

OSI SYSTEMS INC

FORM 10-Q (Quarterly Report)

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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, 2014

OR

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

For the transition period from _____ to _____

Commission File Number 000-23125

OSI SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0238801
(I.R.S. Employer
Identification No.)

12525 Chadron Avenue
Hawthorne, California 90250
(Address of principal executive offices) (Zip Code)

(310) 978-0516
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 (§232.405 of this chapter) 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 or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

As of October 23, 2014, there were 19,829,016 shares of the Registrant's common stock outstanding.

OSI SYSTEMS, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

OSI SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	June 30, 2014	(Unaudited) September 30, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 38,831	\$ 37,274
Accounts receivable, net	185,773	155,849
Inventories	234,138	264,394
Deferred taxes	73,510	73,362
Prepaid expenses and other current assets	46,978	52,122
Total current assets	579,230	583,001
Property and equipment, net	260,479	250,193
Goodwill	92,607	97,430
Intangible assets, net	43,615	47,628
Other assets	48,255	49,803
Total assets	<u>\$ 1,024,186</u>	<u>\$ 1,028,055</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Bank lines of credit	\$ 24,000	\$ 30,000
Current portion of long-term debt	2,819	2,820
Accounts payable	74,460	80,552
Accrued payroll and related expenses	32,997	29,481
Advances from customers	38,493	43,873
Deferred revenue	60,677	55,958
Income taxes payable	20,556	24,956
Other accrued expenses and current liabilities	55,977	53,994
Total current liabilities	309,979	321,634
Long-term debt	10,436	11,267
Advances from customers	50,000	43,750
Deferred income taxes	73,161	73,978
Other long-term liabilities	48,397	55,257
Total liabilities	491,973	505,886
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock, \$0.001 par value — authorized, 10,000,000 shares; no shares issued or outstanding	—	—
Common stock, \$0.001 par value — authorized, 100,000,000 shares; issued and outstanding, 19,942,923 shares at June 30, 2014 and 19,802,749 shares at September 30, 2014	287,434	268,713
Retained earnings	247,680	258,929
Accumulated other comprehensive loss	(2,901)	(5,473)
Total stockholders' equity	532,213	522,169
Total liabilities and stockholders' equity	<u>\$ 1,024,186</u>	<u>\$ 1,028,055</u>

See accompanying notes to condensed consolidated financial statements.

OSI SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(Unaudited)

	For the Three Months Ended September 30,	
	2013	2014
Net revenues:		
Products	\$ 143,476	\$ 156,488
Services	62,798	61,909
Total net revenues	<u>206,274</u>	<u>218,397</u>
Cost of goods sold:		
Products	103,593	107,424
Services	34,735	36,731
Total cost of goods sold	<u>138,328</u>	<u>144,155</u>
Gross profit	67,946	74,242
Operating expenses:		
Selling, general and administrative	42,214	44,182
Research and development	11,020	12,670
Restructuring and other charges	4,239	726
Total operating expenses	<u>57,473</u>	<u>57,578</u>
Income from operations	10,473	16,664
Interest and other expense, net	(1,470)	(864)
Income before income taxes	9,003	15,800
Provision for income taxes	2,609	4,551
Net income	<u>\$ 6,394</u>	<u>\$ 11,249</u>
Net income per share:		
Basic	<u>\$ 0.32</u>	<u>\$ 0.57</u>
Diluted	<u>\$ 0.31</u>	<u>\$ 0.55</u>
Shares used in per share calculation:		
Basic	<u>19,971</u>	<u>19,820</u>
Diluted	<u>20,620</u>	<u>20,529</u>

See accompanying notes to condensed consolidated financial statements.

OSI SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(Unaudited)

	For the Three Months Ended September 30,	
	2013	2014
Net income	\$ 6,394	\$ 11,249
Other comprehensive income (loss):		
Foreign currency translation adjustment	1,308	(2,698)
Other	92	126
Other comprehensive income (loss)	<u>1,400</u>	<u>(2,572)</u>
Comprehensive income	<u>\$ 7,794</u>	<u>\$ 8,677</u>

See accompanying notes to condensed consolidated financial statements.

OSI SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	For the Three Months Ended September 30,	
	2013	2014
Cash flows from operating activities:		
Net income	\$ 6,394	\$ 11,249
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,873	17,741
Stock based compensation expense	5,638	5,995
Other	193	69
Changes in operating assets and liabilities—net of business acquisitions:		
Accounts receivable	6,305	30,159
Inventories	(16,092)	(29,381)
Accounts payable	(3,151)	2,933
Accrued payroll and related expenses	(2,308)	(4,008)
Deferred revenue	(3,145)	(3,382)
Other	(460)	78
Net cash provided by operating activities	<u>6,247</u>	<u>31,453</u>
Cash flows from investing activities:		
Acquisition of property and equipment	(7,971)	(3,136)
Acquisition of businesses, net of cash acquired	(9,302)	(10,869)
Acquisition of intangible and other assets	(1,756)	(1,063)
Net cash used in investing activities	<u>(19,029)</u>	<u>(15,068)</u>
Cash flows from financing activities:		
Net borrowings on bank lines of credit	20,000	6,000
Proceeds from long-term debt	2,769	516
Payments on long-term debt	(805)	(815)
Proceeds from exercise of stock options and employee stock purchase plan	1,501	209
Repurchase of common shares	(1,514)	(18,373)
Taxes paid related to net share settlement of equity awards	(7,481)	(6,552)
Net cash provided by (used in) financing activities	<u>14,470</u>	<u>(19,015)</u>
Effect of exchange rate changes on cash	801	1,073
Net increase (decrease) in cash and cash equivalents	2,489	(1,557)
Cash and cash equivalents—beginning of period	34,697	38,831
Cash and cash equivalents—end of period	<u>\$ 37,186</u>	<u>\$ 37,274</u>
Supplemental disclosure of cash flow information:		
Cash paid, net during the period for:		
Interest	\$ 1,174	\$ 696
Income taxes	<u>\$ 4,001</u>	<u>\$ 1,735</u>

See accompanying notes to condensed consolidated financial statements.

OSI SYSTEMS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

Description of Business

OSI Systems, Inc., together with its subsidiaries (the “Company”), is a vertically integrated designer and manufacturer of specialized electronic systems and components for critical applications. The Company sells its products and provides related services in diversified markets, including homeland security, healthcare, defense and aerospace.

The Company has three reporting segments: (i) Security, providing security inspection systems, turnkey security screening solutions and related services; (ii) Healthcare, providing patient monitoring, cardiology and anesthesia systems, and related services and (iii) Optoelectronics and Manufacturing, providing specialized electronic components and electronic manufacturing services for the Security and Healthcare divisions as well as to external original equipment manufacturing clients for applications in the defense, aerospace, medical and industrial markets, among others.

