revenues that will be derived from the sale of products to existing customers of EZchip. The Company used the comparative method ("with/without") of the income approach to determine the fair value of this intangible asset and utilized a discount rate of 10.0% .

Backlog represents the fair value of sales order backlog as of the valuation date. The Company used the income approach to determine the fair value of this intangible asset and utilized a discount rate of 8.0% .

Developed technology represents completed technology that has passed technological feasibility and/or is currently offered for sale to customers. The Company used the income approach to value the developed technology. Under the income approach, the expected future cash flows from each technology are estimated and discounted to their net present values at an appropriate risk-adjusted rate of return. Significant factors considered in the calculation of the rate of return are the weighted average cost of capital and the return on assets. The Company applied a discount rate of 9.0% to value the developed technology assets taking into consideration market rates of return on debt and equity capital and the risk associated with achieving forecasted revenues related to these assets.

The IPR&D intangible asset represents the value assigned to an acquired research and development project that, as of the acquisition date, had not established technological feasibility. The fair value of IPR&D was determined using a discount rate of 12.0% . This intangible asset will be capitalized on the balance sheet and evaluated periodically for impairment until the project is completed, at which time it will be transferred to developed technology and become subject to amortization over its useful life. IPR&D consists of one project related to the development of two network processors. The project is expected to be completed over the next several years. The estimated remaining costs to complete the IPR&D project was \$ 22.3 million as of the acquisition date, which will be charged to operating expense in the condensed consolidated statements of operations as incurred. During the three months ended September 30, 2016, one component of the IPR&D project reached technological feasibility and \$4.2 million was transferred to developed technology and is being amortized over three years.

**Goodwill**

Goodwill arising from the acquisition represents the value of the skilled assembled workforce and projected growth in overall revenues. The EZchip acquisition is a step in the Company's strategy to become a leading broad-line supplier of intelligent interconnect solutions for data centers. The addition of EZchip's products and expertise in network processing is expected to enhance the Company's leadership position, and ability to deliver complete end-to-end, intelligent 10, 25, 40, 50, and 100Gb/s interconnect and processing solutions for advanced data center and edge platforms. The combined company will have diverse and robust solutions to enable customers to meet the growing demands of data-intensive applications used in high-performance computing, Web 2.0, cloud, secure data center, enterprise, telecom, database, financial services, and storage environments. These significant factors were the basis for the recognition of goodwill. Goodwill is not expected to be



MELLANOX TECHNOLOGIES, LTD.

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

deductible for tax purposes. Goodwill will not be amortized but instead will be tested for impairment annually or more frequently if certain indicators are present.

**NOTE 4—FAIR VALUE MEASUREMENTS:**

*Fair value hierarchy:*

The Company measures its cash equivalents and marketable securities at fair value. The Company's cash equivalents are classified within Level 1. Cash equivalents are valued primarily using quoted market prices utilizing market observable inputs. The Company's investments in debt securities and certificates of deposits are classified within Level 2 as the market inputs to value these instruments consist of market yields, reported trades and broker/dealer quotes. In addition, foreign currency contracts are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments. The Level 3 valuation inputs include the Company's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are unobservable in the market and significant to the instrument's valuation. As of September 30, 2017 and December 31, 2016, the Company did not have any assets or liabilities valued based on Level 3 valuations.

*Financial Liabilities Measured at Fair Value on a Nonrecurring Basis:*

As of September 30, 2017, the remaining principal of \$200.0 million on the Company's \$280.0 million Term Debt is classified as a Level 2 fair value measurement in the fair value hierarchy. The Company calculated a fair value amount of \$202.3 million at September 30, 2017 based on a discounted cash flow model using observable market inputs and taking into consideration variables such as interest rate changes, comparable instruments, and long-term credit ratings.

MELLANOX TECHNOLOGIES, LTD.

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

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis:*

The following table represents the fair value hierarchy of the Company's financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2017 :

	Level 1	Level 2	Total
	(in thousands)		
Money market funds	\$ 4,777	\$ —	\$ 4,777
Certificates of deposit	—	77,137	77,137
U.S. Government and agency securities	—	45,113	45,113
Commercial paper	—	36,976	36,976
Corporate bonds	—	94,029	94,029
Municipal bonds	—	15,697	15,697
Foreign government bonds	—	18,791	18,791
	4,777	287,743	292,520
Derivative contracts	—	1,384	1,384
Total financial assets	\$ 4,777	\$ 289,127	\$ 293,904
Derivative contracts	—	80	80
Total financial liabilities	\$ —	\$ 80	\$ 80

The following table represents the fair value hierarchy of the Company's financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2016 :

	Level 1	Level 2	Total
	(in thousands)		
Money market funds	\$ 1,833	\$ —	\$ 1,833
Certificates of deposit	—	78,643	78,643
U.S. Government and agency securities	—	56,347	56,347
Commercial paper	—	29,483	29,483
Corporate bonds	—	94,162	94,162
Municipal bonds	—	7,706	7,706
Foreign government bonds	—	5,320	5,320
	1,833	271,661	273,494
Derivative contracts	—	257	257
Total financial assets	\$ 1,833	\$ 271,918	\$ 273,751
Derivative contracts	—	1,006	1,006
Total financial liabilities	\$ —	\$ 1,006	\$ 1,006

There were no transfers between Level 1 and Level 2 securities during the nine months ended September 30, 2017 and the year ended December 31, 2016 .

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

NOTE 5—INVESTMENTS:

*Cash, cash equivalents and short-term investments:*

The short-term investments are classified as available-for-sale securities. The cash, cash equivalents and short-term investments at September 30, 2017 and December 31, 2016 were as follows:

	September 30, 2017			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
	(in thousands)			
Cash	\$ 53,639	\$ —	\$ —	\$ 53,639
Money market funds	4,777	—	—	4,777
Certificates of deposit	77,149	2	(14)	77,137
U.S. Government and agency securities	45,225	—	(112)	45,113
Commercial paper	36,992	6	(22)	36,976
Corporate bonds	94,056	53	(80)	94,029
Municipal bonds	15,728	—	(31)	15,697
Foreign government bonds	18,818	1	(28)	18,791
Total	346,384	62	(287)	346,159
Less amounts classified as cash and cash equivalents	(58,416)	—	—	(58,416)
Short-term investments	\$ 287,968	\$ 62	\$ (287)	\$ 287,743

	December 31, 2016			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
	(in thousands)			
Cash	\$ 54,947	\$ —	\$ —	\$ 54,947
Money market funds	1,833	—	—	1,833
Certificates of deposit	78,643	—	—	78,643
U.S. Government and agency securities	56,431	2	(86)	56,347
Commercial paper	29,486	—	(3)	29,483
Corporate bonds	94,292	37	(167)	94,162
Municipal bonds	7,718	—	(12)	7,706
Foreign government bonds	5,327	—	(7)	5,320
Total	328,677	39	(275)	328,441
Less amounts classified as cash and cash equivalents	(56,780)	—	—	(56,780)
Short-term investments	\$ 271,897	\$ 39	\$ (275)	\$ 271,661

Interest income and gains on short-term investments, net were \$1.0 million and \$0.7 million for the three months ended September 30, 2017 and 2016, respectively. Interest income and gains on short-term investments, net were \$2.8 million and \$1.2 million for the nine months ended September 30, 2017 and 2016, respectively. At September 30, 2017, gross unrealized losses on investments that were in a gross unrealized loss position for greater than 12 months were immaterial. These investments were not deemed to be other-than-temporarily impaired and the gross unrealized losses were recorded in other comprehensive income (loss) ("OCI").

MELLANOX TECHNOLOGIES, LTD.

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

The contractual maturities of short-term investments at September 30, 2017 and December 31, 2016 were as follows:

	September 30, 2017		December 31, 2016	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
(in thousands)				
Due in less than one year	\$ 204,399	\$ 204,315	\$ 157,270	\$ 157,163
Due in one to three years	83,569	83,428	114,627	114,498
	<u>\$ 287,968</u>	<u>\$ 287,743</u>	<u>\$ 271,897</u>	<u>\$ 271,661</u>

*Equity investments in privately-held companies:*

As of September 30, 2017 and December 31, 2016, the Company held a total of \$22.2 million and \$12.7 million, respectively, in equity investments in privately-held companies.

**NOTE 6—GOODWILL AND INTANGIBLE ASSETS:**

The following table represents changes in the carrying amount of goodwill:

	(in thousands)
Carrying amount of goodwill at December 31, 2016	\$ 471,228
Acquisitions	1,209
Balance as of September 30, 2017	<u>\$ 472,437</u>

The carrying amounts of intangible assets as of September 30, 2017 were as follows:

	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
(in thousands)			
Licensed technology	\$ 39,311	\$ (13,356)	\$ 25,955
Developed technology	250,043	(107,433)	142,610
Customer relationships	69,776	(23,020)	46,756
Trade names	5,600	(2,990)	2,610
Total finite-lived amortizable intangible assets	<u>364,730</u>	<u>(146,799)</u>	<u>217,931</u>
In-process research and development	29,500	—	29,500
Total intangible assets	<u>\$ 394,230</u>	<u>\$ (146,799)</u>	<u>\$ 247,431</u>

**MELLANOX TECHNOLOGIES, LTD.**

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

The carrying amounts of intangible assets as of December 31, 2016 were as follows:

	<b>Gross Carrying Value</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Value</b>
	(in thousands)		
Licensed technology	\$ 24,583	\$ (6,559)	\$ 18,024
Developed technology	250,043	(75,591)	174,452
Customer relationships	69,776	(17,731)	52,045
Backlog	11,300	(11,300)	—
Trade names	5,600	(1,590)	4,010
Total finite-lived amortizable intangible assets	361,302	(112,771)	248,531
In-process research and development	29,500	—	29,500
Total intangible assets	<u>\$ 390,802</u>	<u>\$ (112,771)</u>	<u>\$ 278,031</u>

Amortization expense of intangible assets totaled approximately \$15.2 million and \$17.1 million for the three months ended September 30, 2017 and 2016, respectively. Amortization expense of intangible assets totaled approximately \$45.3 million and \$44.8 million for the nine months ended September 30, 2017 and 2016, respectively.

The estimated future amortization expense from amortizable intangible assets is as follows:

	(in thousands)
2017 (remaining three months)	\$ 15,971
2018	58,446
2019	50,607
2020	38,537
2021	30,680
Thereafter	23,690
Total	<u>\$ 217,931</u>

**NOTE 7—DERIVATIVES AND HEDGING ACTIVITIES:**

The Company enters into foreign currency forward and option contracts with financial institutions to protect against foreign exchange risks, mainly the exposure to changes in the exchange rate of the New Israeli Shekels ("NIS") against the U.S. dollar that are associated with forecasted cash flows and existing assets and liabilities. The Company accounts for its derivative instruments as either assets or liabilities and carries them at fair value. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and the resulting designation.

MELLANOX TECHNOLOGIES, LTD.

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

*Fair Value of Derivative Contracts*

The fair value of derivatives contracts in the unaudited condensed consolidated balance sheets at September 30, 2017 and December 31, 2016 were as follows:

	Other current assets		Accrued liabilities		Other current assets		Accrued liabilities	
	September 30, 2017				December 31, 2016			
	(in thousands)							
Derivatives designated as hedging instruments								
Currency forward and option contracts	\$	1,384	\$	72	\$	257	\$	999
Derivatives not designated as hedging instruments								
Currency forward and option contracts	\$	—	\$	8	\$	—	\$	7
<b>Total derivatives</b>	<b>\$</b>	<b>1,384</b>	<b>\$</b>	<b>80</b>	<b>\$</b>	<b>257</b>	<b>\$</b>	<b>1,006</b>

The gross notional amounts of derivative contracts were NIS denominated. The notional amounts of outstanding derivative contracts in U.S. dollars at September 30, 2017 and December 31, 2016 were as follows:

	September 30, 2017		December 31, 2016	
	(in thousands)			
Derivatives designated as hedging instruments				
Currency forward and option contracts	\$	54,690	\$	105,730
Derivatives not designated as hedging instruments				
Currency forward and option contracts	\$	43,922	\$	34,330

*Effect of Derivatives Designated as Hedging Instruments on Accumulated Other Comprehensive Income*

The following table represents the unrealized gains (losses) of derivatives designated as hedging instruments, net of tax effects, that were recorded in accumulated other comprehensive income as of September 30, 2017 and December 31, 2016 and their effect on OCI for the nine months ended September 30, 2017 :

	(in thousands)	
December 31, 2016	\$	(692)
Amount of gain recognized in OCI (effective portion)		7,844
Amount of gain reclassified from OCI to income (effective portion)		(5,791)
September 30, 2017	\$	1,361

*Effect of Derivative Contracts on the Unaudited Condensed Consolidated Statement of Operations*

The effect of derivative contracts on the unaudited condensed consolidated statements of operations for the three months ended September 30, 2017 and 2016 was as follows:

	Derivatives designated as hedging instruments		Derivatives not designated as hedging instruments	
	Three Months Ended September 30,		Three Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands)			
Operating income	\$	1,976	\$	328
Other income (loss)	\$	—	\$	(538)
			\$	715

MELLANOX TECHNOLOGIES, LTD.

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

The effect of derivative contracts on the unaudited condensed consolidated statements of operations for the nine months ended September 30, 2017 and 2016 was as follows:

	Derivatives designated as hedging instruments		Derivatives not designated as hedging instruments	
	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands)			
Operating income	\$ 5,791	\$ 489	\$ —	\$ —
Other income	\$ —	\$ —	\$ 2,767	\$ 1,258

**NOTE 8—COMMITMENTS AND CONTINGENCIES:**

**Commitments**

*Leases*

At September 30, 2017, future minimum payments under non-cancelable operating leases are as follows:

	(in thousands)
2017 (remaining three months)	\$ 5,751
2018	21,062
2019	15,835
2020	12,959
2021	11,207
Thereafter	63,610
Total minimum lease payments	<u>\$ 130,424</u>

*Purchase commitments*

At September 30, 2017, the Company had the following non-cancelable purchase commitments:

	(in thousands)
2017 (remaining three months)	\$ 78,212
2018	42,640
2019	1,293
2020	591
2021	536
Thereafter	536
	<u>\$ 123,808</u>

*Other Commitments*

*Operating lease*

On May 3, 2016, the Company entered into a lease agreement for additional office space expected to be built in Yokneam, Israel. The lease term expires 10 years after lease inception with no options to extend the lease term. The Company's occupancy of the additional office space and its obligation under the lease agreement is contingent on the lessor's attainment of stated milestones in the lease agreement. As such, the Company cannot make a reliable estimate as to the timing of cash payments under the lease. At September 30, 2017, the estimated total future lease obligation is approximately \$30.2 million. Over a





## MELLANOX TECHNOLOGIES, LTD.

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

twelve month period an estimated rental expense is approximately \$3.0 million , and if recognized, would increase the Company's operating expenses in its condensed consolidated statement of operations.

#### *Royalty-bearing grants*

The Company is obliged to pay royalties to the Israeli National Authority for Technological Innovation, previously known as the Office of the Chief Scientist of Israel's Ministry of Economy and Industry (the "OCS"), for research and development efforts partially funded through grants from the OCS and under approved plans in accordance with the Israeli Law for Encouragement of Research and Development in the Industry, 1984 (the "R&D Law"). Royalties are payable to the Israeli government at the rate of 4.5% of the revenues of the Company's products incorporating OCS-funded know-hows, and up to the amount of the grants received. The Company's obligation to pay these royalties is contingent on actual sales of the products, at which time a liability is recorded. In the absence of such sales, the Company cannot make a reliable estimate as to the timing of cash settlement of the royalties. At September 30, 2017 , the Company estimated a total future royalty obligation of approximately \$36.7 million , and if recognized, would increase the Company's cost of revenues in its condensed consolidated statement of operations.

#### *Unrecognized tax benefits*

Due to the inherent uncertainty with respect to the timing of future cash outflows associated with the Company's unrecognized tax benefits, it is unable to reliably estimate the timing of cash settlement with the respective taxing authorities. As of September 30, 2017 , the Company's unrecognized tax benefits totaled \$46.0 million , out of which an amount of \$28.6 million would reduce the Company's income tax expense and effective tax rate, if recognized.

### **Contingencies**

#### *Legal proceedings*

The Company is involved in a variety of claims, suits, investigations and proceedings that arise from time to time in the ordinary course of its business, including actions with respect to contracts, intellectual property, taxation, employment, benefits, securities, personal injuries and other matters. The results of these proceedings in the ordinary course of business are not expected to have a material adverse effect on the Company's condensed consolidated financial position or results of operations.

The Company records a liability when it believes that it is both probable that a liability will be incurred, and the amount of loss can be reasonably estimated. The Company evaluates, at least quarterly, developments in its legal matters that could affect the amount of liability that has been previously accrued and makes adjustments as appropriate. Significant judgment is required to determine both probability and the estimated amount of a loss or potential loss. The Company may be unable to reasonably estimate the reasonably possible loss or range of loss for a particular legal contingency for various reasons, including, among others: (i) if the damages sought are indeterminate; (ii) if proceedings are in the early stages; (iii) if there is uncertainty as to the outcome of pending proceedings (including motions and appeals); (iv) if there is uncertainty as to the likelihood of settlement and the outcome of any negotiations with respect thereto; (v) if there are significant factual issues to be determined or resolved; (vi) if the proceedings involve a large number of parties; (vii) if relevant law is unsettled or novel or untested legal theories are presented; or (viii) if the proceedings are taking place in jurisdictions where the laws are complex or unclear. In such instances, there is considerable uncertainty regarding the ultimate resolution of such matters, including a possible eventual loss, if any.