Through its Security division, the Company provides security screening, threat detection and non-intrusive inspection products and related services globally. These products fall into the following categories: baggage and parcel inspection systems; cargo and vehicle inspection systems; hold (checked) baggage screening systems; people screening; radiation detection; and trace detection. In addition to these products, the Company provides site design, installation, training and technical support services to its customers. The Company also provides turnkey security screening solutions, which can include the construction, staffing and long-term operation of security screening checkpoints for its customers.

Through its Healthcare division, the Company designs, manufactures, markets and services patient monitoring, cardiology and anesthesia delivery and ventilation systems, and related supplies and accessories worldwide. These products are used by care providers in critical care, emergency and perioperative areas within hospitals as well as physicians’ offices, medical clinics and ambulatory surgery centers amongst others.

Through its Optoelectronics and Manufacturing division, the Company designs, manufactures and markets optoelectronic devices and provides electronics manufacturing services worldwide for use in a broad range of applications, including aerospace and defense electronics, security and inspection systems, medical imaging and diagnostic products, telecommunications, computer peripherals, industrial automation systems, automotive diagnostic systems, gaming systems and consumer products. This division provides products and services to original equipment manufacturers and end users as well as to the Company’s own Security and Healthcare divisions.

Basis of Presentation

The condensed consolidated financial statements include the accounts of OSI Systems, Inc. and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The condensed consolidated financial statements have been prepared by the Company, without audit, pursuant to interim financial reporting guidelines. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Company’s management, the condensed consolidated financial statements include all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the financial position and the results of operations for the periods presented. These condensed consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2014. The results of operations for the three months ended September 30, 2014 are not necessarily indicative of the operating results to be expected for the full 2015 fiscal year or any future periods.

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Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and costs of sales during the reporting period. The most significant of these estimates and assumptions for the Company relate to contract revenue, profit and loss recognition, fair values of assets acquired and liabilities assumed in business combinations, market values for inventories reported at lower of cost or market, stock-based employee compensation expense, income taxes, accrued product warranty costs, and the recoverability, useful lives and valuation of recorded amounts of long-lived assets, identifiable intangible assets and goodwill. Changes in estimates are reflected in the periods during which they become known. Actual amounts will differ from these estimates and could differ materially.

Per Share Computations

The Company computes basic earnings per share by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. The Company computes diluted earnings per share by dividing net income available to common stockholders by the sum of the weighted average number of common and dilutive potential common shares outstanding. Potential common shares consist of the shares issuable upon the exercise of stock options and restricted stock awards or units under the treasury stock method. Stock awards to purchase 0.1 million shares of common stock for the three months ended September 30, 2014 were excluded from the calculation of diluted earnings per share because to do so would have been antidilutive, while during the three months ended September 30, 2013 no stock awards were excluded from the calculation.

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share amounts):

	Three Months Ended September 30,	
	2013	2014
Net income for diluted earnings per share calculation	\$ 6,394	\$ 11,249
Weighted average shares for basic earnings per share calculation	19,971	19,820
Dilutive effect of stock awards	649	709
Weighted average shares for diluted earnings per share calculation	20,620	20,529
Basic net income per share	\$ 0.32	\$ 0.57
Diluted net income per share	\$ 0.31	\$ 0.55

Reclassifications

Certain reclassifications have been made to prior year amounts within the condensed consolidated balance sheet and condensed consolidated statement of cash flows to conform to the current year's presentation.

Cash Equivalents

The Company considers all highly liquid investments purchased with maturities of approximately three months or less as of the acquisition date to be cash equivalents.

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash, marketable securities, derivative instruments, accounts receivable, accounts payable and debt instruments. The carrying values of financial instruments, other than long-term debt instruments, are representative of their fair values due to their short-term maturities. The carrying values of the Company's long-term debt instruments are considered to approximate their fair values because the interest rates of these instruments are variable or comparable to current rates offered to the Company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. "Level 1" category includes assets and liabilities at the quoted prices in active markets for identical assets and liabilities. "Level 2" category includes assets and liabilities from observable inputs other than quoted market prices. "Level 3" category includes assets and liabilities whose valuation techniques are unobservable and significant to the fair value measurement. There were no assets or liabilities where "Level 3" valuation techniques were used, and there were no assets and liabilities measured at fair value on a non-recurring basis.

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The following is a summary of the investments carried at fair value (in thousands):

	Level 1	Level 2	June 30, 2014	Level 1	Level 2	September 30, 2014
Equity securities	414	500	914	385	1,600	1,985
Insurance company contracts	—	17,383	17,383	—	18,077	18,077
Interest rate contract	—	28	28	—	61	61
Total	<u>\$ 414</u>	<u>\$ 17,911</u>	<u>\$ 18,325</u>	<u>\$ 385</u>	<u>\$ 19,738</u>	<u>\$ 20,123</u>

Derivative Instruments and Hedging Activity

The Company's use of derivatives consists of an interest rate swap agreement. The interest rate swap agreement was entered into to improve the predictability of cash flows from interest payments related to variable, LIBOR-based debt for the duration of the term loan. The interest rate swap matures in October 2019. The interest rate swap is considered an effective cash flow hedge, and, as a result, the net gains or losses on such instrument were reported as a component of Other comprehensive income in the condensed consolidated financial statements and are reclassified as net income when the hedge transaction settles.

Revenue Recognition

The Company recognizes revenue from sales of products upon shipment when title and risk of loss passes, and when terms are fixed and collection is probable. Revenue from services includes after-market services, installation and implementation of products, and turnkey security screening services. The portion of revenue for the sale attributable to installation is deferred and recognized when the installation service is provided. In an instance where terms of sale include subjective customer acceptance criteria, revenue is deferred until the Company has achieved the acceptance criteria. Concurrent with the shipment of the product, the Company accrues estimated product return reserves and warranty expenses. Critical judgments made by management related to revenue recognition include the determination of whether or not customer acceptance criteria are perfunctory or inconsequential. The determination of whether or not customer acceptance terms are perfunctory or inconsequential impacts the amount and timing of revenue recognized. Critical judgments also include estimates of warranty reserves, which are established based on historical experience and knowledge of the product under warranty.

Revenue from turnkey services agreements is included in revenue from services. In certain agreements, revenue is recognized based upon proportional performance, measured by the actual number of hours incurred divided by the total estimated number of hours for the project. The impact of changes in the estimated hours to service the agreement is reflected in the period during which the change becomes known. Deferred revenue for such agreements arises when payments from customers are received in advance of revenue recognition.

Revenues from out of warranty service maintenance contracts are recognized ratably over the term of such contract. For services not derived from specific maintenance contracts, revenues are recognized as the services are performed. Deferred revenue for such services arises from payments received from customers for services not yet performed. On occasion, the Company receives advances from customers that are amortized against future customer payments pursuant to the underlying agreements. Such advances are classified in the condensed consolidated balance sheets as either a current or long term liability dependent upon when the Company estimates the corresponding amortization to occur.

Business Combinations

During the normal course of business the Company makes acquisitions. In the event that an individual acquisition (or an aggregate of acquisitions) is material, appropriate disclosure of such acquisition activity is provided. During the three months ended September 30, 2014, the Company completed an acquisition that was not material.