### **NOTE 9—SHARE INCENTIVE PLANS**

#### *Stock Option Plans*

On April 25, 2017, the Company's shareholders approved the Mellanox Technologies, Ltd. Second Amended and Restated Global Share Incentive Plan (2006) (the "Second Restated Plan"), which constitutes a second amendment and restatement of the Mellanox Technologies, Ltd. Global Share Incentive Plan (2006) and its appendices (the "2006 Plan"), as amended and restated by the Mellanox Technologies, Ltd. Amended and Restated Global Share Incentive Plan (2006) as of March 14, 2016 (the "First Restated Plan"). The Second Restated Plan became effective on February 14, 2017. The Second Restated Plan increases the ordinary shares reserved for issuance under the First Restated Plan by 1,640,000 shares to 2,390,000 shares plus any shares subject to issued and outstanding awards under the other equity incentive plans that existed prior to the First

MELLANOX TECHNOLOGIES, LTD.

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

Restated Plan that expire, are cancelled or otherwise terminated after the effective date of the First Restated Plan. The Second Restated Plan also extends the term of the First Restated Plan to February 14, 2027. In addition, the Second Restated Plan implements additional amendments to reflect compensation and governance best practices.

*Share option activity*

Share option activity under the Company's equity incentive plans in the nine months ended September 30, 2017 is set forth below:

	Options Outstanding	
	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2016	1,634,485	\$ 32.79
Options exercised	(193,791)	\$ 15.54
Options canceled	(32,355)	\$ 70.53
Outstanding at September 30, 2017	1,408,339	\$ 34.30

The total pretax intrinsic value of options exercised in the nine months ended September 30, 2017 and 2016 was \$6.3 million and \$9.8 million, respectively. This intrinsic value represents the difference between the fair market value of the Company's ordinary shares on the date of exercise and the exercise price of each option. Based on the closing price of the Company's ordinary shares of \$47.15 on September 30, 2017, the total pretax intrinsic value of options outstanding at September 30, 2017 was \$30.5 million. The total pretax intrinsic value of options outstanding at December 31, 2016 was \$29.0 million.

There were 1,405,804 and 1,624,756 options exercisable at September 30, 2017 and December 31, 2016, respectively. The total pretax intrinsic value of exercisable options at September 30, 2017 was \$30.5 million. The total pretax intrinsic value of exercisable options at December 31, 2016 was \$28.9 million.

*Restricted share unit activity*

RSU activity under the Company's equity incentive plans in the nine months ended September 30, 2017 is set forth below:

	Restricted Share Units Outstanding	
	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested restricted share units at December 31, 2016	3,324,519	\$ 46.67
Restricted share units granted	1,784,670	\$ 50.05
Restricted share units vested	(1,086,886)	\$ 46.43
Restricted share units canceled	(296,321)	\$ 47.52
Non-vested restricted share units at September 30, 2017	3,725,982	\$ 48.29

The weighted average fair value of RSUs granted in the nine months ended September 30, 2017 and 2016 was \$50.05 and \$48.58, respectively.

The total intrinsic value of all outstanding RSUs as of September 30, 2017 and December 31, 2016 was \$175.7 million and \$136.0 million, respectively.

*Employee Stock Purchase Plan activity*

There were 568,876 and 491,968 shares purchased under the ESPP for the nine months ended September 30, 2017 and 2016 at an average price per share of \$38.83 and \$35.50, respectively.

MELLANOX TECHNOLOGIES, LTD.

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

*Shares reserved for future issuance*

The Company had the following ordinary shares reserved for future issuance under its equity incentive plans as of September 30, 2017 :

	Number of Shares
Share options outstanding	1,408,339
Restricted share units outstanding	3,725,982
Shares authorized for future issuance	710,722
ESPP shares available for future issuance	3,425,469
Total shares reserved for future issuance as of September 30, 2017	<u>9,270,512</u>

*Share-based compensation*

The Company accounts for share-based compensation expense based on the estimated fair value of the share equity awards as of the grant dates.

The following weighted average assumptions were used to value ESPP shares issued pursuant to the Company's share incentive plans for the nine months ended September 30, 2017 and 2016 :

	Nine Months Ended September 30,	
	2017	2016
Dividend yield	—%	—%
Expected volatility	24.6%	36.4%
Risk free interest rate	1.20%	0.46%
Expected life, years	0.5	0.5

The following table summarizes the distribution of total share-based compensation expense in the unaudited condensed consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands)			
Cost of goods sold	\$ 473	\$ 627	\$ 1,530	\$ 1,773
Research and development	10,811	10,396	29,799	30,318
Sales and marketing	4,336	3,837	11,684	11,374
General and administrative	2,940	2,716	7,980	10,471
Total share-based compensation expense	<u>\$ 18,560</u>	<u>\$ 17,576</u>	<u>\$ 50,993</u>	<u>\$ 53,936</u>

Share-based compensation expense for the nine months ended September 30, 2016 included cash payments of \$4.8 million for the settlement of accelerated RSUs for individuals terminated on the closing date of the EZchip acquisition.

At September 30, 2017 , there was \$162.0 million of total unrecognized share-based compensation costs related to non-vested share-based compensation arrangements. The costs are expected to be recognized over a weighted average period of approximately 2.86 years .

MELLANOX TECHNOLOGIES, LTD.

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

**NOTE 10—ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS):**

The following table summarizes the changes in accumulated balances of other comprehensive income (loss) for the nine months ended September 30, 2017 and 2016 :

	Unrealized Gains (Losses) on Available- for-Sale Securities	Unrealized Gains (Losses) on Derivatives Designated as Hedging Instruments	Total
	(in thousands)		
Balance at December 31, 2016	\$ (236)	\$ (692)	\$ (928)
Other comprehensive income/(loss) before reclassifications, net of taxes	5	7,844	7,849
Realized (gains)/losses reclassified from accumulated other comprehensive income	6	(5,791)	(5,785)
Net current-period other comprehensive income/(loss), net of taxes	11	2,053	2,064
Balance at September 30, 2017	<u>\$ (225)</u>	<u>\$ 1,361</u>	<u>\$ 1,136</u>
Balance at December 31, 2015	\$ (578)	\$ (1,091)	\$ (1,669)
Other comprehensive income/(loss) before reclassifications, net of taxes	85	3,555	3,640
Realized (gains)/losses reclassified from accumulated other comprehensive income	484	(489)	(5)
Net current-period other comprehensive income/(loss), net of taxes	569	3,066	3,635
Balance at September 30, 2016	<u>\$ (9)</u>	<u>\$ 1,975</u>	<u>\$ 1,966</u>

The following table provides details about reclassifications out of accumulated other comprehensive income (loss) for the nine months ended September 30, 2017 and 2016:

	Realized (Gains)/Losses Reclassified from Accumulated Other Comprehensive Income (Loss)		Affected Line Item in the Statement of Operations
	Nine Months Ended September 30,		
	2017	2016	
	(in thousands)		
Realized (gains)/losses on derivatives designated as hedging instruments	\$ (5,791)	\$ (489)	Cost of revenues and Operating expenses:
	(329)	(14)	Cost of revenues
	(644)	(18)	General and administrative
	(566)	(28)	Sales and marketing
	(4,252)	(429)	Research and development
Realized (gains)/losses on available-for-sale securities	6	484	Other income, net
Total reclassifications for the period	<u>\$ (5,785)</u>	<u>\$ (5)</u>	Total

**NOTE 11—INCOME TAXES:**

As of September 30, 2017 and December 31, 2016 , the Company had gross unrecognized tax benefits of \$46.0 million and \$41.5 million , respectively. It is the Company's policy to classify accrued interest and penalties as part of the unrecognized tax benefits and record the expense in the provision for income taxes. The amount of accrued interest and penalties related to unrecognized tax benefits totaled \$ 2.6 million at September 30, 2017 and \$1.8 million at December 31, 2016 .

## MELLANOX TECHNOLOGIES, LTD.

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

On January 12, 2017, the Company received a ruling from the Israeli Tax Authorities ("ITA"), which approved a succession of mergers in a tax-exempted manner, subject to certain limitations (the "Tax-Exempted Merger"), in which EZchip Technologies Ltd., fully owned by EZchip, merged into EZchip, which in turn merged into the Company. The Tax-Exempted Merger resulted in a net increase of approximately \$0.9 million in deferred tax assets and a corresponding increase in benefit from taxes on income during the first quarter of 2017.

As of September 30, 2017, the 2014 through 2016 tax years are open and may be subject to potential examinations in the United States. The Company has net operating losses in the United States from prior tax periods beginning in 2002 which may be subject to examination upon utilization in future tax periods. As of September 30, 2017, the 2011 through 2016 tax years are open and may be subject to potential examinations in Denmark and Israel. As of September 30, 2017, the income tax returns of the Company and one of its subsidiaries in Israel are under examination by the ITA for certain years from 2011 to 2014.

The Company's operations in Israel were granted "Approved Enterprise" status by the Investment Center in the Israeli Ministry of Economy and "Beneficiary Enterprise" status from the Israeli Income Tax Authority, which makes the Company eligible for tax benefits under the Israeli Law for Encouragement of Capital Investments, 1959 (the "Encouragement Law"). Under the terms of the Beneficiary Enterprise program, income that is attributable to the Company's operations in Yokneam, Israel, is exempt from income tax commencing fiscal year 2011 through 2021. Income that is attributable to the Company's operations in Tel Aviv, Israel is subject to a reduced income tax rate (generally between 10.0% and the current corporate tax rate, depending on the percentage of foreign investment in the Company) commencing fiscal year 2013 through 2021.

On June 14, 2017, the Israeli government legislated new regulations regarding the "Preferred Technological Enterprise" regime, under which a company that complies with the terms may be entitled to certain tax benefits. The Company expects that its operation in Israel will comply with the terms of the Preferred Technological Enterprise regime. Therefore, the Company may utilize the tax benefits under this regime after the end of the benefit period of its Approved and Beneficiary Enterprise statuses (i.e. from fiscal year 2022 onwards). Under the new legislation, the majority of the Company's income from its operations in Yokneam, Israel, will be subject to a corporate rate of 7.5%, while the majority of the income from its operations in Tel-Aviv, Israel, will be subject to a corporate rate of 12.0%. As a result of the lower tax rates mentioned above, the Company recorded a decrease of approximately \$0.2 million in deferred tax assets and a corresponding increase in tax expense during the second quarter of 2017.

The Company's effective tax rate is highly dependent upon the geographic distribution of its worldwide earnings or losses, tax regulations and tax holiday benefits in Israel, and the effectiveness of the Company's tax planning strategies. The Company's effective tax rates were 38.4% and 6.8% for the three months ended September 30, 2017 and 2016, respectively. The Company's effective tax rates were (20.9)% and 25.6% for the nine months ended September 30, 2017 and 2016, respectively. The difference between the Company's effective tax rate and the 35.0% federal statutory rate for the nine months ended September 30, 2017 resulted primarily from the tax holiday in Israel and foreign earnings taxed at rates lower than the federal statutory rates, partially offset by the accrual of unrecognized tax benefits, interest and penalties associated with unrecognized tax positions, non-tax-deductible expenses such as share-based compensation and losses generated from subsidiaries without tax benefit.

The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous, and the Company is required to make many subjective assumptions and judgments regarding its income tax exposures. In addition, interpretations of and guidance surrounding income tax laws and regulations are subject to change over time. Any changes in the Company's subjective assumptions and judgments could materially affect amounts recognized in its condensed consolidated balance sheets and statements of operations.

The Company has maintained a valuation allowance against deferred tax assets of certain subsidiaries. The Company assesses its ability to recover its deferred tax assets on an ongoing basis. Significant management judgment is required in determining any valuation allowance recorded against deferred tax assets. In evaluating the ability to recover deferred tax assets, the Company considers available positive and negative evidence including its recent cumulative losses, its ability to carry-back losses against prior taxable income and its projected financial results. The Company also considers, commensurate with its objective verifiability, the forecast of future taxable income including the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. A valuation allowance may be recorded in the event it is deemed to be more-likely-than-not that the deferred tax asset cannot be realized. Previously established valuation allowances may also be released in the event it is deemed to be more-likely-than-not that the deferred tax asset can be realized. Any release of valuation allowance will be recorded as a tax benefit which will positively impact the Company's operating results.

MELLANOX TECHNOLOGIES, LTD.

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

Management has determined on the basis of the quarterly assessment performed at September 30, 2017, that these deferred tax assets are not more-likely-than-not to be realized.

**NOTE 12—OTHER INCOME, NET:**

Other income, net is summarized in the following table:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands)			
Interest income and gains on short-term investments, net	\$ 1,018	\$ 675	\$ 2,846	\$ 1,524
Foreign exchange loss, net	(92)	(4)	(414)	(370)
Other	30	(65)	34	(172)
Other income, net	\$ 956	\$ 606	\$ 2,466	\$ 982

**NOTE 13—TERM DEBT:**

In connection with the Company's acquisition of EZchip, on February 22, 2016, the Company and its wholly owned subsidiary, Mellanox Technologies, Inc., entered into a \$280.0 million variable interest rate Term Debt note maturing February 21, 2019. Debt issuance costs of \$5.5 million on the Term Debt are being amortized to interest expense at the effective interest rate over the contractual term of the Term Debt. The Term Debt allows for voluntary prepayments at any time and additional term loan borrowings under certain conditions.

The following table presents the Term Debt at September 30, 2017:

	(in thousands)
Term Debt, principal amount	\$ 200,000
Less unamortized debt issuance costs	2,218
Term Debt, principal net of unamortized debt issuance costs	\$ 197,782
Effective interest rate	3.56%

During the nine months ended September 30, 2017 the Company paid \$46.0 million of principal. At September 30, 2017, future contractual principal payments on the Company's Term Debt is summarized as follows:

	(in thousands)
2017 remainder of year	\$ —
2018	42,500
2019	157,500
	\$ 200,000

The Term Debt bears interest through maturity at a variable rate based upon, at the Company's option, either (a) the LIBOR rate for Eurocurrency borrowing or (b) an Alternate Base Rate ("ABR"), which is the highest of (i) the administrative agent's prime rate, (ii) one-half of 1.00% in excess of the overnight U.S. Federal Funds rate, and (iii) 1.00% in excess of the one-month LIBOR, plus in each case, an applicable margin. The applicable margin for Eurocurrency loans ranges, based on the applicable total net leverage ratio, from 1.25% to 2.00% per annum and the applicable margin for ABR loans ranges, based on the applicable total net leverage ratio, from 0.25% to 1.00% per annum.

The Term Debt contains a number of covenants and restrictions that among other things, and subject to certain agreed upon exceptions, require the Company and its subsidiaries to satisfy certain financial covenants and restricts the ability of the Company and its subsidiaries to incur liens, incur additional indebtedness, make loans and investments, engage in mergers and acquisitions, engage in asset sales, declare dividends or redeem or repurchase capital stock, prepay, redeem or purchase



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

subordinated debt and amend or otherwise alter debt agreements, in each case, subject to certain agreed upon exceptions. A failure to comply with these covenants could permit the lenders under the Term Debt to declare all amounts borrowed under the Term Debt, together with accrued interest and fees, to be immediately due and payable. At September 30, 2017, the Company was in compliance with the covenants for the Term Debt.

**NOTE 14—SUBSEQUENT EVENT:**

On October 31, 2017, the Company made a \$126.0 million prepayment against the principal balance of the Term Debt.



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

*The following discussion and analysis of our financial condition as of September 30, 2017 and results of operations for the three and nine months ending September 30, 2017 and 2016 should be read together with our financial statements and related notes included elsewhere in this report. This discussion and analysis contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that involve risks, uncertainties and assumptions. Words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "predict," "potential" and similar expressions, as they relate to us, our business and our management, are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this report. The identification of certain statements as "forward-looking" is not intended to mean that other statements not specifically identified are not forward-looking. All statements other than statements about historical facts are statements that could be deemed forward-looking statements, including, but not limited to, statements that relate to our future revenues, product development and introductions, customer demand, our dependence on key customers for a substantial portion of our revenue, performance of our subcontractors, growth rates, market adoption of our products, competitive factors, gross margins, levels of research, development and other related costs, expenditures, protection of our proprietary rights and patents, tax expenses and benefits, cash flows, management's plans and objectives for current and future operations, and worldwide economic conditions.*

*Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those set forth under the section entitled "Risk Factors" in Part II, Item 1A of this report and in the section entitled "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for fiscal year ended December 31, 2016. We urge you not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. All forward-looking statements included in this report are based on information available to us on the date of this report, and we assume no obligation to update any forward-looking statements contained in this report. Quarterly financial results may not be indicative of the financial results of future periods.*

*Unless the context requires otherwise, references in this report to the "Company," "we," "us" and "our" refer to Mellanox Technologies, Ltd. and its wholly owned subsidiaries.*

### Overview

#### General

We are a fabless semiconductor company that designs, manufactures (through subcontractors) and sells high-performance interconnect products and solutions primarily based on the Ethernet and InfiniBand standards. Our products facilitate efficient data transmission between servers, storage systems, communications infrastructure equipment and other embedded systems. We operate our business globally and offer products to customers at various levels of integration. The products we offer include integrated circuits ("ICs"), adapter cards, switch systems, cables, modules, software, services and accessories. Together these products form a total end-to-end integrated networking solution focused on computing, storage and communication applications used in multiple markets, including High Performance Computing ("HPC"), cloud, Web 2.0, Big Data, machine learning, storage, telecommunications, financial services, and enterprise data centers. These solutions increase performance, application efficiency and improve return on investment. Through the successful development and implementation of multiple generations of our products, we have established significant expertise and competitive advantages.

As a leader in developing multiple generations of high-speed interconnect solutions, we have established strong relationships with our customers. Our products are incorporated in servers and associated networking solutions produced by the largest server vendors. We supply our products to leading storage and communications infrastructure equipment vendors. Additionally, our products are used in embedded solutions.

We are one of the pioneers of InfiniBand, an industry-standard architecture for high-performance interconnects. We believe InfiniBand interconnect solutions deliver industry-leading performance, efficiency and scalability for clustered computing and storage systems that incorporate our products. In addition to supporting InfiniBand, our products also support industry-standard Ethernet transmission protocols providing unique product differentiation and connectivity flexibility. Our products serve as building blocks for creating reliable and scalable InfiniBand and Ethernet solutions with leading performance. We are a leading supplier of 25/50/100Gb/s Ethernet adapters, switches, optical modules, and cables. This provides us with the opportunity to gain share in the Ethernet market as users upgrade from 1Gb/s or 10Gb/s directly to 25/40/50 or 100Gb/s.

### ***EZchip Acquisition***

On February 23, 2016, we completed our acquisition of EZchip, a public company formed under the laws of the State of Israel, at which time EZchip became our wholly owned subsidiary. Under the terms of the Merger Agreement the net cash purchase price of \$693.7 million consisted of a \$781.2 million cash payment for all outstanding common shares of EZchip at the price of \$25.50 per share, net of \$87.5 million cash received. We also assumed 891,822 EZchip RSUs and converted them to 499,894 equivalent Mellanox RSU awards. The fair value of the converted RSUs was determined based on the per share value of the underlying Mellanox ordinary shares of \$46.40 per share as of the acquisition date. The 499,894 RSUs had a total aggregate value of \$23.2 million, of which \$1.0 million was recorded as a component of the purchase price for service rendered prior to the acquisition date and \$22.2 million will be recognized as share-based compensation expense over the remaining required service period of up to 2.25 years from the acquisition date.

In connection with the acquisition, we entered into a \$280.0 million variable interest rate Term Debt maturing February 21, 2019. At September 30, 2017, the principal and carrying value of the Term Debt was \$200.0 million and \$197.8 million, respectively.

We accounted for the transaction using the acquisition method, which requires, among other things, that the assets acquired and liabilities assumed in a business combination be recognized at their respective estimated fair values as of the acquisition date.

There were no acquisition-related expenses for the EZchip acquisition for the three months ended September 30, 2017. Acquisition-related expenses for the EZchip acquisition for the nine months ended September 30, 2017 were \$0.3 million and primarily consisted of employee-related expenses. Acquisition-related expenses for the EZchip acquisition for the three and nine months ended September 30, 2016 were \$0.4 million and \$7.5 million, respectively, and consisted primarily of investment banking, consulting, and other professional fees and employee-related expenses.

### ***Amortization of Intangible Assets from Acquisitions***

Intangible assets from acquisitions subject to amortization are comprised of trade names, customer relationships, backlog, and developed technology. In connection with the EZchip acquisition, we recognized \$254.5 million of finite-lived intangible assets subject to amortization over their useful lives of 1 to 9 years. Amortization of intangible assets, including acquired intangible assets, was \$15.2 million and \$17.1 million for the three months ended September 30, 2017 and 2016, respectively. Amortization of intangible assets was \$45.3 million and \$44.8 million for the nine months ended September 30, 2017 and 2016, respectively. For additional information about intangible assets from acquisitions, see Note 6 in the notes to the unaudited condensed consolidated financial statements.

### ***Litigation Settlement***

On March 7, 2016, we entered into a settlement and patent license agreement that resolved all litigation matters between Avago Technologies Ltd. (now Broadcom Limited) ("Avago"), IPtronics, Inc., IPtronics A/S (now Mellanox Technologies Denmark Aps) and Mellanox. Under the settlement, we agreed with Avago not to sue each other for a period of 5 years. The settlement was deemed not contributory to our operations or products sold. As a result, we recorded a settlement expense in our operating expenses in the amount of \$5.1 million in our first quarter ended March 31, 2016.

### ***Our Business***

**Revenues.** We derive revenues from sales of our ICs, boards, switch systems, cables, modules, software, accessories and other product groups. Revenues for the three months ended September 30, 2017 were \$225.7 million compared to \$224.2 million for the three months ended September 30, 2016, representing an increase of \$1.5 million, or approximately 0.7%. Revenues for the nine months ended September 30, 2017 were \$626.3 million compared to \$635.8 million for the nine months ended September 30, 2016, representing a decrease of \$9.5 million, or approximately 1.5%. Our revenues for the nine months ended September 30, 2017 are not necessarily indicative of our future results. In order to increase our annual revenues, we must continue to achieve design wins over other Ethernet providers and providers of competing interconnect technologies. We consider a design win to occur when an original equipment manufacturer ("OEM"), or contract manufacturer notifies us that it has selected our products to be incorporated into a product or system under development. Because the life cycles for our customers' products can last for several years if these products have successful commercial introductions, we expect to continue to generate revenues over an extended period of time for each successful design win.

Our products have broad adoption with multiple end customers across HPC, Web 2.0, cloud, Big Data, machine learning, telecommunications, enterprise data center, financial services and storage markets. These markets are mainly served by leading server, storage and communications infrastructure OEMs. Therefore, we have derived a substantial portion of our revenues from a relatively small number of OEM customers. Sales to our top ten customers represented 56.4% and 55.0% of our total revenues

for the nine months ended September 30, 2017 and 2016, respectively. Sales to customers representing 10% or more of revenues accounted for 23.6% and 16.0% of our total revenues for the nine months ended September 30, 2017 and 2016, respectively. The loss of one or more of our principal customers, the reduction or deferral of purchases, or changes in the mix of our products ordered by any one of these customers could cause our revenues to decline materially if we are unable to increase our revenues from other customers. Our customers, including our most significant customers, are not obligated by long-term contracts to purchase our products and may cancel orders with limited potential penalties. If any of our large customers reduces or cancels its purchases from us for any reason, it could have an adverse effect on our revenues and results of operations.

*Cost of revenues and gross profit.* The cost of revenues consists primarily of the cost of silicon wafers purchased from our foundry supplier, costs associated with the assembly, packaging and production testing of our ICs, outside processing costs associated with the manufacture of our products, royalties due to third parties, warranty costs, excess and obsolete inventory costs, depreciation and amortization, and costs of personnel associated with production management, quality assurance and services. In addition, after we purchase wafers from our foundries, we also face yield risk related to manufacturing these wafers into semiconductor devices. Manufacturing yield is the percentage of acceptable product resulting from the manufacturing process, as identified when the product is tested as a finished IC. If our manufacturing yields decrease, our cost per unit increases, which could have a significant adverse impact on our cost of revenues. We do not have long-term pricing agreements with foundry suppliers and contract manufacturers. Accordingly, our costs are subject to price fluctuations based on the overall cyclical demand for semiconductors.

We purchase our inventory pursuant to standard purchase orders. We estimate that lead times for delivery of our finished semiconductors from our foundry supplier and assembly, packaging and production testing subcontractor are approximately three to four months, lead times for delivery from our adapter card manufacturing subcontractor are approximately eight to ten weeks, lead times for delivery from our cable and transceiver manufacturing subcontractor are approximately ten to twelve weeks, and lead times for delivery from our switch systems manufacturing subcontractors are approximately twelve weeks. We build inventory based on forecasts of customer orders rather than the actual orders themselves.

We expect our cost of revenues as a percentage of sales to increase in the future as a result of a reduction in the average sale price of our products and a lower percentage of revenue deriving from sales of ICs and boards, which generally yield higher gross margins than sales of switches and cables. This trend will depend on overall customer demand for our products, our product mix, competitive product offerings and related pricing and our ability to reduce manufacturing costs.

#### ***Operational expenses***

*Research and development expenses.* Our research and development expenses consist primarily of salaries, share-based compensation and associated costs for employees engaged in research and development, depreciation, amortization of intangibles, allocable facilities related and administrative expenses and tape-out costs. Tape-out costs are expenses related to the manufacture of new ICs, including charges for mask sets, prototype wafers, mask set revisions and testing incurred before releasing new ICs into production. We anticipate research and development expenses will increase in future periods based on an increase in personnel to support our product development activities and the introduction of new products.

*Sales and Marketing Expenses.* Sales and marketing expenses consist primarily of salaries, incentive compensation, share-based compensation and associated costs for employees engaged in sales, marketing and customer support, advertising, trade shows and promotions, travel, amortization of intangibles, and allocable facilities related and administrative expenses. We expect these expenses will increase in absolute dollars in future periods based on an increase in sales and marketing personnel and increased marketing activities.

*General and Administrative Expenses.* General and administrative expenses consist primarily of salaries, share-based compensation and associated costs for employees engaged in finance, legal, human resources and administrative activities, professional service expenses for accounting, corporate legal fees and allocable facilities related and administrative expenses. We expect these expenses will increase in absolute dollars in future periods based on an increase in personnel and professional services required to support our business activities.

#### ***Taxes on Income***

Our operations in Israel have been granted "Approved Enterprise" status by the Investment Center of the Israeli Ministry of Economy and Industry and "Beneficiary Enterprise" status by the Israeli Income Tax Authority, which makes us eligible for tax benefits under the Encouragement Law. Under the terms of the Beneficiary Enterprise program, income that is attributable to our operations in Yokneam, Israel is exempt from income tax commencing fiscal year 2011 through 2021. Income that is attributable to our operations in Tel Aviv, Israel is subject to a reduced income tax rate (generally between 10.0% and the current corporate tax rate, depending on the percentage of foreign investment in the Company) commencing fiscal year 2013 through 2021.

On June 14, 2017, the Israeli government legislated new regulations regarding the "Preferred Technological Enterprise" regime, under which a company that complies with the terms may be entitled to certain tax benefits. The Company expects that its operation in Israel will comply with the terms of the Preferred Technological Enterprise regime. Therefore, the Company may utilize the tax benefits under this regime after the end of the benefit period of its Approved and Beneficiary Enterprise statuses (i.e. from fiscal year 2022 onwards). Under the new legislation, the majority of the Company's income from its operations in Yokneam, Israel, will be subject to a corporate rate of 7.5% , while the majority of the income from its operations in Tel-Aviv, Israel, will be subject to a corporate rate of 12.0% . As a result of the lower tax rates mentioned above, the Company recorded a decrease of approximately \$0.2 million in deferred tax assets and a corresponding increase in tax expense during the second quarter of 2017.

To prepare our unaudited condensed consolidated financial statements, we estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual tax exposure together with assessing temporary differences resulting from the differing treatment of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our condensed consolidated balance sheet.

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

Our unaudited condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

We believe that the assumptions and estimates associated with revenue recognition, allowances for doubtful accounts, investment valuation, warranty reserves, inventory reserves, long-term asset valuations, useful lives of property, equipment, and intangibles, accounting for business combinations, goodwill and purchased intangible asset valuation, investments in privately-held companies, accounting and fair value of financial instruments and derivatives, deferred income tax asset valuation, uncertain tax positions, and litigation and other loss contingencies have the greatest potential impact on our unaudited condensed consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates. For further information on all of our significant accounting policies, please see Note 1, "The Company and Summary of Significant Accounting Policies," in the accompanying notes to our unaudited condensed consolidated financial statements.

See our Annual Report on Form 10-K for the year ended December 31, 2016 , filed with the SEC on February 17, 2017, for a discussion of additional critical accounting policies and estimates. Other than the adoption of ASU No. 2016-09 as discussed in Note 1 of the financial statements, there have been no changes in our critical accounting policies as compared to what was disclosed in the Form 10-K for the year ended December 31, 2016 .

## Results of Operations

The following table sets forth our condensed consolidated statements of operations as a percentage of revenues for the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Total revenues	100 %	100 %	100 %	100 %
Cost of revenues	34	35	34	36
Gross profit	66	65	66	64
Operating expenses:				
Research and development	40	37	43	37
Sales and marketing	17	15	18	15
General and administrative	6	6	6	9
Total operating expenses	63	59	67	61
Income (loss) from operations	3	6	(1)	3
Interest expense	(1)	(1)	(1)	(1)
Other income, net	1	1	—	—
Interest and other, net	—	—	(1)	(1)
Income (loss) before taxes on income	3	6	(2)	2
Provision for taxes on income	1	1	1	1
Net income (loss)	2 %	5 %	(3) %	1 %

### Comparison of the Three Months Ended September 30, 2017 to the Three Months Ended September 30, 2016

The following tables represent our total revenues for the three months ended September 30, 2017 and 2016 by product type and interconnect protocol:

	Three Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
ICs	\$ 48,074	21.3%	\$ 51,462	23.0%
Boards	84,247	37.3%	84,022	37.5%
Switch systems	56,677	25.1%	51,622	23.0%
Cables, accessories and other	36,701	16.3%	37,105	16.5%
Total Revenue	\$ 225,699	100.0%	\$ 224,211	100.0%

	Three Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
InfiniBand:				
EDR	\$ 45,067	20.0%	\$ 30,715	13.7%
FDR	46,123	20.4%	77,678	34.6%
QDR/DDR/SDR	8,995	4.0%	12,428	5.6%
Total	100,185	44.4%	120,821	53.9%
Ethernet	110,673	49.0%	89,558	39.9%
Other	14,841	6.6%	13,832	6.2%
Total revenue	\$ 225,699	100.0%	\$ 224,211	100.0%

*Revenues.* Revenues were \$225.7 million for the three months ended September 30, 2017, compared to \$224.2 million for the three months ended September 30, 2016, representing an increase of \$1.5 million, or approximately 0.7%. Year-over-year InfiniBand revenue decreased by \$20.6 million, mainly due to lower revenue in the storage and embedded markets caused by customer consolidation and technology transitions. Ethernet product sales increased by \$21.1 million primarily due to the

adoption of our 25/50/100 gigabit solutions. The revenues for the three months ended September 30, 2017 are not necessarily indicative of future results.

*Gross Profit and Margin.* Gross profit was \$148.4 million for the three months ended September 30, 2017, compared to \$146.0 million for the three months ended September 30, 2016, representing an increase of \$2.3 million, or approximately 1.6%. Gross margin increased to 65.7% in the three months ended September 30, 2017 from approximately 65.1% in the three months ended September 30, 2016. The improvement in gross margin was primarily due to the amortization cost of inventory step-up of \$0.7 million and backlog of \$2.9 million related to the EZchip acquisition incurred during the three months ended September 30, 2016, partially offset by the change in product mix. Gross margin for the three months ended September 30, 2017 is not necessarily indicative of future results.

*Research and Development.*

The following table presents details of our research and development expenses for the periods indicated:

	Three Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
Salaries and benefits	\$ 50,480	22.4%	\$ 44,110	19.7%
Share-based compensation	10,811	4.8%	10,396	4.6%
Development and tape-out costs	8,115	3.6%	9,468	4.3%
Other	21,510	9.5%	19,637	8.7%
<b>Total Research and development</b>	<b>\$ 90,916</b>	<b>40.3%</b>	<b>\$ 83,611</b>	<b>37.3%</b>

Research and development expenses were \$90.9 million for the three months ended September 30, 2017, compared to \$83.6 million for the three months ended September 30, 2016, representing an increase of \$7.3 million, or approximately 8.7%. The increase in salaries and benefits expenses was primarily attributable to headcount additions and merit increases. The increase in other expenses was primarily due to higher depreciation expense, amortization costs related to acquired intangible assets, and facilities costs. We expect that research and development expenses will increase in absolute dollars in future periods as we continue to devote more resources to develop new products, meet the changing requirements of our customers, expand into new markets and technologies and hire additional personnel.

Please refer to " *Share-based Compensation Expense* " below for a discussion of its impact on research and development expenses.

*Sales and Marketing.*

The following table presents details of our sales and marketing expenses for the periods indicated:

	Three Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
Salaries and benefits	\$ 22,842	10.1%	\$ 19,774	8.8%
Share-based compensation	4,336	1.9%	3,837	1.7%
Trade shows and promotions	4,188	1.9%	5,033	2.2%
Other	6,463	2.9%	5,764	2.6%
<b>Total Sales and marketing</b>	<b>\$ 37,829</b>	<b>16.8%</b>	<b>\$ 34,408</b>	<b>15.3%</b>

Sales and marketing expenses were \$37.8 million for the three months ended September 30, 2017, compared to \$34.4 million for the three months ended September 30, 2016, representing an increase of \$3.4 million, or approximately 9.9%. The increase in salaries and benefits expenses was primarily related to headcount additions and merit increases.

Please refer to " *Share-based Compensation Expense* " below for a discussion of its impact on sales and marketing expenses.