Recent Accounting Updates Not Yet Adopted

In May 2014, the Financial Accounting Standards Board issued an accounting standards update amending revenue recognition requirements for multiple deliverable revenue arrangements. This update provides guidance on how revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. This determination is made in five steps: (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The update is effective for annual reporting periods after December 15, 2016 and for interim reporting periods within that reporting period. Early adoption is not permitted. The Company has not yet adopted this update and is currently evaluating the impact it may have on its financial condition and results of operations.

2. Balance Sheet Details

The following tables provide details of selected balance sheet accounts (in thousands):

	June 30, 2014	September 30, 2014
Accounts receivable		
Billed receivables	\$ 189,489	\$ 160,202
Unbilled receivables	1,975	2,552
Less allowance for doubtful accounts	(5,691)	(6,905)
Total	<u>\$ 185,773</u>	<u>\$ 155,849</u>

	June 30, 2014	September 30, 2014
Inventories		
Raw materials	\$ 117,945	\$ 146,525
Work-in-process	33,394	44,743
Finished goods	82,799	73,126
Total	<u>\$ 234,138</u>	<u>\$ 264,394</u>

	June 30, 2014	September 30, 2014
Property and equipment, net		
Land	\$ 13,651	\$ 13,651
Buildings and improvements	163,952	166,468
Leasehold improvements	9,744	10,058
Equipment and tooling	154,367	154,501
Furniture and fixtures	4,017	4,052
Computer equipment	17,466	17,810
Computer software	15,670	15,968
Construction in process	12,650	10,612
Total	391,517	393,120
Less: accumulated depreciation and amortization	(131,038)	(142,927)
Property and equipment, net	<u>\$ 260,479</u>	<u>\$ 250,193</u>

During the three months ended September 30, 2013 and 2014, depreciation expense was approximately \$11.5 million and \$16.9 million, respectively.

3. Goodwill and Intangible Assets

The changes in the carrying value of goodwill for the three-month period ended September 30, 2014 are as follows (in thousands):

	Security Division	Healthcare Division	Optoelectronics and Manufacturing Division	Consolidated
Balance as of June 30, 2014	\$ 29,507	\$ 37,237	\$ 25,863	\$ 92,607
Goodwill acquired or adjusted during the period	19	5,655	37	5,711
Foreign currency translation adjustment	(281)	(283)	(324)	(888)
Balance as of September 30, 2014	<u>\$ 29,245</u>	<u>\$ 42,609</u>	<u>\$ 25,576</u>	<u>\$ 97,430</u>

Intangible assets consisted of the following (in thousands):

	Weighted Average Lives	June 30, 2014			September 30, 2014		
		Gross Carrying Value	Accumulated Amortization	Intangibles Net	Gross Carrying Value	Accumulated Amortization	Intangibles Net
Amortizable assets:							
Software development costs	9 years	\$ 21,165	6,716	14,449	\$ 21,275	\$ 6,855	\$ 14,420
Patents	20 years	6,566	765	5,801	6,814	804	6,010
Core technology	10 years	2,289	2,150	139	2,187	2,109	78
Developed technology	10 years	18,308	11,559	6,749	20,369	11,853	8,516
Customer relationships/backlog	7 years	11,419	7,011	4,408	10,070	4,032	6,038
Total amortizable assets		59,747	28,201	31,546	60,715	25,653	35,062
Non-amortizable assets:							
Trademarks		12,069	—	12,069	12,566	—	12,566
Total intangible assets		\$ 71,816	\$ 28,201	\$ 43,615	\$ 73,281	\$ 25,653	\$ 47,628

Amortization expense related to intangibles assets was \$1.4 million and \$0.8 million for the three months ended September 30, 2013 and 2014, respectively. At September 30, 2014, the estimated future amortization expense was as follows (in thousands):

Fiscal Years

2015 (remaining 9 months)	\$ 2,994
2016	3,757
2017	3,913
2018	3,826
2019	3,582
2020	3,116
2021 and thereafter, including assets that have not yet begun to be amortized	13,874
Total	\$ 35,062

Software development costs for software products incurred before establishing technological feasibility are charged to operations. Software development costs incurred after establishing technological feasibility are capitalized on a product by product basis until the product is available for general release to customers at which time amortization begins. Annual amortization, charged to cost of goods sold, is the amount computed using the ratio that current revenues for a product bear to the total current and anticipated future revenues for that product. In the event that future revenues are not estimable, such costs are amortized on a straight line basis over the remaining estimated economic life of the product. Amortizable assets that have not yet begun to be amortized are included in thereafter in the table above. During the three months ended September 30, 2013 and 2014, the Company capitalized software development costs in the amount of \$1.2 million and \$0.6 million, respectively.

4. Borrowings

The Company has a \$450 million credit agreement maturing in May 2019. The credit agreement consists of a \$450 million revolving credit facility, including a \$375 million sub-limit for letters of credit. The Company has the ability to increase the facility by \$200 million under certain circumstances. Borrowings under this facility bear interest at the London Interbank Offered Rate (“LIBOR”) plus a margin of 1.25% as of September 30, 2014. This margin is determined by the Company’s consolidated leverage ratio and may range from 1.25% to 2.0%. Letters of credit reduce the amount available to borrow by their face value. As of September 30, 2014, the unused portion of the facility bears a commitment fee of 0.20%, but can range from 0.20% to 0.35% based on the Company’s consolidated leverage ratio. The Company’s borrowings under the credit agreement are guaranteed by the Company’s U.S.-based subsidiaries and are secured by substantially all of the Company’s and certain subsidiaries’ assets. The agreement contains various representations, warranties, affirmative, negative and financial covenants, and conditions of default customary for financing agreements of this type. As of September 30, 2014, there was \$30.0 million outstanding under the revolving credit facility and \$100.1 million outstanding under the letters-of-credit sub-facility.

Several of the Company’s foreign subsidiaries maintain bank lines-of- credit, denominated in local currencies and US dollars, to meet short-term working capital requirements and for the issuance of letters-of-credit. As of September 30, 2014, \$11.6 million was outstanding under these letter-of-credit facilities, while no debt was outstanding. As of September 30, 2014, the total amount available under these credit facilities was \$26.4 million, with a total cash borrowing sub-limit of \$2.9 million.

In September 2012, the Company entered into a term loan agreement for \$11.1 million to fund the acquisition of land and a building in the state of Washington. The loan, which bears interest at LIBOR plus 1.25%, is payable on a monthly basis over seven years. Concurrent with entering into the floating rate loan, the Company entered into an interest rate swap agreement that effectively locks the interest rate of the loan to 2.2% per annum for the term of the loan.

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Long-term debt consisted of the following (in thousands):

	June 30, 2014	September 30, 2014
Term loans	\$ 10,921	\$ 11,607
Other long-term debt	2,334	2,480
	<u>13,255</u>	<u>14,087</u>
Less current portion of long-term debt	2,819	2,820
Long-term portion of debt	<u>\$ 10,436</u>	<u>\$ 11,267</u>

5. Stock-based Compensation

As of September 30, 2014, the Company maintained two share-based employee compensation plans (the “OSI Plans”): the 2012 Incentive Award Plan (“2012 Plan”) and the Amended and Restated 2006 Equity Participation Plan (“2006 Plan”). Upon stockholder approval of the 2012 Plan, the Company ceased to make grants under the 2006 Plan.

The Company recorded stock-based compensation expense in the condensed consolidated statements of operations as follows (in thousands):

	Three Months Ended September 30,	
	2013	2014
Cost of goods sold	\$ 269	\$ 205
Selling, general and administrative	5,303	5,763
Research and development	66	27
Stock-based compensation expense before taxes	\$ 5,638	\$ 5,995
Less: related income tax benefit	2,174	2,406
Stock-based compensation expense, net of estimated taxes	<u>\$ 3,464</u>	<u>\$ 3,589</u>

As of September 30, 2014, total unrecognized compensation cost related to share-based compensation grants were estimated at \$1.4 million for stock options and \$30.5 million for restricted stock and restricted stock units (“RSUs”) under the OSI Plans. The Company expects to recognize these costs over a weighted-average period of 2.2 years with respect to the options and 1.9 years for grants of restricted stock and RSUs.

The following summarizes stock option activity during the three months ended September 30, 2014:

	Number of Options	Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at June 30, 2014	1,022,991	\$ 26.60		
Granted	42,476	\$ 68.03		
Exercised	(4,154)	\$ 50.27		
Expired or forfeited	(2,623)	\$ 56.94		
Outstanding at September 30, 2014	<u>1,058,690</u>	<u>\$ 28.09</u>	5.6 years	<u>\$ 36,839</u>
Exercisable at September 30, 2014	<u>949,969</u>	<u>\$ 24.35</u>	5.2 years	<u>\$ 36,297</u>

A summary of restricted stock and RSU award activity during the three months ended September 30, 2014 is as follows:

	Shares	Weighted- Average Fair Value
Nonvested at June 30, 2014	661,400	\$ 54.78
Granted	277,536	64.63
Vested	(233,945)	42.20
Forfeited	(6,821)	37.39
Nonvested at September 30, 2014	<u>698,170</u>	<u>63.08</u>

As of September 30, 2014, there were 2,973,477 shares available for grant under the 2012 Plan. Under the terms of that plan, restricted stock and RSUs granted from the pool of shares available for grant on or after December 12, 2012 reduce the pool by 1.87 shares for each share granted. Restricted stock and RSUs forfeited and returned to the pool of shares available for grant increase the pool by 1.87 shares for each share forfeited.

The Company granted 160,922 and 151,469 performance-based units during the three months ended September 30, 2013 and 2014, respectively. These performance-based restricted stock awards are contingent on the achievement of certain financial performance metrics. The payout can range from zero to 250% of the original number of shares or units awarded, which are converted into shares of the Company’s common stock.

6. Retirement Benefit Plans

The Company sponsors various retirement benefit plans including qualified and nonqualified defined benefit pension plans for its employees. The components of net periodic pension expense are as follows (in thousands):

	Three Months Ended September 30,	
	2013	2014
Service cost	\$ 293	\$ 264
Amortization of prior service cost	202	202
Net periodic pension expense	<u>\$ 495</u>	<u>\$ 466</u>

For the three months ended September 30, 2013 and 2014, the Company made contributions of \$0.1 million and \$1.0 million, respectively, to these defined benefit plans.

In addition, the Company maintains various defined contribution plans. For the three months ended September 30, 2013 and 2014, the Company made contributions of \$1.0 million and \$1.2 million, respectively, to these defined contribution plans.

7. Commitments and Contingencies

Contingent Acquisition Obligations

Under the terms and conditions of the purchase agreements associated with certain acquisitions, the Company may be obligated to make additional payments based on the achievement by the acquired operations of certain sales or profitability milestones. The maximum amount of such future payments under arrangements with contingent consideration caps is \$58 million as of September 30, 2014. In addition, one of the purchase agreements the Company entered into requires royalty payments through 2022 based on the license of, or sales of products containing the technology of CXR Limited, a company acquired in 2004. For acquisitions that occurred prior to fiscal year 2010, the Company accounts for such contingent payments as an addition to the purchase price of the acquired business. Otherwise, the estimated fair value of these obligations is recorded as a liability at the time of the acquisition in the condensed consolidated balance sheets with subsequent revisions reflected in the condensed consolidated statements of operations. As of June 30, 2014 and September 30, 2014, \$23.2 million and \$24.4 million of contingent payment obligations, respectively, are included in Other long-term liabilities in the accompanying condensed consolidated balance sheets.

Advances from Customers

The Company receives advances from customers associated with certain projects. In fiscal 2012, the Company entered into an agreement with the Mexican government to provide a turnkey security screening solution along the country's borders, and in its ports and airports. Associated with the agreement, the Company was provided an advance totaling \$100 million. The Company is obligated to provide a guarantee until the advance has been fully amortized in fiscal 2017. As of September 30, 2014, \$68.8 million of this advance remains outstanding.

Environmental Contingencies

The Company is subject to various environmental laws. The Company's practice is to conduct appropriate environmental investigations at its manufacturing facilities in North America, Asia Pacific, and Europe, and, to the extent practicable, on all new properties in order to identify, as of the date of such report, potential areas of environmental concern related to past and present activities or from nearby operations. In certain cases, the Company has conducted further environmental assessments consisting of soil and groundwater testing and other investigations deemed appropriate by independent environmental consultants.

During one investigation at the Company's Hawthorne, California facility, the Company discovered soil and groundwater contamination that it believes was the result of unspecified on- and off-site releases occurring prior to the Company's occupancy. Historical usage of this site includes semiconductor and electronics manufacturing, dating back to the mid-1960s, as well as possible aircraft and related manufacturing dating to the early 1940s. Similar operations, including chemical manufacturing and storage, were conducted at neighboring sites throughout that period and into the 1990s. It is not presently known when the releases occurred or by whom they were caused, though Company records, in conjunction with data obtained from soil and groundwater surveys, support the Company's assertion that these releases are historical in nature. Further, the groundwater contamination is a known regional issue, not limited to the Company's premises or its immediate surroundings. The Company filed the requisite reports concerning this site with the appropriate environmental authorities upon discovery, and in cooperation with the local governing agency has provided additional historical information and conducted further site characterization studies. Recent soil and groundwater investigations, including the installation of groundwater monitoring wells, were completed in fiscal 2014. Results from these studies are being evaluated to determine the extent of the on-site releases and whether any soils remediation will be required. Periodic groundwater monitoring is expected to continue until such time as the governing authority requests further action.