*General and Administrative.*

The following table presents details of our general and administrative expenses for the periods indicated:

	Three Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
Salaries and benefits	\$ 5,191	2.3%	\$ 5,193	2.3%
Share-based compensation	2,940	1.3%	2,716	1.2%
Professional services	3,185	1.4%	3,498	1.6%
Other	1,723	0.8%	2,094	0.9%
<b>Total General and administrative</b>	<b>\$ 13,039</b>	<b>5.8%</b>	<b>\$ 13,501</b>	<b>6.0%</b>

General and administrative expenses were \$13.0 million for the three months ended September 30, 2017 , compared to \$13.5 million for the three months ended September 30, 2016 , representing a decrease of \$0.5 million , or approximately 3.4% .

Please refer to " *Share-based Compensation Expense* " below for a discussion of its impact on general and administrative expenses.

*Share-based Compensation Expense.*

The following table presents details of our share-based compensation expense that is included in each functional line item in our condensed consolidated statements of income:

	Three Months Ended September 30,	
	2017	2016
	(in thousands)	
Cost of goods sold	\$ 473	\$ 627
Research and development	10,811	10,396
Sales and marketing	4,336	3,837
General and administrative	2,940	2,716
	<b>\$ 18,560</b>	<b>\$ 17,576</b>

Share-based compensation expense was \$18.6 million for the three months ended September 30, 2017 , compared to \$17.6 million for the three months ended September 30, 2016 , representing an increase of \$1.0 million , or approximately 5.6% .

*Interest and other, net* in the three months ended September 30, 2017 was an expense of \$1.1 million as compared to \$1.6 million for the three months ended September 30, 2016 . The change was primarily attributable to a decrease in interest expense of \$0.2 million associated with the Term Debt and an increase of \$0.3 million in interest income and gains on short-term investments.

*Provision for Taxes on Income.* Our provision for taxes on income was \$2.1 million for the three months ended September 30, 2017 as compared to \$0.9 million for the three months ended September 30, 2016 .

Our effective tax rate was 38.4% and 6.8% for three months ended September 30, 2017 and 2016 , respectively. For the three months ended September 30, 2017 , the difference between the 38.4% effective tax rate and the 35.0% federal statutory rate resulted primarily from the accrual of unrecognized tax positions, interest and penalties associated with unrecognized tax positions, non-tax-deductible expenses such as share-based compensation expense, and losses generated from subsidiaries without tax benefits.

We assess our ability to recover our deferred tax assets on an ongoing basis. Significant management judgment is required in determining any valuation allowance recorded against deferred tax assets. In evaluating the ability to recover deferred tax assets, we consider available positive and negative evidence including our recent cumulative losses, our ability to carry-back losses against prior taxable income and our projected financial results. We also consider, commensurate with objective verifiability, the forecast of future taxable income including the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. A valuation allowance may be recorded in the event it is deemed to be more-likely-than-not that the deferred tax asset cannot be realized. Previously established valuation allowances may also be released in the

event it is deemed to be more-likely-than-not that the deferred tax asset can be realized. Any release of valuation allowance will be recorded as a tax benefit which will positively impact our operating results.

### Comparison of the Nine Months Ended September 30, 2017 to the Nine Months Ended September 30, 2016

The following tables represent our total revenues for the nine months ended September 30, 2017 and 2016 by product type and interconnect protocol:

	Nine Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
(dollars in thousands)				
ICs	\$ 124,559	19.9%	\$ 126,532	19.9%
Boards	228,964	36.6%	259,435	40.8%
Switch systems	160,012	25.5%	145,318	22.9%
Cables, accessories and other	112,777	18.0%	104,537	16.4%
<b>Total Revenue</b>	<b>\$ 626,312</b>	<b>100.0%</b>	<b>\$ 635,822</b>	<b>100.0%</b>

	Nine Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
(dollars in thousands)				
InfiniBand:				
EDR	\$ 144,126	23.0%	\$ 76,497	12.0%
FDR	138,930	22.2%	232,530	36.6%
QDR/DDR/SDR	22,225	3.5%	35,971	5.7%
<b>Total</b>	<b>305,281</b>	<b>48.7%</b>	<b>344,998</b>	<b>54.3%</b>
Ethernet	278,173	44.4%	246,210	38.7%
Other	42,858	6.9%	44,614	7.0%
<b>Total revenue</b>	<b>\$ 626,312</b>	<b>100.0%</b>	<b>\$ 635,822</b>	<b>100.0%</b>

*Revenues.* Revenues were \$626.3 million for the nine months ended September 30, 2017, compared to \$635.8 million for the nine months ended September 30, 2016, representing a decrease of \$9.5 million, or approximately 1.5%. Year-over-year InfiniBand revenue decreased by \$39.7 million, mainly due to lower revenue in the storage and embedded markets caused by customer consolidation and technology transitions. Ethernet product sales increased by \$32.0 million primarily due to the adoption of our 25/50/100 gigabit solutions. The revenues for the nine months ended September 30, 2017 are not necessarily indicative of future results.

*Gross Profit and Margin.* Gross profit was \$411.1 million for the nine months ended September 30, 2017, compared to \$407.3 million for the nine months ended September 30, 2016, representing an increase of \$3.8 million, or approximately 0.9%. Gross margin increased to 65.6% in the nine months ended September 30, 2017 from approximately 64.1% in the nine months ended September 30, 2016. The improvement in gross margin was primarily due to the decrease in the amortization cost of inventory step-up of \$8.3 million and backlog of \$11.3 million related to the EZchip acquisition, partially offset by the change in product mix and the effect of a full three quarters of amortization of the other acquired intangible assets for the nine months ended September 30, 2017, as opposed to approximately two and a half quarters of amortization for the nine months ended September 30, 2016. Gross margin for the nine months ended September 30, 2017 is not necessarily indicative of future results.



*Research and Development.*

The following table presents details of our research and development expenses for the periods indicated:

	Nine Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
Salaries and benefits	\$ 146,681	23.4%	\$ 126,380	19.9%
Share-based compensation	29,799	4.8%	30,318	4.8%
Development and tape-out costs	31,058	5.0%	27,618	4.3%
Other	64,217	10.1%	52,653	8.3%
<b>Total Research and development</b>	<b>\$ 271,755</b>	<b>43.3%</b>	<b>\$ 236,969</b>	<b>37.3%</b>

Research and development expenses were \$271.8 million for the nine months ended September 30, 2017, compared to \$237.0 million for the nine months ended September 30, 2016, representing an increase of \$34.8 million, or approximately 14.7%. The increase in salaries and benefits expenses was primarily attributable to headcount additions, including those associated with the EZchip acquisition and merit increases. The increase in development and tape-out costs reflects continued investments in new products. The increase in other expenses was primarily due to higher depreciation expense, amortization costs related to acquired intangible assets, and facilities costs. We expect that research and development expenses will increase in absolute dollars in future periods as we continue to devote more resources to develop new products, meet the changing requirements of our customers, expand into new markets and technologies and hire additional personnel.

Please refer to " *Share-based Compensation Expense* " below for a discussion of its impact on research and development expenses.

*Sales and Marketing.*

The following table presents details of our sales and marketing expenses for the periods indicated:

	Nine Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
Salaries and benefits	\$ 67,157	10.6%	\$ 56,002	8.8%
Share-based compensation	11,684	1.9%	11,374	1.8%
Trade shows and promotions	14,391	2.3%	14,969	2.4%
Other	18,464	2.9%	15,867	2.4%
<b>Total Sales and marketing</b>	<b>\$ 111,696</b>	<b>17.7%</b>	<b>\$ 98,212</b>	<b>15.4%</b>

Sales and marketing expenses were \$111.7 million for the nine months ended September 30, 2017, compared to \$98.2 million for the nine months ended September 30, 2016, representing an increase of \$13.5 million, or approximately 13.7%. The increase in salaries and benefits expenses was primarily related to headcount additions, including those associated with the EZchip acquisition, and merit increases. The increase in other expenses primarily reflects higher depreciation expense, amortization costs related to acquired intangible assets associated with the EZchip acquisition, and facilities costs.

Please refer to " *Share-based Compensation Expense* " below for a discussion of its impact on sales and marketing expenses.

*General and Administrative.*

The following table presents details of our general and administrative expenses for the periods indicated:

	Nine Months Ended September 30,			
	2017	% of Revenues	2016	% of Revenues
	(dollars in thousands)			
Salaries and benefits	\$ 15,919	2.5%	\$ 15,702	2.5%
Share-based compensation	7,980	1.2%	10,471	1.6%
Professional services	9,100	1.5%	22,771	3.6%
Other	5,035	0.9%	5,989	0.9%
<b>Total General and administrative</b>	<b>\$ 38,034</b>	<b>6.1%</b>	<b>\$ 54,933</b>	<b>8.6%</b>

General and administrative expenses were \$38.0 million for the nine months ended September 30, 2017, compared to \$54.9 million for the nine months ended September 30, 2016, representing a decrease of \$16.9 million, or approximately 30.8%. The decrease in professional services expenses was primarily due to the fact that during the nine months ended September 30, 2016 we incurred \$7.5 million of investment banking, consulting and other professional fees related to the EZchip acquisition, and \$5.1 million of litigation settlement costs and legal fees.

Please refer to " *Share-based Compensation Expense* " below for a discussion of its impact on general and administrative expenses.

*Share-based Compensation Expense.*

The following table presents details of our share-based compensation expense that is included in each functional line item in our condensed consolidated statements of income:

	Nine Months Ended September 30,	
	2017	2016
	(in thousands)	
Cost of goods sold	\$ 1,530	\$ 1,773
Research and development	29,799	30,318
Sales and marketing	11,684	11,374
General and administrative	7,980	10,471
	<b>\$ 50,993</b>	<b>\$ 53,936</b>

Share-based compensation expense was \$51.0 million for the nine months ended September 30, 2017, compared to \$53.9 million for the nine months ended September 30, 2016, representing a decrease of \$2.9 million, or approximately 5.5%. The decrease was primarily related to \$4.8 million of cash payments made during the nine months ended September 30, 2016 related to accelerated RSUs that were paid to individuals who were terminated on the closing date of the EZchip acquisition, partially offset by the additional expense due to new hires and focal grants.

*Interest and other, net* in the nine months ended September 30, 2017 was an expense of \$3.5 million as compared to \$4.4 million for the nine months ended September 30, 2016. The change was primarily attributable to the increase of \$1.3 million in interest income and gains on short-term investments, partially offset by the increase in interest expense of \$0.6 million associated with the Term Debt.

*Provision for Taxes on Income.* Our provision for taxes on income was \$2.9 million for the nine months ended September 30, 2017 as compared to a provision for taxes on income of \$3.3 million for the nine months ended September 30, 2016.

Our effective tax rate was (20.9)% and 25.6% for nine months ended September 30, 2017 and 2016, respectively. For the nine months ended September 30, 2017, the difference between the (20.9)% effective tax rate and the 35% federal statutory rate resulted primarily from the tax holiday in Israel and foreign earnings taxed at rates lower than the federal statutory rates, partially offset by the accrual of unrecognized tax positions, interest and penalties associated with unrecognized tax positions, non-tax-deductible expenses such as share-based compensation expense, and losses generated from subsidiaries without tax benefits.

## Liquidity and Capital Resources

Historically, we have financed our operations through a combination of sales of equity securities and cash generated by operating activities. As of September 30, 2017, our principal sources of liquidity consisted of cash and cash equivalents of \$58.4 million and short-term investments of \$287.7 million. In our first quarter ended March 31, 2016, we completed the acquisition of EZchip and financed it with cash on hand and with \$280.0 million from a variable-interest rate three-year Term Debt. During the nine months ended September 30, 2017, we paid \$46.0 million of principal. At September 30, 2017, the total amount of future payments related to the Term Debt was estimated at \$207.7 million. After taking into consideration expected increases in operating expenses and increases in capital expenditures to support our infrastructure and growth, we expect our current cash and cash equivalents, short-term investments, and cash flows from operating and financing activities will be sufficient to fund our operations and both our short-term and long-term liquidity requirements arising from the Term Debt.

We are an Israeli company and as of September 30, 2017, our subsidiaries outside of Israel held approximately \$12.9 million in cash, cash equivalents and short-term investments.

Our cash, cash equivalents, short-term investments and working capital balances at September 30, 2017 and December 31, 2016 were as follows:

	September 30, 2017	December 31, 2016
	(in thousands)	
Cash and cash equivalents	\$ 58,416	\$ 56,780
Short-term investments	287,743	271,661
Total	<u>\$ 346,159</u>	<u>\$ 328,441</u>
Working capital	<u>\$ 381,433</u>	<u>\$ 340,511</u>

Our ratio of current assets to current liabilities was 3.1 :1 and 2.6 :1 at September 30, 2017 and December 31, 2016, respectively.

### *Operating Activities*

Net cash provided by our operating activities amounted to \$94.4 million in the nine months ended September 30, 2017. The adjustments from net loss of \$16.8 million to net cash provided by operating activities mainly included net non-cash items of \$126.9 million, partially offset by gain on investments of \$(2.6) million, and changes in assets and liabilities of \$(13.0) million. Non-cash expenses consisted primarily of \$76.6 million of depreciation and amortization, and \$51.0 million of share-based compensation. The \$(13.0) million cash outflow from changes in assets and liabilities is attributed to a decrease of accounts payable of \$14.9 million primarily due to timing of payments, an increase in prepaid expenses and other assets of \$5.8 million, and a decrease of \$3.1 million in accrued liabilities and other liabilities, partially offset by a decrease in accounts receivable of \$8.4 million primarily due to timing of invoicing and collections, and a decrease in inventory of \$2.3 million.

Net cash provided by our operating activities amounted to \$137.3 million in the nine months ended September 30, 2016. Net cash provided by our operating activities was attributable to net income of \$9.5 million adjusted by net non-cash items of \$123.7 million, gain on investments of \$(1.2) million, and changes in assets and liabilities of \$5.3 million (excluding the changes to assets and liabilities as a result of the EZchip acquisition). Non-cash expenses consisted primarily of \$73.3 million of depreciation and amortization, \$49.1 million of share-based compensation, and \$1.3 million of deferred income taxes. The \$5.3 million cash inflow from changes in assets and liabilities, excluding the changes to the assets and liabilities as a result of the EZchip acquisition, is attributed to an increase of \$15.1 million in accrued liabilities and other liabilities primarily related to deferred revenue, a decrease in inventory of \$12.6 million, a decrease in prepaid expenses and other assets of \$5.3 million and an increase in accounts payable of \$4.9 million due to timing of payments. These were partially offset by an increase in accounts receivable of \$32.7 million, primarily due to higher revenues and the timing of revenues within the quarter.

### *Investing Activities*

Net cash used in investing activities was \$65.9 million in the nine months ended September 30, 2017. Cash used in investing activities was primarily attributable to \$35.2 million for purchases of property and equipment, \$13.5 million for purchases of investments in private companies, net purchases of short-term investments of \$13.4 million, and \$1.8 million for purchases of intangible assets.

Net cash used in investing activities was \$613.6 million in the nine months ended September 30, 2016. Cash used in investing activities was primarily attributable to \$693.7 million of net cash used to acquire EZchip and \$32.7 million for

purchases of property and equipment. These uses were partially offset by net proceeds from sales, maturities and purchases of short-term investments of \$121.0 million.

### **Financing Activities**

Net cash used in financing activities was \$26.9 million in the nine months ended September 30, 2017. Cash used in financing activities was primarily due to \$46.0 million of principal payments on the Term Debt, and \$6.0 million of payments on intangible asset financings. These were partially offset by \$25.1 million of proceeds from issuances of ordinary shares through our employee equity incentive plans.

Net cash provided by financing activities was \$268.6 million in the nine months ended September 30, 2016. Cash provided by financing activities was primarily due to \$280.0 million of proceeds from the Term Debt and \$21.6 million in proceeds from the issuance of ordinary shares through our employee equity incentive plans. These were offset by \$27.0 million of principal payments on the Term Debt, \$5.5 million of debt issuance costs and \$0.5 million of principal payments on capital lease obligations.

### **Contractual Obligations**

The following table summarizes our contractual obligations at September 30, 2017 and the effect those obligations are expected to have on our liquidity and cash flows in future periods:

	<b>Contractual Obligations:</b>			
	<b>Total</b>	<b>Non-cancelable operating lease commitments</b>	<b>Purchase commitments</b>	<b>Term Debt including interest</b>
	(in thousands)			
2017 (remainder of the year)	\$ 85,449	\$ 5,751	\$ 78,212	\$ 1,486
2018	111,798	21,062	42,640	48,096
2019	175,289	15,835	1,293	158,161
2020	13,550	12,959	591	—
2021	11,743	11,207	536	—
Thereafter	64,146	63,610	536	—
<b>Total</b>	<b>\$ 461,975</b>	<b>\$ 130,424</b>	<b>\$ 123,808</b>	<b>\$ 207,743</b>

*Purchase commitments.* Purchase commitments are defined as agreements that are enforceable and legally binding and that specify all significant terms including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Purchase orders for inventory are based on our current manufacturing needs and are generally fulfilled by our subcontractors within a period of eight to twelve weeks. We do not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed our expected requirements.

*Term Debt including interest.* The Term Debt commitment represents principal and interest payable. For additional information about the Term Debt, see Note 13 "Term Debt" in the notes to the unaudited condensed consolidated financial statements.