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The Company has not accrued for loss contingencies relating to the Hawthorne facility or any other environmental matters because it believes that, although unfavorable outcomes may be possible, they are not considered by the Company's management to be probable and reasonably estimable. If one or more of environmental matters are resolved in a manner adverse to the Company, the impact on the Company's business, financial condition, results of operations, financial position and/or liquidity could be material.

Indemnifications

In the normal course of business, the Company has agreed to indemnify certain parties with respect to certain matters. The Company has agreed to hold certain parties harmless against losses arising from a breach of representations, warranties or covenants, or out of intellectual property infringement or other claims made by third parties. These agreements may limit the time within which an indemnification claim can be made and the amount of the claim. In addition, the Company has entered into indemnification agreements with its directors and certain of its officers. It is not possible to determine the maximum potential amount under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. The Company has not recorded any liability for costs related to indemnification as of September 30, 2014.

Product Warranties

The Company offers its customers warranties on many of the products that it sells. These warranties typically provide for repairs and maintenance of the products if problems arise during a specified time period after original shipment. Concurrent with the sale of products, the Company records a provision for estimated warranty expenses with a corresponding increase in cost of goods sold. The Company periodically adjusts this provision based on historical experience and anticipated expenses. The Company charges actual expenses of repairs under warranty, including parts and labor, to this provision when incurred.

The following table presents changes in warranty provisions (in thousands):

	Three Months Ended September 30,	
	2013	2014
Balance at beginning of period	\$ 12,890	\$ 11,923
Additions and adjustments	1,254	847
Reductions for warranty repair costs	(785)	(870)
Balance at end of period	<u>\$ 13,359</u>	<u>\$ 11,900</u>

Legal Proceedings

On December 12, 2013, a putative class action complaint was filed against the Company and certain of its officers in the United States District Court for the Central District of California ("Court") captioned *Roberti v. OSI Systems, Inc., et al.*, Case No. 2:13-cv-09174-MWF-VBK (the "Securities Class Action"). The Amended Complaint, filed on May 20, 2014, alleges that the Company and the individual defendants violated the Securities Exchange Act of 1934 by misrepresenting or failing to disclose facts concerning the status of Rapiscan's efforts to develop Automated Threat Recognition software and the alleged use of unapproved parts in its baggage scanning systems in violation of its contract with the U.S. Transportation Security Administration (TSA). The Amended Complaint also asserts that the individual defendants allegedly sold stock based on material non-public information. Plaintiff demands a jury trial and seeks class certification, unspecified damages, an award of pre-judgment and post-judgment interest, attorneys' and experts' fees, costs, and other unspecified relief. On July 18, 2014, the Company filed a Motion to Dismiss the Amended Complaint. The Motion is scheduled to be heard on November 3, 2014.

On April 15, 2014, a shareholder derivative complaint was filed in the Court purportedly on behalf of the Company against the members of the Company's Board of Directors (as individual defendants), captioned *Hagan v. Chopra, et al.*, Case No. 2:14-cv-02910-ODW-PJW (the "Derivative Action"). The complaint generally asserts the same factual allegations as those at issue in the related Securities Class Action and purports to allege claims for breach of fiduciary duties and unjust enrichment against the individual defendants on behalf of the Company. The complaint seeks unspecified damages, restitution, injunctive relief, attorneys' and experts' fees, costs, expenses, and other unspecified relief. The Derivative Action is currently stayed pending the resolution of the Motion to Dismiss in the Securities Class Action.

While the Company believes that the Securities Class Action and the Derivative Action are without merit and intends to defend the litigation vigorously, it expects to incur costs associated with defending the Securities Class Action and the Derivative Action. At this early stage of litigation, the ultimate outcomes of the Securities Class Action and the Derivative Action are uncertain and the Company cannot reasonably predict the timing or outcomes, or estimate the amount of loss, if any, or their effect, if any, on its financial statements.

The Company is involved in various other claims and legal proceedings arising in the ordinary course of business. In the Company's opinion after consultation with legal counsel, the ultimate disposition of such proceedings is not likely to have a material adverse effect on its business, financial condition, results of operations or cash flows. The Company has not accrued for loss contingencies relating to such matters because the Company believes that, although unfavorable outcomes in the proceedings may be possible, they are not considered by management to be probable or reasonably estimable. If one or more of these matters are resolved in a manner adverse to the Company, the impact on the Company's business, financial condition, results of operations and/or liquidity could be material.

Other Matters

On December 5, 2013, the Company's Security division was notified by the TSA that a delivery order that it had received on September 26, 2013, for baggage and handling inspection systems was being terminated for default. The termination resulted from the use of an upgraded X-ray generator component. While the component had been vetted by the Security division's internal quality assurance, the Security division had not met the contractual requirement of obtaining the TSA's approval in advance. The upgraded X-ray generator component has since been approved for use by the TSA. The termination for default could result in a claim by the Government for compensation. As of this date, no such claim has been made, and the Company does not know the likely amount of any such claim if it were to be made. Also, as a result of this termination for default, the Security division was referred to the U.S. Department of Homeland Security (DHS) for further review. As a result of this review, in October 2014 the Security division entered into an Addendum to its Administrative Agreement dated June 21, 2013 with DHS. Pursuant to the terms of the Addendum, the Security division has agreed, among other things, to extend the term of the Administrative Agreement by 24 months.

8. Income Taxes

The provision for income taxes is determined using an effective tax rate that is subject to fluctuations during the year as new information is obtained. The assumptions used to estimate the annual effective tax rate include factors such as the mix of pre-tax earnings in the various tax jurisdictions in which the Company operates, valuation allowances against deferred tax assets, increases or decreases in uncertain tax positions, utilization of research and development tax credits, changes in or the interpretation of tax laws in jurisdictions where the Company conducts business and certain tax elections. The Company recognizes deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of its assets and liabilities along with net operating loss and tax credit carryovers. The Company records a valuation allowance against its deferred tax assets to reduce the net carrying value to an amount that it believes is more likely than not to be realized. When the Company establishes or reduces the valuation allowance against its deferred tax assets, the provision for income taxes will increase or decrease, respectively, in the period such determination is made.

9. Segment Information

The Company has determined that it operates in three identifiable industry segments: (a) security and inspection systems (Security division), (b) medical monitoring and anesthesia systems (Healthcare division) and (c) optoelectronic devices and manufacturing (Optoelectronics and Manufacturing division). The Company also has a corporate segment (Corporate) that includes executive compensation and certain other general and administrative expenses, expenses related to stock issuances and legal and audit and other professional service fees not allocated to product segments. Both the Security and Healthcare divisions comprise primarily end-user businesses, while the Optoelectronics and Manufacturing division primarily supplies components and subsystems to original equipment manufacturers, including to the Security and Healthcare divisions. Sales between divisions are at transfer prices that approximate market values. All other accounting policies of the segments are the same as described in Note 1, Summary of Significant Accounting Policies of the Form 10-K for the fiscal year ended June 30, 2014.

The following tables present the operations and identifiable assets by industry segment (in thousands):

	Three Months Ended September 30,	
	2013	2014
Revenues(2) — by Segment:		
Security division	\$ 97,153	\$ 113,439
Healthcare division	45,787	47,834
Optoelectronics and Manufacturing division, including intersegment revenues	71,311	69,086
Intersegment revenues elimination	(7,977)	(11,962)
Total	<u>\$ 206,274</u>	<u>\$ 218,397</u>
	Three Months Ended September 30,	
	2013	2014
Operating income (loss) — by Segment:		
Security division	\$ 11,622	17,259
Healthcare division	(1,998)	62
Optoelectronics and Manufacturing division	4,765	4,327
Corporate	(4,045)	(4,517)
Eliminations(1)	129	(467)
Total	<u>\$ 10,473</u>	<u>\$ 16,664</u>
	June 30,	September 30,
	2014	2014
Assets — by Segment:		
Security division	\$ 535,306	\$ 525,293
Healthcare division	190,612	203,284
Optoelectronics and Manufacturing division	169,084	165,407
Corporate	133,836	139,189
Eliminations(1)	(4,652)	(5,118)
Total	<u>\$ 1,024,186</u>	<u>\$ 1,028,055</u>

- (1) Eliminations within operating income primarily reflect the change in the elimination of intercompany profit in inventory not-yet-realized. Eliminations in assets reflect the amount of intercompany profits in inventory as of the balance sheet date. Such intercompany profit will be realized when inventory is shipped to the external customers of the Security and Healthcare divisions.
- (2) One customer accounted for 15% of total net revenues for the three months ended September 30, 2013 and 2014. One customer accounted for 10% of the net receivables as of September 30, 2014.

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

In this report, "OSI", the "Company", "we", "us", "our" and similar terms refer to OSI Systems, Inc. and wholly-owned subsidiaries.

This management's discussion and analysis of financial condition as of September 30, 2014 and results of operations for the three-months ended September 30, 2013 and 2014 should be read in conjunction with management's discussion and analysis of financial condition and results of operations included in our Annual Report on Form 10-K for the year ended June 30, 2014.

Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q that are not related to historical results, including, without limitation, statements regarding our business strategy, objectives and future financial position, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and involve risks and uncertainties. These forward-looking statements may be identified by the use of forward-looking terms such as "anticipate," "believe," "expect," "may," "could," "likely to," "should," or "will," or by discussions of strategy that involve predictions which are based upon a number of future conditions that ultimately may prove to be inaccurate. Statements in this Quarterly Report on Form 10-Q that are forward-looking are based on current expectations and actual results may differ materially. These forward-looking statements should be considered in light of numerous risks and uncertainties described in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K and other documents previously filed or hereafter filed by us from time to time with the Securities and Exchange Commission. Such factors, of course, do not include all factors that might affect our business and financial condition. Although we believe that the assumptions upon which our forward-looking statements are based are reasonable, such assumptions could prove to be inaccurate and actual results could differ materially from those expressed in or implied by the forward-looking statements. For example, the Company could

be exposed to a variety of negative consequences as a result of delays related to the award of domestic and international contracts; delays in customer programs; unanticipated impacts of sequestration and other provisions of the Budget Control Act of 2011 as modified by the Bipartisan Budget Act of 2013; changes in domestic and foreign government spending, budgetary, procurement and trade policies adverse to our businesses; market acceptance of our new and existing technologies, products and services; our ability to win new business and convert any orders received to sales within the fiscal year in accordance with our annual operating plan; enforcement actions in respect of any noncompliance with laws and regulations including export control and environmental regulations and the matters that are the subject of some or all of the Company's ongoing investigations and compliance reviews, contract and regulatory compliance matters, and actions, if brought, resulting in judgments, settlements, fines, injunctions, debarment and/or penalties as well as other risks and uncertainties, including but not limited to those detailed herein and from time to time in our Securities and Exchange Commission filings, which could have a material and adverse impact on the Company's business, financial condition and results of operation. All forward-looking statements contained in this Quarterly Report on Form 10-Q are qualified in their entirety by this statement. We undertake no obligation other than as may be required under securities laws to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Executive Summary

We are a vertically integrated designer and manufacturer of specialized electronic systems and components for critical applications. We sell our products and provide related services in diversified markets, including homeland security, healthcare, defense and aerospace. We have three operating divisions: (a) Security, providing security and inspection systems, turnkey security screening solutions and related services; (b) Healthcare, providing patient monitoring, cardiology and anesthesia systems; and (c) Optoelectronics and Manufacturing, providing specialized electronic components for our Security and Healthcare divisions, as well as to external original equipment manufacturer clients for applications in the defense, aerospace, medical and industrial markets, among others.

Security Division. Through our Security division, we provide security screening, threat detection and non-intrusive inspection products and services worldwide, and provide turnkey security screening solutions. These products and services are used to inspect baggage, cargo, vehicles and other objects for weapons, explosives, drugs, radioactive material and other contraband as well as to screen people. Revenues from our Security division accounted for 47% and 52% of our total consolidated revenues for the three months ended September 30, 2013 and 2014, respectively.

As a result of the terrorist attacks of September 11, 2001, and subsequent attacks in other locations worldwide, security and inspection products have increasingly been used at a wide range of facilities other than airports, such as border crossings, railway stations, seaports, cruise line terminals, freight forwarding operations, sporting venues, government and military installations and nuclear facilities. We believe that our wide-ranging product portfolio together with our ability to provide turnkey screening solutions position us to competitively pursue security and inspection opportunities as they arise throughout the world.

Currently, the U.S. federal Government is discussing various options to address sequestration and the U.S. federal Government's overall fiscal challenges and we cannot predict the outcome of these efforts. While we believe that national security spending will continue to be a priority, U.S. Government budget deficits and the national debt have created increasing pressure to examine and reduce spending across many federal agencies. We believe that the diversified product portfolio and international customer mix of our Security division position us well to withstand the impact of these uncertainties and even benefit from specific initiatives within various governments. However, depending on how future sequestration cuts are implemented and how the U.S. federal Government manages its fiscal challenges, we believe that these federal actions could have a material, adverse effect on our business, financial condition and results of operations.

Healthcare Division. Through our Healthcare division, we design, manufacture, market and service patient monitoring, cardiology and anesthesia delivery and ventilation systems and related supplies and accessories worldwide for sale primarily to hospitals and medical centers. Our products monitor patients in critical, emergency and perioperative care areas of the hospital and provide such information, through wired and wireless networks, to physicians and nurses who may be at the patient's bedside, in another area of the hospital or even outside the hospital. Revenues from our Healthcare division accounted for 22% of our total consolidated revenues for each of the three months ended September 30, 2013 and 2014.