### **Other Commitments**

We also have contingent commitments primarily related to a facility lease agreement based on the achievement of certain agreed-upon milestones, and royalty payment contingencies based on revenue we may generate from the sales of certain products, the know-how of which was funded by Israeli government grants. For additional information about other commitments, see Note 8 "Commitments and Contingencies" in the notes to the unaudited condensed consolidated financial statements.

### **Recent Accounting Pronouncements**

See Note 1, "The Company and Summary of Significant Accounting Policies—Recent accounting pronouncements" in the notes to the unaudited condensed consolidated financial statements for a full description of recent accounting standards, including the respective dates of adoption and effects on our condensed consolidated financial position, results of operations and cash flows.

**Off-Balance Sheet Arrangements**

As of September 30, 2017 , we did not have any off-balance sheet arrangements.

### ITEM 3— *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

#### *Interest rate fluctuation risk*

*Investments.* Our investments consist of cash and cash equivalents, time deposits, money market funds and interest bearing investments in government debt securities, commercial paper, municipal bonds and corporate bonds with an average maturity of 9.3 months. The primary objective of our investment activities is to preserve principal and ensure liquidity while maximizing income without significantly increasing risk. By policy, we limit the amount of our credit exposure through diversification and restricting our investments to highly rated securities. At the time of purchase, we do not invest more than 4% of the total investment portfolio in individual securities, except U.S. Treasury or agency securities. Highly rated long-term securities are defined as having a minimum Moody's, Standard & Poor's or Fitch rating of A2 or A, respectively. Highly rated short-term securities are defined as having a minimum Moody's, Standard & Poor's or Fitch rating of P-1, A-1 or F-1, respectively. We have not experienced any significant losses on our cash equivalents or short-term investments. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to a fluctuation in interest rates, which may affect our interest income and the fair market value of our investments. An immediate 1% change in interest rates would have a \$1.8 million effect on the fair market value of our portfolio.

*Term Debt.* At September 30, 2017, we had \$200.0 million in principal of variable-interest rate Term Debt outstanding. A hypothetical 1.0% increase in the applicable interest rate would increase the interest expense on our outstanding debt by \$2.0 million for the following 12 months.

#### *Foreign currency exchange risk*

We derive all of our revenues in U.S. dollars. The U.S. dollar is our functional and reporting currency in all of our foreign locations. However, a significant portion of our liabilities, as well as our operating expenses, consisting principally of salaries and related personnel costs and facilities expenses, are denominated in NIS. This foreign currency exposure gives rise to market risk associated with exchange rate movements of the U.S. dollar against the NIS. Furthermore, we anticipate that a material portion of our expenses will continue to be denominated in NIS. To the extent the U.S. dollar weakens against the NIS, we will experience a negative impact on our net income.

To protect against foreign exchange risks associated with forecasted future cash flows and existing assets and liabilities, we have established a balance sheet and anticipated transaction risk management program. Currency derivative instruments and natural hedges are generally utilized in this hedging program. We do not enter into derivative instruments for trading or speculative purposes. We account for our derivative instruments as either assets or liabilities and carry them at fair value. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and the resulting designation.

Our hedging program reduces, but does not eliminate the impact of currency exchange rate movements (see Part II, Item 1A, "Risk Factors"). If we were to experience an immediate strengthening of NIS against USD of 10%, the impact on assets and liabilities denominated in NIS, after taking into account hedges and offsetting positions, would result in a loss before taxes of approximately \$0.1 million at September 30, 2017. There would also be an impact on future operating expenses denominated in currencies other than the U.S. dollar. For the month ending September 30, 2017, approximately \$19.7 million of our monthly expenses were denominated in NIS. As of September 30, 2017, we had derivative contracts designated as cash flow hedges in the notional amount of approximately 193 million NIS, or approximately \$54.7 million based upon the exchange rate on that day. In addition, as of September 30, 2017, we had derivative contracts hedging against NIS denominated assets and liabilities in the notional amount of approximately 155 million NIS, or approximately \$43.9 million based upon the exchange rate on that day.

Our derivatives expose us to credit risk to the extent that the counterparties may be unable to meet the terms of the agreement. We seek to mitigate such risk by limiting our counterparties to major financial institutions and by spreading the risk across a number of major financial institutions. However, failure of one or more of these financial institutions is possible and could result in incurred losses.

#### *Inflation related risk*

We believe that the rate of inflation in Israel has not had a material impact on our business to date. Our cost in Israel in U.S. dollar terms will increase if inflation in Israel exceeds the devaluation of the NIS against the U.S. dollar or if the timing of such devaluation lags behind inflation in Israel.

### ITEM 4— *CONTROLS AND PROCEDURES*

### ***Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO (principal executive officer) and CFO (principal financial officer), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of our disclosure controls and procedures as of September 30, 2017. Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of September 30, 2017 to provide the reasonable assurance described above.

### ***Changes in Internal Control Over Financial Reporting***

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2017 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

See Note 8, "Commitments and Contingencies—Legal Proceedings" in the notes to the unaudited condensed consolidated financial statements, included in Part I, Item 1 of this report, for a full description of legal proceedings and related contingencies and their effects on our condensed consolidated financial position, results of operations and cash flows.

We may, from time to time, become a party to various other legal proceedings arising in the ordinary course of business. We may also be indirectly affected by administrative or court proceedings or actions in which we are not involved, but which have general applicability to the semiconductor industry.

### ITEM 1A— RISK FACTORS

*Investing in our ordinary shares involves a high degree of risk. You should carefully consider the following risk factors, in addition to the other information set forth in this report, before purchasing our ordinary shares. Each of these risk factors could harm our business, financial condition and results of operations, as well as decrease the value of an investment in our ordinary shares.*

#### Risks Related to Our Business

*The semiconductor industry may be adversely impacted by worldwide economic uncertainties which may cause our revenues and profitability to decline .*

We operate primarily in the semiconductor industry, which is cyclical and subject to rapid change and evolving industry standards. From time to time, the semiconductor industry has experienced significant downturns characterized by decreases in product demand and excess customer inventories. Economic volatility can cause extreme difficulties for our customers and vendors to accurately forecast and plan future business activities. This unpredictability could cause our customers to reduce spending on our products and services, which would delay and lengthen sales cycles. Furthermore, during challenging economic times our customers and vendors may face issues gaining timely access to sufficient credit, which could affect their ability to make timely payments to us. As a result, we may experience growth patterns that are different than the end demand for products, particularly during periods of high volatility.

We cannot predict the timing, strength or duration of any economic slowdown or recovery or the impact of such events on our customers, our vendors or us. The combination of our lengthy sales cycle coupled with challenging macroeconomic conditions could have a compound impact on our business. The impact of market volatility is not limited to revenue but may also affect our product gross margins and other financial metrics. Any downturn in the semiconductor industry may be severe and prolonged, and any failure of the industry to fully recover from downturns could seriously impact our revenue and harm our business, financial condition and results of operations.

*Leverage incurred in connection with our acquisition of EZchip in February 2016 could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent the interest rate on our variable rate debt increases and prevent us from meeting our obligations under the terms of the Term Debt.*

As a result of the acquisition of EZchip and the related Term Debt, we have become leveraged. As of September 30, 2017 , we had \$200.0 million outstanding under the Term Debt. Our indebtedness could have more important consequences, including:

- increasing our vulnerability to adverse general economic and industry conditions;
- requiring us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, research and development efforts, the execution of our business strategy, acquisitions and other general corporate purposes;
- limiting our flexibility in planning for, or reacting to, changes in the economy and the semiconductor industry;
- placing us at a competitive disadvantage compared to our competitors with less indebtedness;
- exposing us to interest rate risk to the extent of our variable rate indebtedness; and
- making it more difficult to borrow additional funds in the future to fund growth, acquisitions, working capital, capital expenditures and other purposes.



The Term Debt requires payment of principal and accrued interest during the three years after the closing of the acquisition of EZchip. In addition, if we were to experience a change of control, this would trigger an event of default under the Term Debt, which would permit the lenders to immediately declare the loans due and payable in whole or in part. In either such event, we may not have sufficient available cash to repay such debt at the time it becomes due, or be able to refinance such debt on acceptable terms or at all. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

***Our Term Debt imposes certain restrictions on our business.***

The Term Debt contains a number of covenants imposing certain restrictions on our business. These restrictions may affect our ability to operate our business and to take advantage of potential business opportunities as they arise. The restrictions placed on us include limitations on our ability to:

- incur additional indebtedness and issue preferred or redeemable shares;
- incur or create liens;
- consolidate, merge or transfer all or substantially all of our assets;
- make investments, acquisitions, loans or advances or guarantee indebtedness;
- engage in sale and lease back transactions;
- pay dividends or make other distributions;
- redeem or repurchase shares or make other restricted payments; and
- engage in transactions with affiliates.

The foregoing restrictions could limit our ability to plan for, or react to, changes in market conditions or our capital needs. We do not know whether we will be granted waivers under, or amendments to, the Term Debt if for any reason we are unable to meet these requirements, or whether we will be able to refinance our indebtedness on terms acceptable to us, or at all.

The breach of any of these covenants or restrictions could result in a default under the Term Debt. In addition, the Term Debt contains cross-default provisions that could result in an acceleration of amounts outstanding under the Term Debt if certain events of default occur under any of our material debt instruments. If we are unable to repay these amounts, lenders having secured obligations, including the lenders under the Term Debt, could proceed against the collateral securing that debt. Any of the foregoing would have a material adverse effect on our business, financial condition, and results of operations.

***Servicing the debt incurred under the Term Debt will require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our debt.***

Our ability to make scheduled payments of the principal of, to pay interest on, and to refinance our debt, depends on our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to satisfy our obligations under the Term Debt and any future indebtedness we may incur and to make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as reducing or delaying investments or capital expenditures, selling assets, refinancing or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our outstanding indebtedness or future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, when needed, which could result in a default on our indebtedness.

***We may pursue acquisitions of other companies or new or complementary products, technologies and businesses, which could harm our operating results, may disrupt our business and could result in unanticipated accounting charges.***

Our growth depends upon market growth, our ability to enhance our existing products, and our ability to introduce new products on a timely basis. We intend to continue to address the need to develop new products and enhance existing products through acquisitions of other companies, product lines, technologies, and personnel.

Acquisitions create additional material risk factors for our business that could cause our results to differ materially and adversely from our expected or projected results. Such risk factors include:

- difficulties in integrating the operations, systems, technologies, products, and personnel of the acquired companies, particularly companies with large and widespread operations and/or complex products;

- the diversion of management's attention from normal daily operations of the business and the challenges of managing larger and more widespread operations resulting from acquisitions;
- possible disruption to the continued expansion of our product lines;
- potential changes in our customer base and changes to the total available market for our products;
- reduced demand for our products;
- potential difficulties in completing projects associated with in-process research and development intangibles;
- the use of a substantial portion of our cash resources and incurrence of significant amounts of debt;
- significantly increase our interest expense, leverage and debt service requirements as a result of incurring debt;
- the impact of any such acquisition on our financial results;
- internal controls may become more complex and may require significantly more resources to ensure they remain effective;
- negative customer reaction to any such acquisition; and
- assuming the liabilities of the acquired company.

Acquisitions present a number of other potential risks and challenges that could disrupt our business operations. For example, we may not be able to successfully negotiate or finance the acquisition on favorable terms. If an acquired company also has inventory that we assume, we will be required to write up the carrying value of that inventory to its fair value. When that inventory is sold, the gross margins for those products are reduced and our gross margins for that period are negatively affected. Furthermore, the purchase price of any acquired businesses may exceed the current fair values of the net tangible assets of such acquired businesses. As a result, we would be required to record material amounts of goodwill, acquired in-process research and development and other intangible assets, which could result in significant impairment and acquired in-process research and development charges and amortization expense in future periods. These charges, in addition to the results of operations of such acquired businesses and potential restructuring costs associated with an acquisition, could have a material adverse effect on our business, financial condition and results of operations. We cannot forecast the number, timing or size of future acquisitions, or the effect that any such acquisitions might have on our operating or financial results. Furthermore, potential acquisitions, whether or not consummated, will divert our management's attention and may require considerable cash outlays at the expense of our existing operations. In addition, to complete future acquisitions, we may issue equity securities, incur debt, assume contingent liabilities or have amortization expenses and write-downs of acquired assets, which could adversely affect our profitability.

***We have made and may in the future pursue investments in other companies, which could harm our operating results.***

We have made, and could make in the future, investments in technology companies, including privately-held companies in the development stage. Many of these private equity investments are inherently risky because these businesses may never develop, and we may incur losses related to these investments. In addition, we have written down the carrying value of these investments in the past and may be required to write down the carrying value of these investments in the future to reflect other-than-temporary declines in their value, which could have a material adverse effect on our business, financial position and results of operations.

***The adoption of InfiniBand is largely dependent on third-party vendors and end users and InfiniBand may not be adopted at prior rates or to the extent that we anticipate.***

While the usage of InfiniBand has increased since its first specifications were completed in October 2000, continued adoption of InfiniBand is dependent on continued collaboration and cooperation among IT vendors. In addition, the end users that purchase IT products and services from vendors must find InfiniBand to be a compelling solution to their IT system requirements. We cannot control third-party participation in the development of InfiniBand as an industry standard technology. We rely on server, storage, communications infrastructure equipment and embedded systems vendors to incorporate and deploy InfiniBand ICs in their systems. InfiniBand may fail to effectively compete with other technologies, which may be adopted by vendors and their customers in place of InfiniBand. The adoption of InfiniBand is also affected by the general replacement cycle of IT equipment by end users, which is dependent on factors unrelated to InfiniBand. These factors may reduce the rate at which InfiniBand is incorporated by our current server vendor customers and impede its adoption in the storage, communications infrastructure and embedded systems markets, which in turn would harm our ability to sell our InfiniBand products.

***We have limited visibility into customer and end-user demand for our products and generally have short inventory cycles, which introduce uncertainty into our revenue and production forecasts and business planning and could negatively impact our financial results.***

Our sales are made on the basis of purchase orders rather than long-term purchase commitments. In addition, our customers may defer purchase orders. We place orders with the manufacturers of our products according to our estimates of customer demand. This process requires us to make multiple demand forecast assumptions with respect to both our customers' and end users' demands. It is more difficult for us to accurately forecast end-user demand because we do not sell our products directly to end users. In addition, the majority of our adapter card, switch system and cable businesses are conducted on a short order fulfillment basis, introducing more uncertainty into our forecasts. Because of the lead time associated with fabrication of our semiconductors, forecasts of demand for our products must be made in advance of customer orders. In addition, we base business decisions regarding our growth on our forecasts for customer demand. As we grow, anticipating customer demand may become increasingly difficult. If we overestimate customer demand, we may purchase products from our manufacturers that we may not be able to sell and may over-burden our operations. Conversely, if we underestimate customer demand or if sufficient manufacturing capacity were unavailable, we would forego revenue opportunities and could lose market share or damage our customer relationships.

In addition, the majority of our revenues are derived from customer orders received and fulfilled in the same quarterly period. If we overestimate customer demand, we could miss our quarterly revenue targets, which could have a material adverse effect on our financial results.

***We depend on a small number of customers for a significant portion of our sales, and the loss of any one of these customers will adversely affect our revenues.***

A small number of customers account for a significant portion of our revenues. For the three months ended September 30, 2017, sales to HPE accounted for 11.8% of our total revenues. Sales to our top ten customers represented 57.1% and 55.0% of our total revenues for the three months ended September 30, 2017 and 2016, respectively. Because the majority of servers, storage, communications infrastructure equipment and embedded systems are sold by a relatively small number of vendors, we expect that we will continue to depend on a small number of customers to account for a significant percentage of our revenues for the foreseeable future. Our customers, including our most significant customers, are not obligated by long-term contracts to purchase our products and may cancel orders with limited potential penalties. If any of our large customers reduces or cancels its purchases from us for any reason, it could have an adverse effect on our revenues and results of operations.

***We face intense competition and may not be able to compete effectively, which could reduce our market share, net revenues and profit margin.***

The markets in which we operate are extremely competitive and are characterized by rapid technological change, continuously evolving customer requirements and fluctuating average selling prices. We may not be able to compete successfully against current or potential competitors. With respect to InfiniBand products, we compete with Intel Corporation ("Intel"), which has greater resources, multiple product offerings and a leading position in many segments of the semiconductor market. For Ethernet technology, the leading IC vendors include Intel and Broadcom Limited. The leading IC vendors that provide Ethernet and Fibre Channel products to the market include Marvell Technology Group, Broadcom Limited and Cavium. The leading Ethernet switch system vendors include Cisco Systems, Inc., Brocade Communications Systems, Inc., Juniper Networks, Inc. and Arista Networks, Inc. In HPC, EDC, Web 2.0, cloud and financial services markets, products based on the InfiniBand standard primarily compete with the industry-standard Ethernet and Fibre Channel interconnect technologies as well as proprietary interconnect technologies, such as Intel's Omni-Path. In embedded markets, we typically compete with interconnect technologies that are developed in-house by system OEM vendors and created for specific applications.

Some of our customers are also IC and switch suppliers and already have in-house expertise and internal development capabilities similar to ours. Licensing our technology and supporting such customers entails the transfer of intellectual property rights that may enable such customers to develop their own products and solutions to replace those we are currently providing to them. Consequently, these customers may become competitors to us. Further, each new design by a customer presents a competitive situation. In the past, we have lost design wins to divisions within our customers and this may occur again in the future. We cannot predict whether these customers will continue to compete with us, whether they will continue to be our customers or whether they will continue to buy products from us at the same volumes. Competition could increase pressure on us to lower our prices and could negatively affect our profit margins.

Many of our current and potential competitors have longer operating histories, significantly greater resources, greater economies of scale, stronger name recognition and larger customer bases than we have. This may allow them to respond more quickly to new or emerging technologies or changes in customer requirements. In addition, these competitors may have greater

credibility with our existing and potential customers. If we do not compete successfully, our market share, revenues and profit margin may decline, and, as a result, our business may be adversely affected.

There has been a trend toward industry consolidation in our markets for several years, as companies attempt to improve the leverage of growing research and development costs, strengthen or hold their market positions in an evolving industry or are unable to continue operations. Companies that are strategic alliance partners in some areas of our business may acquire or form alliances with our competitors, thereby reducing their business with us. We believe that industry consolidation may result in stronger competitors that are better able to compete as sole-source vendors for customers. This could lead to more variability in our operating results and could have a material adverse effect on our business, financial condition and results of operations.

***Winning business is subject to lengthy, competitive selection processes that often require us to incur significant expense, from which we may ultimately generate no revenues.***

Our business is dependent on us winning competitive bid selection processes, known as “design wins,” to develop semiconductors for use in our customers' products. These selection processes are typically lengthy and can require us to incur significant design and development expenditures and to dedicate scarce engineering resources in pursuit of a single customer opportunity. We may not win the competitive selection process and may never generate any revenue despite incurring such expenditures.

Furthermore, winning a product design does not guarantee sales to a customer. We may experience delays in generating revenue as a result of the lengthy development cycle typically required, or we may not realize as much revenue as anticipated. In addition, a delay or cancellation of a customer's plans could materially and adversely affect our financial results, as we may have incurred significant expense in the design process and generated little or no revenue. Customers could choose at any time to stop using our products or may fail to successfully market and sell their products, which could reduce the demand for our products and cause us to hold excess inventory, thereby materially adversely affecting our business, financial condition and results of operations.

The timing of design wins is unpredictable and implementing production for a major design win, or multiple design wins occurring at or around the same time, may strain our resources and those of our contract manufacturers. In such instances, we may be forced to dedicate significant additional resources and incur additional, unanticipated costs and expenses, which may have a material adverse effect on our results of operations.

Finally, some customers will not purchase any products from us, other than limited numbers of evaluation units, until they qualify the products and/or the manufacturing line for the products. The qualification process can take significant time and resources and we may not always be able to satisfy the qualification requirements of these customers. Delays in qualification or failure to qualify our products may cause a customer to discontinue use of our products and result in a significant loss of revenue.

***If we fail to develop new products or enhance our existing products to react to rapid technological change and market demands in a timely and cost-effective manner, our business will suffer.***

We must develop new products or enhance our existing products with improved technologies to meet rapidly evolving customer requirements. We are currently engaged in the development process for our next generation of products in order to meet the demands of our customers who continually require higher performance and functionality at lower costs. The development process for these advancements is lengthy and will require us to accurately anticipate technological innovations and market trends. Developing and enhancing these products can be time-consuming, costly and complex. Our ability to fund product development and enhancements partially depends on our ability to generate revenues from our existing products.

We may be unable to successfully develop additional next generation products, new products or product enhancements. There is a risk that these developments or enhancements will be late, have technical problems, fail to meet customer or market specifications or otherwise be uncompetitive with other products using alternative technologies that offer comparable performance and functionality. Our next generation products or any new products or product enhancements may not be accepted in new or existing markets. Our business, financial condition and results of operations may be adversely affected if we fail to develop and introduce new products or product enhancements in a timely manner or on a cost-effective basis.

***We rely on a limited number of subcontractors to manufacture, assemble, package and production test our products, and the failure of any of these third-party subcontractors to deliver products or otherwise perform as requested could damage our relationships with our customers, decrease our sales and limit our growth.***

While we design and market our products and conduct test development in-house, we do not manufacture, assemble, package and production test the vast majority of our products, and we must rely on third-party subcontractors to perform these services. We use Taiwan Semiconductor Manufacturing Company for our CMOS process ICs and STMicroelectronics N.V. for

our BiCMOS process ICs. We use Advanced Semiconductor Engineering and Amkor Technology Korea Inc. to assemble, package and production test our IC products. We use Flextronics International Ltd. and Universal Scientific Industrial Co., Ltd., to manufacture our standard and custom adapter card products and switch systems. In addition, we also use Comtel Electronics to manufacture some of our switch systems. We use several sub-contractors to manufacture our cables. If these subcontractors do not provide us with high-quality products, services and production and production test capacity in a timely manner, or if one or more of these subcontractors terminates its relationship with us, we may be unable to obtain satisfactory replacements to fulfill customer orders on a timely basis, our relationships with our customers could suffer, our sales could decrease and our growth could be limited. In particular, there are significant challenges associated with moving our IC production from our existing manufacturer to another manufacturer with whom we do not have a pre-existing relationship.

In addition, the consolidation of foundry subcontractors, as well as the increasing capital intensity and complexity associated with fabrication in smaller process geometries has limited the diversity of our suppliers and increased our risk of a "single point of failure." Specifically, as we move to smaller geometries, we have become increasingly reliant on IC manufacturers. The lack of diversity of suppliers could also drive increased prices and adversely affect our results of operations, including our product gross margins.

We currently do not have long-term supply contracts with any of our third-party subcontractors. Therefore, they are not obligated to perform services or supply products to us for any specific period, in any specific quantities or at any specific price, except as may be provided in a particular purchase order. None of our third-party subcontractors has provided contractual assurances to us that adequate capacity will be available to us to meet future demand for our products. Our subcontractors may allocate capacity to the production of other companies' products while reducing deliveries to us on short notice. Other customers that are larger and better financed than we are or that have long-term agreements with these subcontractors may cause these subcontractors to reallocate capacity to those customers, thereby decreasing the capacity available to us.

Other significant risks associated with relying on these third-party subcontractors include:

- reduced control over product cost, delivery schedules and product quality;
- potential price increases;
- inability to achieve sufficient production, increase production or test capacity and achieve acceptable yields on a timely basis;
- increased exposure to potential misappropriation of our intellectual property;
- shortages of materials used to manufacture products;
- capacity shortages;
- labor shortages or labor strikes;
- political instability in the regions where these subcontractors are located; and
- natural disasters impacting these subcontractors.

***If we fail to carefully manage the use of "open source" software in our products, we may be required to license key portions of our products on a royalty-free basis or expose key parts of source code.***

Some portion of our software may be derived from "open source" software that is generally made available to the public by its authors and/or other third parties. Such open source software is often made available to us under licenses, such as the GNU General Public License, which impose certain obligations on us in the event we were to create and distribute derivative works of the open source software. These obligations may require us to make source code for the derivative works available to the public and/or license such derivative works under a particular type of license, rather than the forms of licenses customarily used to protect our intellectual property. In the event that we inadvertently use open source software without the correct license form or a copyright holder of any open source software were to successfully establish in court that we had not complied with the terms of a license for a particular work, we could be required to release the source code of that work to the public and/or stop distribution of that work.

***The average selling prices of our products have decreased in the past and may do so in the future, which could harm our financial results.***

The products we develop and sell are subject to declines in average selling prices. We have had to reduce our prices in the past and we may be required to reduce prices in the future. Reductions in our average selling prices to one customer could impact our average selling prices to other customers. If we are unable to reduce our associated manufacturing costs this

reduction in average selling prices would cause our gross margin to decline. Our financial results will suffer if we are unable to offset any reductions in our average selling prices by increasing our sales volumes, reducing our costs or developing new or enhanced products with higher selling prices or gross margins.

***We expect gross margin to vary over time, and our recent level of product gross margin may not be sustainable.***

Our product gross margins vary from quarter to quarter, and our recent level of gross margins may not be sustainable and may be adversely affected in the future by numerous factors, including product mix shifts, product transitions, increased price competition in one or more of the markets in which we compete, increases in material or labor costs, excess product component or obsolescence charges from our contract manufacturers, warranty related issues, or the introduction of new products or entry into new markets with different pricing and cost structures.

***Fluctuations in our revenues and operating results on a quarterly and annual basis could cause the market price of our ordinary shares to decline.***

Our quarterly and annual revenues and operating results are difficult to predict and have fluctuated in the past, and may fluctuate in the future, from quarter to quarter and year to year. It is possible that our operating results in some quarters and years will be below market expectations. This would likely cause the market price of our ordinary shares to decline. Our quarterly and annual operating results are affected by a number of factors, many of which are outside of our control, including:

- unpredictable volume and timing of customer orders, which are not fixed by contract but vary on a purchase order basis;
- the loss of one or more of our customers, or a significant reduction or postponement of orders from our customers;
- our customers' sales outlooks, purchasing patterns and inventory levels based on end-user demands and general economic conditions;
- seasonal buying trends;
- the timing of new product announcements or introductions by us or by our competitors;
- our ability to successfully develop, introduce and sell new or enhanced products in a timely manner;
- changes in the relative sales mix of our products;
- decreases in the overall average selling prices of our products;
- changes in the cost of our finished goods; and
- the availability, pricing and timeliness of delivery of other components used in our customers' products.

We base our planned operating expenses in part on our expectations of future revenues, and a significant portion of our expenses is relatively fixed in the short-term. We have limited visibility into customer demand from which to predict future sales of our products. As a result, it is difficult for us to forecast our future revenues and budget our operating expenses accordingly. Our operating results would be adversely affected to the extent customer orders are cancelled or rescheduled. If revenues for a particular quarter are lower than we expect, we likely would not be able to proportionately reduce our operating expenses.

***We rely on our ecosystem partners to enhance and drive demand for our product offerings. Our inability to continue to develop or maintain such relationships in the future or our partners' inability to timely deliver technology or product offerings to the market may harm our revenues and ability to remain competitive.***

We have developed relationships with third parties, which we refer to as ecosystem partners. Such partners provide their technology products, operating systems, tool support, reference designs and other elements necessary for the sale of our products into our markets. In addition, introduction of new products into the market by these partners may increase demand for our products. If we are unable to continue to develop or maintain these relationships, or if our ecosystem partners delay or fail to timely deliver their technology or products or other elements to the market, our revenues may be adversely impacted and we might not be able to enhance our customers' ability to commercialize their products in a timely manner and our ability to remain competitive may be harmed.

***We rely primarily upon trade secret, patent, trademark and copyright laws and contractual restrictions to protect our proprietary rights, and, if these rights are not sufficiently protected, our ability to compete and generate revenues could suffer.***

We seek to protect our proprietary manufacturing specifications, documentation and other written materials primarily under trade secret, patent, trademark and copyright laws. We also typically require employees and consultants with access to our proprietary information to execute confidentiality agreements. The steps taken by us to protect our proprietary information may not be adequate to prevent misappropriation of our technology. In addition, our proprietary rights may not be adequately protected because:

- people may not be deterred from misappropriating our technologies despite the existence of laws or contracts prohibiting it;
- policing unauthorized use of our intellectual property may be difficult, expensive and time-consuming, and we may be unable to determine the extent of any unauthorized use; and
- the laws of other countries in which we market our products, such as some countries in the Asia/Pacific region, may offer little or no protection for our proprietary technologies.

Reverse engineering, unauthorized copying or other misappropriation of our proprietary technologies could enable third parties to benefit from our technologies without paying us for doing so. Any inability to adequately protect our proprietary rights could harm our ability to compete, generate revenues and grow our business.

***We may not obtain sufficient patent protection on the technology embodied in our products, which could harm our competitive position and increase our expenses.***

Our success and ability to compete in the future may depend to a significant degree upon obtaining sufficient patent protection for our proprietary technology. Patents that we currently own do not cover all of the products that we presently sell as we have patent applications pending with respect to certain products, while we have not been able to obtain, or choose not to seek, patent protection for other products. Our patent applications may not result in issued patents, and even if they result in issued patents, the patents may not have claims of the scope we seek. Furthermore, any issued patents may be challenged, invalidated or declared unenforceable. Whether or not these patents are issued, the applications may become publicly available and the proprietary information disclosed in the applications will become available to others. The lives of acquired patents may also be of a shorter term depending upon their acquisition dates and the issue dates. The term of any issued patent in the United States and Israel is typically 20 years from its filing date, and if our applications are pending for a long-time period, we may have a correspondingly shorter term for any patent that may be issued. Our present and future patents may provide only limited protection for our technology and may not be sufficient to provide competitive advantages to us. For example, competitors could be successful in challenging any issued patents or, alternatively, could develop similar or more advantageous technologies on their own or design around our patents. Also, patent protection in certain foreign countries may not be available or may be limited in scope and any patents obtained may not be as readily enforceable as in the United States and Israel, making it difficult for us to effectively protect our intellectual property from misuse or infringement by other companies in these countries. Our inability to obtain and enforce our intellectual property rights in some countries may harm our business, financial condition and results of operations. In addition, given the costs of obtaining patent protection, we may choose not to protect certain innovations that later on turn out to be important. In such cases, our lack of intellectual property rights may have a material adverse impact on our business, financial condition and results of operations.

***Intellectual property litigation, which is common in our industry, could be costly, harm our reputation, limit our ability to sell our products and divert the attention of management and technical personnel.***

The semiconductor industry is characterized by frequent litigation regarding patent and other intellectual property rights. From time to time, we receive notices from competitors and other third parties that claim we have infringed upon, misappropriated or misused other parties' proprietary rights. We may also be required to indemnify some customers and strategic partners under our agreements if a third party alleges or if a court finds that our products or activities have infringed upon, misappropriated or misused another party's proprietary rights. We have received requests from certain customers and strategic partners to include increasingly broad indemnification provisions in our agreements with them. Additionally, our products may contain technology provided to us by other parties such as contractors, suppliers or customers. We may have little or no ability to determine in advance whether such technology infringes upon the intellectual property rights of a third party. Our contractors, suppliers and licensors may not be required to indemnify us in the event that a claim of infringement is asserted against us, or they may be required to indemnify us only up to a maximum amount, above which we would be responsible for any further costs or damages.

Questions of infringement in the markets we serve involve highly technical and subjective analyses. We are involved in intellectual property litigation today and litigation may be necessary in the future to enforce any patents we may receive and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement or invalidity, and we may not prevail in any such future litigation. Litigation, whether or not determined in our favor or settled, could be costly, could harm our reputation and could divert the efforts and attention of our management and technical personnel from normal business operations. In addition, adverse determinations in litigation could result in the loss of our proprietary rights, subject us to significant liabilities, and require us to seek licenses from third parties or prevent us from licensing our technology or selling our products, any of which could seriously harm our business.

In the normal course of business, we enter into agreements with terms and conditions that require us to indemnify the other party against third-party claims alleging that one of our products infringes or misappropriates intellectual property rights, as well as against certain claims relating to property damage, personal injury or acts or omissions relating to supplied products or technologies, or acts or omissions made by us or our agents or representatives. In addition, we are obligated pursuant to indemnification undertakings with our officers and directors to indemnify them to the fullest extent permitted by law and to indemnify venture capital funds that were affiliated with or represented by such officers or directors. If we receive demands for indemnification under these agreements and terms and conditions, they will likely be very expensive to settle or defend, and we may incur substantial legal fees in connection with any indemnity demands. Our indemnification obligations under these agreements and terms and conditions may be unlimited in duration and amount, and could have an adverse effect on our business, financial condition and results of operations.

***We depend on key and highly skilled personnel to operate our business, and if we are unable to retain our current personnel and hire additional personnel, our ability to develop and successfully market our products could be harmed.***

Our business is particularly dependent on the interdisciplinary expertise of our personnel, and we believe our future success will depend in large part upon our ability to attract and retain highly skilled managerial, engineering, finance and sales and marketing personnel. The loss of any key employees or the inability to attract or retain qualified personnel could delay the development and introduction of, and harm our ability to sell our products and harm the market's perception of us. Competition for qualified engineers in the markets in which we operate is intense and accordingly, we may not be able to retain or hire all of the engineers required to meet our ongoing and future business needs. If we are unable to attract and retain the highly skilled professionals we need, we may have to forego projects for lack of resources or be unable to staff projects optimally. We believe that our future success is highly dependent on the contributions of our president and CEO and other senior executives. We do not have long-term employment contracts with our president and CEO, CFO or any other key personnel, and their knowledge of our business and industry would be extremely difficult to replace.

In an effort to retain key employees, we may modify our compensation policies by, for example, increasing cash compensation to certain employees and/or modifying existing share options. These modifications of our compensation policies and the requirement to expense the fair value of share options and restricted share units ("RSUs") awarded to employees and officers may increase our operating expenses and result in the dilution of our holders of our ordinary shares. We cannot be certain that these and any other changes in our compensation policies will or would improve our ability to attract, retain and motivate employees. Our inability to attract and retain additional key employees and the increase in share-based compensation expense could each have an adverse effect on our business, financial condition and results of operations.