The healthcare markets in which we operate are highly competitive. We believe that our customers choose among competing products on the basis of product performance, functionality, value and service. In addition, there is continued uncertainty regarding the ongoing debates related to the U.S. budget and debt ceiling and the Patient Protection and Affordable Care Act, amended by the Health Care and Education and Reconciliation Act of 2010 (the “Affordable Care Act”), in the U.S., any of which may impact hospital spending, reimbursement and fees which will be levied on certain medical device revenues and adversely affect our business and results of operations. In addition, hospital capital spending appears to have been impacted by strategic uncertainties surrounding the Affordable Care Act and economic pressures. We also believe that the worldwide economic slowdown has caused some hospitals and healthcare providers to delay purchases of our products and services. During this period of uncertainty, sales of our healthcare products may be negatively impacted. Although there are indications that a general economic recovery is underway, we cannot predict when the markets will fully recover or when the uncertainties related to the U.S. federal government will be resolved and, therefore, when this period of delayed and diminished purchasing will end. A prolonged delay could have a material adverse effect on our business, financial condition and results of operations.

During the three months ended September 30, 2014, our Healthcare division completed a small acquisition that expands our customer base and geographic footprint, while leveraging our existing infrastructure.

Optoelectronics and Manufacturing Division. Through our Optoelectronics and Manufacturing division, we design, manufacture and market optoelectronic devices and provide electronics manufacturing services globally for use in a broad range of applications, including aerospace and defense electronics, security and inspection systems, medical imaging and diagnostics, telecommunications, office automation, computer peripherals, industrial automation systems, automotive diagnostic systems, gaming systems and consumer products. We also provide our optoelectronic devices and electronics manufacturing services to original equipment manufacturers, as well as our own Security and Healthcare divisions. Revenues from external customers in our Optoelectronics and Manufacturing division accounted for approximately 31% and 26% of our total consolidated revenues for the three months ended September 30, 2013 and 2014, respectively.

Results of Operations for the Three Months Ended September 30, 2013 (Q1 2014) Compared to Three Months Ended September 30, 2014 (Q1 2015) (amounts in millions)

Net Revenues

The table below and the discussion that follows are based upon the way in which we analyze our business. See Note 9 to the condensed consolidated financial statements for additional information about our business segments.

	Q1 2014	% of Net Sales	Q1 2015	% of Net Sales	\$ Change	% Change
Security division	\$ 97.2	47%	\$ 113.4	52%	\$ 16.2	17%
Healthcare division	45.8	22%	47.8	22%	2.0	4%
Optoelectronics and Manufacturing division	71.3	35%	69.1	31%	(2.2)	(3)%
Less: inter-division sales	(8.0)	(4)%	(11.9)	(5)%	(3.9)	49%
Total external revenues	<u>\$ 206.3</u>		<u>\$ 218.4</u>		<u>\$ 12.1</u>	6%

Revenues for the Security division for the three months ended September 30, 2014 increased primarily as a result of increased baggage and parcel inspection sales, new product launches and partial fulfillment of the \$102 million Foreign Military Sale contract to the U.S. Department of Defense to supply multiple units of cargo and vehicle inspection systems and related training, spare parts, service and logistics support for Iraq.

Revenues for the Healthcare division for the three months ended September 30, 2014 increased primarily due to the acquisition of a European cardiology equipment business during the first quarter of the current fiscal year and increased sales in our North American and Asian markets. These increases were partially offset by a decrease in organic sales in our Europe, Middle East and African region.

Revenues for the Optoelectronics and Manufacturing division for the three months ended September 30, 2014 decreased 3% as a result of lower contract manufacturing sales in the current fiscal year. This decrease was primarily attributable to exceptionally high sales to a single customer during the first quarter of the prior fiscal year to whom we continue to sell but at a lower level.

Gross Profit

	Q1 2014	% of Net Sales	Q1 2015	% of Net Sales	\$ Change	% Change
Gross profit	\$ 67.9	32.9%	\$ 74.2	34.0%	\$ 6.3	9%

Gross profit during the three months ended September 30, 2014 increased as a result of increased sales and an improvement in gross margin. The gross margin increase was a result of the impact of lower revenues in our Optoelectronics and Manufacturing division, which has historically generated the lowest gross margins across the three divisions.

Operating Expenses

	Q1 2014	% of Net Sales	Q1 2015	% of Net Sales	\$ Change	% Change
Selling, general and administrative	\$ 42.2	20.5%	\$ 44.2	20.3%	\$ 2.0	5%
Research and development	11.0	5.3%	12.7	5.8%	1.7	15%
Restructuring and other charges	4.2	2.0%	0.7	0.3%	(3.5)	(83)%
Total operating expenses	<u>\$ 57.4</u>	<u>27.8%</u>	<u>\$ 57.6</u>	<u>26.4%</u>	<u>\$ 0.2</u>	<u>0%</u>

Selling, general and administrative . Selling, general and administrative (SG&A) expenses consist primarily of compensation paid to sales, marketing and administrative personnel, professional service fees and marketing expenses. SG&A for the three months ended September 30, 2014 increased primarily to support our 6% revenue growth.

Research and development . Research and development (R&D) expenses include research related to new product development and product enhancement expenditures. R&D for the three months ended September 30, 2014 increased significantly as we invested in the next generation of products within our Security division, while R&D spending in our Healthcare and Optoelectronics and Manufacturing divisions was in line with the prior year.

Restructuring and other charges . Restructuring and other charges consist of nonrecurring charges related to facility consolidation and other opportunities to become more efficient. In addition, during the past several quarters we have incurred costs related to contracts with the U.S. federal government and professional fees associated with defending against class action and derivative lawsuits filed against the Company. Restructuring and other charges for the three months ended September 30, 2014 decreased significantly as we incurred significant charges in the prior year including: \$2.0 million in our Healthcare division related to a facility relocation, \$0.6 million in our Optoelectronics and Manufacturing division related to employee severance as a result of a facility consolidation and a \$1.6 million charge in our Security division related to a contract settlement with the U.S. federal government. In the current year, such charges were much lower and included \$0.1 million in both our Healthcare and Optoelectronics and Manufacturing divisions related to capitalizing on efficiency opportunities, and \$0.4 million in our Corporate segment related to the class action and derivative lawsuits.

Other Income and Expenses

Interest and other expense, net . For the three months ended September 30, 2014, interest and other expense, net amounted to \$0.9 million as compared to \$1.5 million in the comparable prior-year period. This decrease was primarily due to decreased interest expense related to lower average outstanding borrowings under our revolving credit facility as we have generated significant levels of free cash flow over the past several quarters, and the reduction in the cost of borrowing in connection with the amended credit facility completed in May 2014.

Income taxes . For the three months ended September 30, 2014, our income tax provision was \$4.6 million, compared to \$2.6 million for the comparable prior-year period. Our effective tax rate for the three months ended September 30, 2014 was 28.8%, compared to 29.0% in the comparable prior-year period. The effective tax rate for a particular period varies depending on a number of factors including (i) the mix of income earned in various tax jurisdictions, each of which applies a unique range of income tax rates and income tax credits, (ii) changes in previously established valuation allowances for deferred tax assets (changes are based upon our current analysis of the likelihood that these deferred tax assets will be realized), (iii) the level of non-deductible expenses, (iv) certain tax elections and (v) tax holidays granted to certain of our international subsidiaries.