***We may not be able to manage our future growth effectively, and we may need to incur significant expenditures to address the additional operational and control requirements of our growth.***

We are experiencing a period of company growth and expansion. This expansion has placed, and any future expansion will continue to place, a significant strain on our management, personnel, systems and financial resources. We plan to hire additional employees to support an increase in research and development and strengthen our sales and marketing and general and administrative efforts. To successfully manage our growth, we believe we must effectively:

- manage and enhance our relationships with customers, distributors, suppliers, end users and other third parties;
- implement additional, and enhance existing, administrative, financial and operations systems, procedures and controls;
- address capacity shortages;
- expand and upgrade our technological capabilities;
- manage the challenges of having U.S., Israeli and other foreign operations; and
- hire, train, integrate and manage additional qualified engineers for research and development activities as well as additional personnel to strengthen our sales and marketing, financial and IT functions.



Managing our growth may require substantial managerial and financial resources and may increase our operating costs even though these efforts may not be successful. If we are unable to manage our growth effectively, we may not be able to take advantage of market opportunities, develop new products, satisfy customer requirements, execute our business plan or respond to competitive pressures, in which case our business, financial conditions and results of operations may be adversely affected.

***We are subject to risks associated with our distributors' product inventories and product sell-through.***

We sell many of our products to customers through distributors who maintain their own inventory of our products for sale to dealers and end customers. We allow limited price adjustments on sales to distributors. Price adjustments may be effected by way of credits for future product or by cash payments to the distributor, either in arrears or in advance, using estimates based on historical transactions. We recognize revenues for sales to distributors upon sell through by the distributors, net of estimated allowances for price adjustments. We have extended these programs to certain distributors in the United States, Asia and Europe and may extend them on a selective basis to some of our other distributors in these geographies. The reserves recognized for these programs are based on significant judgments and estimates, using historical experience rates, inventory levels in distribution, current trends and other factors, and there could be significant differences between actual amounts and our estimates.

If our distributors are unable to sell an adequate amount of their inventory of our products in a given quarter to dealers and end customers or if they decide to decrease their inventories for any reason, such as adverse global economic conditions or a downturn in technology spending, our sales to these distributors and our revenues may decline. We also face the risk that our distributors may purchase, or for other reasons accumulate, inventory levels of our products in any particular quarter in excess of future anticipated sales to end customers. If such sales do not occur in the time frame anticipated by these distributors for any reason, these distributors may substantially decrease the amount of product they order from us in subsequent periods until their inventory levels realign with end-customer demand, which would harm our business and could adversely affect our revenues in such subsequent periods. Our reserve estimates associated with products stocked by our distributors are based largely on reports that our distributors provide to us on a weekly or monthly basis. To date, we believe this resale and channel inventory data have been generally accurate. To the extent that these data are inaccurate or not received in a timely manner, we may not be able to make reserve estimates for future periods accurately or at all.

We do not always have a direct relationship with the end customers of our products sold through distributors. As a result, our products may be used in applications for which they were not necessarily designed or tested, and they may not perform as anticipated in such applications. In such event, failure of even a small number of parts could result in significant liabilities to us, damage our reputation and harm our business and results of operations.

***Certain of our customers and suppliers require us to comply with their codes of conduct, which may include certain restrictions that may substantially increase our cost of doing business as well as have an adverse effect on our operating efficiencies, operating results and financial condition.***

Certain of our customers and suppliers require us to agree to comply with the Electronic Industry Code of Conduct ("EICC") or their own codes of conduct, which may include detailed provisions on labor, human rights, health and safety, environment, corporate ethics and management systems. Certain of these provisions are not requirements under the laws of the countries in which we operate and may be burdensome to comply with on a regular basis. Moreover, new provisions may be added or material changes may be made to any these codes of conduct, and we may have to promptly implement such new provisions or changes, which may substantially further increase the cost of our business, be burdensome to implement and adversely affect our operational efficiencies and operating results. If we violate any such codes of conduct, we may lose further business with the customer or supplier and, in addition, we may be subject to fines from the customer or supplier. While we believe that we are currently in compliance with our customers and suppliers' codes of conduct, there can be no assurance that, from time to time, if any one of our customers and suppliers audits our compliance with such code of conduct, we would be found to be in full compliance. A loss of business from these customers or suppliers could have a material adverse effect on our business, financial condition and results of operations.

***We may experience defects in our products, unforeseen delays, higher than expected expenses or lower than expected manufacturing yields of our products, which could result in increased customer warranty claims, delays of our product shipments and prevent us from recognizing the benefits of new technologies we develop.***

Our products may contain defects and errors. Product defects and errors could result in additional development costs, diversion of technical resources, delayed product shipments, increased warranty-related returns, including wide-scale product recalls, warranty expenses and product liability claims against us which may not be fully covered by insurance. Our products are complex and our quality control tests and procedures may fail to detect any such defects or errors. Delivery of products with defects or reliability, quality or compatibility problems may damage our reputation and our ability to retain existing

customers and attract new customers. As a result, defects in our products could have an adverse effect on our business, financial condition and results of operations.

In addition, our production of existing and development of new products can involve multiple iterations and unforeseen manufacturing difficulties, resulting in reduced manufacturing yields, delays and increased expenses. The evolving nature of our products requires us to modify our manufacturing specifications, which may result in delays in manufacturing output and product deliveries. We rely on a limited number of third parties to manufacture our products. Our ability to offer new products depends on our manufacturers' ability to implement our revised product specifications, which is costly, time-consuming and complex.

***We have significant intangible assets and goodwill. Consequently, the future impairment of our intangible assets and goodwill, if any, may significantly impact our profitability.***

Our intangible assets and goodwill are significant. As of September 30, 2017, we had recorded \$719.9 million of intangible assets, net and goodwill primarily related to our past acquisitions. Intangible assets and goodwill are subject to an impairment analysis whenever events or changes in circumstances indicate the carrying amount of the asset may not be recoverable. Additionally, goodwill and indefinite-lived assets are subject to an impairment test at least annually. The impairment of any goodwill and other intangible assets may have a negative impact on our condensed consolidated results of operations.

***Unanticipated changes in our tax provisions or adverse outcomes resulting from examination of our income tax returns could adversely affect our results of operations.***

We are subject to income taxes in Israel, the United States and various foreign jurisdictions. Our effective income tax rate could be adversely affected by changes in tax laws or interpretations of those tax laws, by changes in the mix of earnings in countries with differing statutory tax rates, or by changes in the valuation of our deferred tax assets and liabilities. Our effective income tax rates are also affected by intercompany transactions for sales, services, funding and other items. Given the increased global scope of our operations, and the complexity of global tax and transfer pricing rules and regulations, it has become increasingly difficult to estimate earnings within each tax jurisdiction. If actual earnings within a tax jurisdiction differ materially from our estimates or new information is discovered in the course of our tax return preparation process, we may not achieve our expected effective tax rate. Additionally, our effective tax rate may be affected by the tax effects of acquisitions, restructuring activities, newly enacted tax legislation, share-based compensation and uncertain tax positions. Finally, we are subject to the examination of our income tax returns by the Internal Revenue Service and other tax authorities which may result in the assessment of additional income taxes. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. However, unanticipated outcomes from these examinations could have a material adverse effect on our business, financial condition and results of operations.

***Changes to financial accounting standards may affect our results of operations and cause us to change our business practices.***

We prepare our financial statements to conform to generally accepted accounting principles ("GAAP") in the United States. These accounting principles are subject to interpretation by the Financial Accounting Standards Board ("FASB"), the American Institute of Certified Public Accountants ("AICPA"), the SEC and various bodies formed to interpret and create appropriate accounting policies. A change in those policies can have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced. Changes to those rules or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business.

***We may be subject to disruptions or failures in information technology systems and network infrastructures, including theft, misuse of our electronic data or cyber-attacks that could have a material adverse effect on us.***

We rely on the efficient and uninterrupted operation of complex information technology systems and network infrastructures to operate our business. We also hold large amounts of data in various data center facilities upon which our business depends. A disruption, infiltration or failure of our information technology systems or any of our data centers as a result of software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, attempts by others that try to gain unauthorized access through the Internet to our information technology systems, employee error, theft or misuse, malfeasance, power disruptions, natural disasters or accidents could cause breaches of data security, loss of intellectual property and critical data and the release and misappropriation of sensitive competitive information and partner, customer and employee personal data. These attempts may be the result of industrial or other espionage, or actions by hackers seeking to harm us, our products, or our end users. Any of these events could harm our competitive position, result in a loss of customer confidence, cause us to incur significant costs to remedy any damages and ultimately materially adversely affect our business, financial condition and results of operations.

While we have implemented a number of protective measures, including firewalls, antivirus, patches, log monitors, routine back-ups, system audits, routine password modifications and disaster recovery procedures, such measures may not be adequate or implemented properly to prevent or fully address the adverse effect of such events, and in some cases we may be unaware of an incident or its magnitude and effects.

In addition, our third-party subcontractors, including our foundries, test and assembly houses and distributors, have access to certain portions of our sensitive data. In the event that these subcontractors do not properly safeguard our data that they hold, security breaches and loss of our data could result. Any such loss of data by our third-party service providers, or theft, unauthorized use or publication of our trade secrets and other confidential business information as a result of such cyber threats, could adversely affect our competitive position and reduce marketplace acceptance of our products; the value of our investment in research and development and marketing could be reduced; and third parties may assert against us or our customers claims related to resulting losses of confidential or proprietary information or end-user data, or system reliability. Any such event could have a material adverse effect on our business, financial condition and results of operations.

***Our business is subject to the risks of earthquakes, fires, floods and other natural catastrophic events.***

Our U.S. corporate offices are located in the San Francisco Bay Area, a region known for seismic activity. A significant natural disaster, such as an earthquake, fire or flood or tsunami, could have a material adverse impact on our business, financial condition and results of operations. To the extent that such disruptions result in delays or cancellations of customer orders, or the deployment of our products, our business, financial condition and results of operations would be adversely affected.

***We must comply with a variety of existing and future laws and regulations that could impose substantial costs on us and may adversely affect our business.***

We are subject to various state, federal and international laws and regulations governing the environment, including restricting the presence of certain substances in electronic products and making producers of those products financially responsible for the collection, treatment, recycling and disposal of those products. In addition, we are also subject to various industry requirements restricting the presence of certain substances in electronic products. Although our management systems are designed to maintain compliance, we cannot assure you that we have been or will be at all times in complete compliance with such laws and regulations. If we violate or fail to comply with any of them, a range of consequences could result, including fines, import/export restrictions, sales limitations, criminal and civil liabilities or other sanctions.

We and our customers are also subject to various import and export laws and regulations. Government export regulations apply to the encryption or other features contained in some of our products. If we fail to continue to receive licenses or otherwise comply with these regulations, we may be unable to manufacture the affected products or ship these products to certain customers, or we may incur penalties or fines.

We are also subject to regulations concerning the supply of certain minerals coming from the conflict zones in and around the Democratic Republic of Congo ("DRC"). The Dodd-Frank Wall Street Reform and Consumer Protection Act includes disclosure requirements regarding the use of certain minerals mined from the DRC and adjoining countries and procedures regarding a manufacturer's efforts to identify sourcing of such conflict minerals. The implementation of these requirements could affect the sourcing and availability of minerals used in the manufacture of semiconductor devices.

As a result, this could limit the pool of suppliers who can provide us confirmation that the components and parts we source are considered DRC "conflict free," and we may not be able to confirm that we have obtained products or supplies that can be confirmed as DRC "conflict free" in sufficient quantities for our operations. Also, because our supply chain is complex, we may face reputational challenges with our customers, shareholders and other stakeholders if we are unable to sufficiently verify the origins for the minerals used in our products.

The costs of complying with these laws could adversely affect our current or future business. In addition, future regulations may become more stringent or costly and our compliance costs and potential liabilities could increase, which may harm our current or future business.

***If we fail to maintain an effective system of internal controls, we may not be able to report accurately our financial results or prevent material fraud. As a result, current and potential shareholders could lose confidence in our financial reporting, which could harm our business and the trading price of our ordinary shares.***

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent material fraud. We have in the past discovered, and may in the future discover, areas of our internal controls that need improvement. Section 404 of the Sarbanes-Oxley Act of 2002 requires our management to report on, and our independent registered public accounting firm to attest to, the effectiveness of our internal control structure and procedures for financial reporting. We have an ongoing program to perform the system and process evaluation and testing necessary to comply with these requirements. We

have incurred, and expect to continue to incur significant expenses and to devote significant management resources to Section 404 compliance. Furthermore, as we grow our business or acquire businesses, our internal controls may become more complex and we may require significantly more resources to ensure they remain effective. Failure to implement required new or improved controls, or difficulties encountered in their implementation, either in our existing business or in businesses that we may acquire could harm our operating results or cause us to fail to meet our reporting obligations. In the event that our CEO, CFO or independent registered public accounting firm determine that our internal controls over financial reporting are not effective as defined under Section 404, investor perceptions of our company may be adversely affected and may cause a decline in the market price of our ordinary shares.

### **Risks Related to Operations in Israel and Other Foreign Countries**

#### ***Regional instability in Israel may adversely affect business conditions and may disrupt our operations and negatively affect our revenues and profitability.***

We have engineering facilities, corporate and sales support operations located in Israel. A significant number of our employees and a material amount of assets are located in Israel. Accordingly, political, economic and military conditions in Israel may directly affect our business. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors, as well as incidents of civil unrest. These conflicts negatively affected business conditions in Israel. In addition, Israel and companies doing business with Israel have, in the past, been the subject of an economic boycott. In addition, there has been recent civil unrest in certain areas in the Middle East, including Egypt, Jordan, Iraq, Syria and Libya. Any future armed conflicts or political instability in the region may negatively affect business conditions and adversely affect our results of operations. Parties with whom we do business have sometimes declined to travel to Israel during periods of heightened unrest or tension, forcing us to make alternative arrangements when necessary. In addition, the political and security situation in Israel may result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to perform their commitments under those agreements pursuant to force majeure provisions in the agreements.

The security and political conditions may have an impact on our business in the future. Hostilities involving Israel or the interruption or curtailment of trade between Israel and its present trading partners could adversely affect our operations and could make it more difficult for us to raise capital. Our Israeli operations are within range of Hezbollah or Hamas missiles and we or our immediate surroundings may sustain damages in a missile attack, which could adversely affect our operations.

In addition, our business insurance does not cover losses that may occur as a result of events associated with the security situation in the Middle East. Although the Israeli government currently covers the reinstatement value of direct damages that are caused by terrorist attacks or acts of war, we cannot assure you that this government coverage will be maintained. Any losses or damages incurred by us as a result of such events could have a material adverse effect on our business, financial condition and results of operations.

#### ***Our operations may be negatively affected by the obligations of our personnel to perform military service.***

Generally, all non-exempt male adult citizens and permanent residents of Israel under the age of 45 (or older, for citizens with certain occupations), including some of our employees, are obligated to perform military reserve duty for Israel annually, and are subject to being called to active duty at any time under emergency circumstances. In the event of severe unrest or other conflict, individuals could be required to serve in the military for extended periods of time. In response to increases in terrorist activity, there have been periods of significant call-ups of military reservists, and some of our employees, including those in key positions, have been called upon in connection with armed conflicts. It is possible that there will be additional call-ups in the future. Our operations could be disrupted by the absence for a significant period of one or more of our officers, directors or key employees due to military service. Any such disruption could adversely affect our operations.

#### ***Our operations may be affected by labor unrest in Israel.***

In the past, there have been several general strikes and work stoppages in Israel affecting all banks, airports and ports. These strikes had an adverse effect on the Israeli economy and on business, including our ability to deliver products to our customers and to receive raw materials from our suppliers in a timely manner. From time to time, the Israeli trade unions threaten strikes or work stoppages, which, if carried out, may have a material adverse effect on the Israeli economy and our business.

#### ***We are susceptible to additional risks from our international operations.***

We derived 61.9% and 54.9% of our revenues in the nine months ended September 30, 2017 and 2016, respectively, from sales outside of the United States. As a result, we face additional risks from doing business internationally, including:

- reduced protection of intellectual property rights in some countries;

- difficulties in staffing and managing foreign operations;
- longer sales and payment cycles;
- greater difficulties in collecting accounts receivable;
- adverse economic conditions;
- seasonal reductions in business activity;
- potentially adverse tax consequences;
- laws and business practices favoring local competition;
- costs and difficulties of customizing products for foreign countries;
- compliance with a wide variety of complex foreign laws and treaties;
- compliance with the United States' Foreign Corrupt Practices Act and similar anti-bribery laws in other jurisdictions;
- compliance with export control and regulations;
- licenses, tariffs, other trade barriers, transit restrictions and other regulatory or contractual limitations on our ability to sell or develop our products in certain foreign markets;
- restrictive governmental actions, such as restrictions on the transfer or repatriation of funds and foreign investments;
- foreign currency exchange risks;
- fluctuations in freight rates and transportation disruptions;
- political and economic instability;
- variance and unexpected changes in local laws and regulations;
- natural disasters and public health emergencies; and
- trade and travel restrictions.

A significant legal risk associated with conducting business internationally is compliance with various and differing anti-corruption and anti-bribery laws and regulations of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar laws in China. In addition, the anti-corruption laws in various countries are constantly evolving and may, in some cases, conflict with each other. Our Code of Ethics and Business Conduct and other policies prohibit us and our employees from offering or giving anything of value to a government official for the purpose of obtaining or retaining business and from engaging in unethical business practices, including kick-backs to or from purely private parties. However, there can be no assurance that all of our employees or agents will refrain from acting in violation of such laws and our related anti-corruption policies and procedures. Any violations of these anti-corruption or trade control laws, or even allegations of such violations, can lead to an investigation, which could disrupt our operations, involve significant management distraction, and lead to significant costs and expenses, including legal fees. If we, or our employees or agents acting on our behalf, are found to have engaged in practices that violate these laws and regulations, we could suffer severe fines and penalties, profit disgorgement, injunctions on future conduct, securities litigation, and other consequences that may have a material adverse effect on our business, financial condition and results of operations. In addition, our reputation, sales activities or stock price could be adversely affected if we become the subject of any negative publicity related to actual or potential violations of anti-corruption, anti-bribery, or trade control laws and regulations.

Our principal research and development facilities are located in Israel, and our directors, executive officers and other key employees are located primarily in Israel and the United States. In addition, we engage sales representatives in various countries throughout the world to market and sell our products in those countries and surrounding regions. If we encounter any of the above risks in our international operations, we could experience slower than expected revenue growth and our business could be harmed.

***It may be difficult to enforce a U.S. judgment against us, our officers and directors or to assert U.S. securities law claims in Israel.***

We are incorporated in Israel. Two of our executive officers and four of our directors, one of whom is also an executive officer, are non-residents of the United States and are located in Israel, and a significant amount of our assets and the assets of

these persons are located outside the United States. Therefore, it may be difficult to enforce a judgment obtained in the United States against us or any of the above persons in Israel.

In addition, it may be difficult for a shareholder to enforce civil liabilities under U.S. securities law claims in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws because Israel is not the most appropriate forum to bring such a claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved in an Israeli court as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law.

***Provisions of Israeli law may delay, prevent or make difficult an acquisition of our company, which could prevent a change of control and therefore depress the price of our shares.***

The Israeli Companies Law, 1999 (the “Companies Law”) generally requires that a merger be approved by the board of directors and by the general meeting of the shareholders. Upon the request of any creditor of a merging company, a court may delay or prevent the merger if it concludes that there is a reasonable concern that, as a result of the merger, the surviving company will be unable to satisfy its obligations. In addition, a merger may generally not be completed unless at least (i) 50 days have passed since the filing of the merger proposal with the Israeli Registrar of Companies and (ii) 30 days have passed since the merger was approved by the shareholders of each of the merging companies.

Also, in certain circumstances, an acquisition of shares in a public company must be made by means of a tender offer if, as a result of the acquisition, the purchaser would hold 25% or more of the voting rights in the company (unless there is already a 25% or greater shareholder of the company) or more than 45% of the voting rights in the company (unless there is already a shareholder that holds more than 45% of the voting rights in the company). If, as a result of an acquisition, the acquirer would hold more than 90% of a company's shares or voting rights, the acquisition must be made by means of a tender offer for all of the shares.

In addition, the Companies Law allows us to create and issue shares having rights different from those attached to our ordinary shares, including rights that may delay or prevent a takeover or otherwise prevent our shareholders from realizing a potential premium over the market value of their ordinary shares. The authorization of a new class of shares would require an amendment to our articles of association, which requires the prior approval of the holders of a majority of our shares at a general meeting.

These provisions could delay, prevent or impede an acquisition of us, even if such an acquisition would be considered beneficial by some of our shareholders.

***Exchange rate fluctuations between the U.S. dollar and the NIS may negatively affect our earnings.***

We derive all of our revenues in U.S. dollars. The U.S. dollar is our functional and reporting currency in all of our foreign locations. However, a significant portion of our liabilities, as well as our operating expenses, consisting principally of salaries and related personnel costs and facilities expenses, are denominated in NIS. This foreign currency exposure gives rise to market risk associated with exchange rate movements of the U.S. dollar against the NIS. To the extent that the value of the NIS increases against the U.S. dollar, our expenses on a U.S. dollar cost basis will increase. We cannot predict any future trends in the rate of appreciation of the NIS against the U.S. dollar. If the U.S. dollar cost of our salaries and related personnel costs and facilities expenses in Israel increases, our dollar-measured results of operations will be adversely affected. Our operations also could be adversely affected if we are unable to hedge against currency fluctuations in the future. Further, because all of our international revenues are denominated in U.S. dollars, a strengthening of the dollar versus other currencies could make our products less competitive in foreign markets and the collection of our receivables more difficult. To help manage this risk we have been engaged in foreign currency hedging activities, comprised of currency derivative instruments and natural hedges.

Our cost in Israel in U.S. dollar terms will also increase if inflation in Israel exceeds the devaluation of the NIS against the U.S. dollar or if the timing of such devaluation lags behind inflation in Israel.

***The results of the United Kingdom's referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and our business.***

The United Kingdom (“U.K.”) held a referendum in June 2016 in which a majority of voters approved an exit from the European Union (“Brexit”). In March 2017, the U.K. Prime Minister began the process for the U.K. to exit the European Union. Negotiations are in progress to determine the future terms of the U.K.'s relationship with the European Union, including, among other things, the terms of trade between the U.K. and the European Union. The effects of Brexit will depend on any agreements the U.K. reaches to retain access to European Union markets either during a transitional period or more permanently. In addition, the exit of the U.K from the European Union could lead to legal and regulatory uncertainty and potentially divergent treaties, laws and regulations as the U.K. determines which European Union treaties, laws and regulations

to replace or replicate, including those governing manufacturing, labor, environmental, data protection/privacy, competition and other matters applicable to the semiconductor industry. The referendum has also given rise to calls for the governments of other European Union member states to consider withdrawal. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our ordinary shares.

***The government tax benefits that we currently receive require us to meet several conditions and may be terminated or reduced in the future, which would increase our costs.***

Some of our operations in Israel have been granted "Approved Enterprise" and "Beneficiary Enterprise" status by the Investment Center in the Israeli Ministry of Economy and Industry and the Israeli Income Tax Authority, which makes us eligible for tax benefits under the Encouragement Law. The availability of these tax benefits is subject to certain requirements, including, among other things, making specified investments in fixed assets and equipment, financing a percentage of those investments with our capital contributions, complying with our marketing program which was submitted to the Investment Center, filing of certain reports with the Investment Center, limiting manufacturing outside of Israel and complying with Israeli intellectual property laws. If we do not meet these requirements in the future, these tax benefits may be cancelled and we could be required to refund any tax benefits that we have already received plus interest and penalties thereon. The tax benefits that our current "Approved Enterprise" and "Beneficiary Enterprise" program receives may not be continued in the future at their current levels or at all. If these tax benefits were reduced or eliminated, the amount of taxes that we pay would likely increase, which could adversely affect our results of operations. Additionally, if we increase our activities outside of Israel, for example, by acquisitions, our increased activities may not be eligible for inclusion in Israeli tax benefit programs.

If we elect to distribute dividends out of exempt income derived from "Approved/Beneficiary Enterprise" income, we will be subject to tax on the gross amount distributed. The tax rate will be the rate which would have been applicable had we not been granted the beneficial status. This rate is generally between 10% and the corporate tax rate in Israel, depending on the percentage of our shares held by foreign shareholders. The dividend recipient is subject to withholding tax at the source at the reduced rate applicable to dividends from Approved Enterprises, which is 15% if the dividend is distributed during the tax exemption period (subject to the applicable double tax treaty) or within 12 years after the period. This 12-year limitation does not apply to foreign investment companies. The Encouragement Law has defined certain actions that are deemed as dividend distributions and would trigger the recapture of tax benefits.

***The Israeli government grants that we received require us to meet several conditions and restrict our ability to manufacture and engineer products and transfer know-how outside of Israel and require us to satisfy specified conditions.***

We have received grants from the OCS for the financing of a portion of our research and development expenditures in Israel. When know-how is developed using or in connection with OCS grants, we can be subject to restrictions on the transfer of the know-how outside of Israel. Transfer of know-how outside of Israel requires pre-approval by the OCS which may at its sole discretion grant such approval and impose certain conditions, and is subject to the payment of a transfer fee calculated according to the formula provided in the R&D Law which takes into account, inter alia, the consideration for such know-how paid to us in the transaction in which the technology is transferred. In general, transfer fees are no less than the funding received plus interest less the royalties already paid for the transferred know-how and are not higher than six times the amount of the grants received by the company. In addition, any decrease of the percentage of manufacturing performed in Israel, as originally declared in the application to the OCS, requires us to obtain the approval of the OCS and may result in increased amounts to be paid to the OCS. These restrictions may impair our ability to enter into agreements for those products or technologies without the approval of the OCS. We cannot be certain that any approval of the OCS will be obtained on terms that are acceptable to us, or at all. Furthermore, in the event that we undertake a transaction involving the transfer to a non-Israeli entity of technology developed with OCS funding pursuant to a merger or similar transaction, the consideration available to our shareholders may be reduced by the amounts we are required to pay to the OCS. Any approval, if given, will generally be subject to additional financial obligations. If we fail to comply with the conditions imposed by the OCS, we may be required to refund any payments previously received, together with interest and penalties as well as tax benefits. Also, failure to meet the restrictions concerning transfer of know-how outside of Israel may trigger criminal liability.

***Your rights and responsibilities as a shareholder will be governed by Israeli law and differ in some respects from the rights and responsibilities of shareholders under U.S. law.***

We are incorporated under Israeli law. The rights and responsibilities of holders of our ordinary shares are governed by our amended and restated articles of association and by Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in typical U.S. corporations. In particular, a shareholder of an Israeli

company has a duty to act in good faith toward the company and other shareholders and to refrain from abusing his, her or its power in the company, including, among other things, in voting at the general meeting of shareholders on certain matters.

### **Risks Related to Our Ordinary Shares**

*The price of our ordinary shares may continue to be volatile, and the value of an investment in our ordinary shares may decline.*

Factors that could cause volatility in the market price of our ordinary shares include, but are not limited to:

- quarterly variations in our results of operations or those of our competitors;
- announcements by us, our competitors, our customers or rumors from sources other than our company related to acquisitions, new products, significant contracts, commercial relationships, capital commitments or changes in the competitive landscape;
- our ability to develop and market new and enhanced products on a timely basis;
- disruption to our operations;
- geopolitical instability;
- the emergence of new sales channels in which we are unable to compete effectively;
- any major change in our board of directors or management;
- changes in financial estimates, including our ability to meet our future revenue and operating profit or loss projections;
- changes in governmental regulations or in the status of our regulatory approvals;
- general economic conditions and slow or negative growth of related markets;
- anticompetitive practices of our competitors;
- commencement of, or our involvement in, litigation;
- whether our operating results meet our guidance or the expectations of investors or securities analysts;
- continuing international conflicts and acts of terrorism; and
- changes in accounting rules.

*We may need to raise additional capital, which might not be available or which, if available, may be on terms that are not favorable to us.*

We may need to raise additional funds, and we cannot be certain that we will be able to obtain additional financing on favorable terms, if at all. If we issue equity securities to raise additional funds, the ownership percentage of our shareholders would be diluted, and the new equity securities may have rights, preferences or privileges senior to those of existing holders of our ordinary shares. If we borrow money, we may incur significant interest charges, which could harm our profitability. Holders of debt may also have certain rights, preferences or privileges senior to those of existing holders of our ordinary shares. If we cannot raise needed funds on acceptable terms, we may not be able to develop or enhance our products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements, which could harm our business, financial condition and results of operations.

*If we sell our ordinary shares in future financings, ordinary shareholders could experience immediate dilution and, as a result, the market price of our ordinary shares may decline.*

We may from time to time issue additional ordinary shares at a discount from the current trading price of our ordinary shares. As a result, our ordinary shareholders would experience immediate dilution upon the purchase of any ordinary shares sold at such discount. In addition, as opportunities present themselves, we may enter into equity or debt financings or similar arrangements in the future, including the issuance of convertible debt securities, preferred shares or ordinary shares. If we issue ordinary shares or securities convertible into ordinary shares, holders of our ordinary shares could experience dilution.



***The ownership of our ordinary shares may continue to be concentrated, and your interests may conflict with the interests of our significant shareholders.***

As of September 30, 2017, based on information filed with the SEC or reported to us, DNB Asset Management AS owned an aggregate of approximately 7.9% of our outstanding ordinary shares, Oracle Corporation beneficially owned an aggregate of approximately 7.5% of our outstanding ordinary shares, FMR, LLC beneficially owned an aggregate of approximately 5.8% of our outstanding ordinary shares, and MFS Investment Management beneficially owned an aggregate of approximately 5.3% of our outstanding ordinary shares. These shareholders, taken together with our executive officers and directors and their affiliates, beneficially owned an aggregate of approximately 32.0% of our outstanding ordinary shares. Accordingly, these shareholders, should they act as a group, would have significant influence over the outcome of corporate actions requiring shareholder approval, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets or any other significant corporate transaction. These shareholders could delay or prevent a change of control of our company, even if such a change of control would benefit our other shareholders. The significant concentration of share ownership may adversely affect the trading price of our ordinary shares due to investors' perception that conflicts of interest may exist or arise.

***If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our ordinary shares or if our operating results do not meet their expectations, the market price of our ordinary shares could decline.***

The trading market for our ordinary shares could be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause the price of our ordinary shares or trading volume in our ordinary shares to decline. Moreover, if one or more of the analysts who cover our company downgrades our ordinary shares or if our operating results do not meet their expectations, the market price of our ordinary shares could decline.

***Provisions of our articles of association could delay or prevent an acquisition of our company, even if the acquisition would be beneficial to our shareholders, and could make it more difficult for shareholders to change management.***

Provisions of our amended and restated articles of association may discourage, delay or prevent a merger, acquisition or other change in control that shareholders may consider favorable, including transactions in which shareholders might otherwise receive a premium for their shares. In addition, these provisions may frustrate or prevent any attempt by our shareholders to replace or remove our current management by making it more difficult to replace or remove our board of directors. These provisions include:

- no cumulative voting;
- a requirement for any merger involving the Company shall require the approval of the shareholders of at least a majority of the voting power of the Company;
- a requirement for the approval of at least 75% of the voting power represented at the general meeting of the shareholders for the removal of any director (not including external directors) from office, and election of any director instead of the director so removed; and
- an advance notice requirement for shareholder proposals and nominations.

Furthermore, Israeli tax law treats some acquisitions, particularly share-for-share swaps between an Israeli company and a foreign company, less favorably than U.S. tax law. Under certain circumstances and subject to receiving a ruling from the Israeli Tax Authority, Israeli tax law generally provides that a shareholder who exchanges our shares for shares that are listed for trading on an Exchange in a foreign corporation is treated as if the shareholder has sold the shares. In such a case, the shareholder will generally be subject to Israeli taxation on any capital gains from the sale of shares (after two years, with respect to one half of the shares, and after four years, with respect to the balance of the shares, in each case unless the shareholder sells such shares at an earlier date), unless a relevant tax treaty between Israel and the country of the shareholder's residence exempts the shareholder from Israeli tax. For a further discussion of Israeli laws relating to mergers and acquisitions, please see "*Risk Factors - Risks Related to Operations in Israel and Other Foreign Countries - Provisions of Israeli law may delay, prevent or make difficult an acquisition of our company, which could prevent a change of control and therefore depress the price of our shares.*" These provisions in our amended and restated articles of association and other provisions of Israeli law could limit the price that investors are willing to pay in the future for our ordinary shares.

***We have never paid cash dividends on our share capital, and, while the Board regularly reviews our cash position and uses for cash, we do not anticipate paying any cash dividends in the foreseeable future.***

We currently intend to retain all available funds and any future earnings to fund the development and growth of our business. As a result, capital appreciation, if any, of our ordinary shares will be your sole source of gain for the foreseeable future.

***We may incur increased costs as a result of changes in laws and regulations relating to corporate governance matters.***

Changes in the laws and regulations affecting public companies, including Israeli laws, rules adopted by the SEC, the NASDAQ Stock Market, the FASB and the Public Company Accounting Oversight Board, may result in increased costs to us as we respond to their requirements. These laws and regulations could make it more difficult or more costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these requirements could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers. We cannot predict or estimate the amount or timing of additional costs we may incur to respond to these requirements.

**ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Not applicable.

**ITEM 3 — DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**ITEM 4 — MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5 — OTHER INFORMATION**

Not applicable.

**ITEM 6 — EXHIBITS**

3.1	(1)	<a href="#"><u>Amended and Restated Articles of Association of Mellanox Technologies, Ltd. (as amended on May 9, 2016)</u></a>
31.1		<a href="#"><u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
31.2		<a href="#"><u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
32.1		<a href="#"><u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
32.2		<a href="#"><u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
101.INS		XBRL Instance Document
101.SCH		XBRL Taxonomy Extension Schema Document
101.CAL		XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB		XBRL Taxonomy Extension Label Linkbase Document
101.PRE		XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF		XBRL Taxonomy Extension Definition Linkbase Document

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(1) Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q (SEC File No. 001-33299) filed on July 29, 2016.

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.

Date: November 3, 2017

Mellanox Technologies, Ltd.

/s/ Jacob Shulman

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Jacob Shulman

Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)



**Certification of Chief Financial Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jacob Shulman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Mellanox Technologies, Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2017

By:           /s/ JACOB SHULMAN          

Name: Jacob Shulman

Title: Chief Financial Officer

(Principal Financial Officer)