Liquidity and Capital Resources

Our principal sources of liquidity are our cash and cash equivalents, cash generated from operations and our credit facility. Cash and cash equivalents totaled \$37.3 million at September 30, 2014, a decrease of \$1.5 million from \$38.8 million at June 30, 2014. During the three months ended September 30, 2014, we generated \$31.5 million of cash flow from operations and received net proceeds from our credit facility of \$6.0 million. These proceeds were used for the following: i) \$3.1 million invested in capital expenditures, ii) \$11.9 million for the acquisition of businesses and other assets and iii) \$24.9 million for the repurchase of our common stock, including net share settlement of equity awards. If we continue to net settle equity awards, we will use additional cash to pay our tax withholding obligations in connection with such settlements. We currently anticipate that our available funds, credit facilities and cash flow from operations will be sufficient to meet our operational cash needs for the foreseeable future. In addition, without repatriating earnings from non-U.S. subsidiaries, we anticipate that cash generated from operations will be able to satisfy our obligations in the U.S., including our outstanding lines of credit as accounting earnings in the U.S. are not necessarily indicative of cash flows since earnings are generally reduced by non-cash expenses including depreciation, amortization, and stock-based compensation.

We have a five-year revolving credit facility that allows us to borrow up to \$450 million at London Interbank Offered Rate (LIBOR) plus 1.25% depending upon our leverage ratio. As of September 30, 2014, there was \$30.0 million outstanding under the revolving credit facility and \$100.1 million outstanding under the letters-of-credit sub-facility.

Cash Provided by Operating Activities. Cash flows from operating activities can fluctuate significantly from period to period, as net income, adjusted for non-cash items, and working capital fluctuations impact cash flows. During the three month ended September 30, 2014, we generated cash from operations of \$31.5 million compared to \$6.2 million in the prior year period. Cash flow from operating activities during the first quarter of fiscal 2015 primarily consisted of net income of \$11.2 million, adjusted for certain non-cash items, including total depreciation and amortization of \$17.7 million, stock-based compensation expense of \$6.0 million, and the net negative impact of changes in operating assets and liabilities on cash of \$3.6 million. The year-over-year increase in cash from operations primarily resulted from improved profitability and the impact of changes in working capital as the prior year changes in working capital used \$18.9 million of cash.

Cash Used in Investing Activities. Net cash used in investing activities was \$15.1 million for the three months ended September 30, 2014 as compared to \$19.0 million used for the three months ended September 30, 2013. During the three months ended September 30, 2014, we made \$3.1 million in capital expenditures compared to \$8.0 million during the comparable prior-year period. This decrease is primarily a result of the timing of capital expenditures in support of our turnkey screening program in Mexico. In the three months ended September 30, 2014, we also used cash of \$10.9 million for acquisitions of businesses as compared to \$9.3 million in the comparable prior-year period.

Cash Provided by (Used in) Financing Activities. Net cash used in financing activities was \$19.0 million for the three months ended September 30, 2014, compared to \$14.5 million provided by financing activities for the three months ended September 30, 2013. During the three months ended September 30, 2014, we repurchased \$24.9 million of our common stock including net share settlement of equity awards compared to \$9.0 million for the same period in the prior year. Also, during the current year we drew down \$6.0 million from our credit facility as compared to \$20.0 million in the prior year.

Borrowings

Outstanding lines of credit and current and long-term debt totaled \$44.1 million at September 30, 2014, an increase of \$6.8 million from \$37.3 million at June 30, 2014. See Note 4 to the condensed consolidated financial statements for further discussion.

Cash Held by Foreign Subsidiaries

Our cash, cash equivalents, and investments totaled \$37.3 million at September 30, 2014. Of this amount, approximately 66% was held by our foreign subsidiaries and subject to repatriation tax considerations. These foreign funds were located primarily in Malaysia and the United Kingdom, and to a lesser extent in Mexico, India, Singapore, China, Germany and Canada amongst others. We intend to permanently reinvest a significant portion of our earnings from foreign operations, and we currently do not anticipate that we will need this cash in foreign countries to fund our U.S. operations. In the event that funds from foreign operations are needed to fund operations in the United States and if U.S. taxes have not been previously provided on the related earnings, we would provide for and pay additional U.S. taxes at the time we change our intention with regard to the reinvestment of those earnings.

Issuer Purchases of Equity Securities

The following table presents the shares acquired during the quarter ended September 30, 2014:

	Total number of shares (or units) purchased	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or appropriate dollar value) of shares (or units) that may yet be purchased under the plans or programs (3)
July 1, 2014 to July 31, 2014	159,542(1)(2)	\$ 65.19	159,474	1,059,721
August 1, 2014 to August 31, 2014	47,548(1)(2)	\$ 66.44	29,642	1,030,079
September 1, 2014 to September 30, 2014	171,183(1)(2)	\$ 66.39	87,884	942,195
	<u>378,273</u>	\$ 65.89	<u>277,000</u>	

- (1) A total of 68 shares, 17,906 shares and 83,299 shares of common stock were tendered to satisfy minimum statutory tax withholding obligations related to the vesting of restricted shares for the months July, August and September 2014, respectively.
- (2) For the three months ended September 30, 2014, a total of 277,000 shares of common stock were purchased under the stock repurchase program at an average price of \$66.30 per share.
- (3) In March 1999, our Board of Directors authorized a stock repurchase program of up to 2,000,000 shares. In September 2004, our Board of Directors authorized an additional 1,000,000 shares for repurchase pursuant to this program. In April 2013, our Board of Directors authorized an additional 1,000,000 shares for repurchase pursuant to this program. This program does not have an expiration date. Upon repurchase, the shares are restored to the status of authorized but unissued and we record them as a reduction in the number of shares of common stock issued and outstanding in our consolidated financial statements.

Dividend Policy

We have not paid cash dividends on our common stock in the past and have no plans to do so in the foreseeable future. Certain of our current bank credit facilities restrict the payment of cash dividends and future borrowings may contain similar restrictions.

Contractual Obligations

We presented our contractual obligations in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014. See Note 7 to the condensed consolidated financial statements for further discussion regarding significant changes in those obligations during the first three months of fiscal 2015.

Off Balance Sheet Arrangements

As of September 30, 2014, we did not have any significant off balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions and select accounting policies that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Our critical accounting policies are detailed in our Annual Report on Form 10-K for the year ended June 30, 2014.

Please refer Note 1 to our condensed consolidated financial statements for discussion concerning recent accounting updates not yet adopted.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For the three months ended September 30, 2014, no material changes occurred with respect to market risk as disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014.

Market Risk

We are exposed to certain market risks, which are inherent in our financial instruments and arise from transactions entered into in the normal course of business. We may enter into derivative financial instrument transactions in order to manage or reduce market risk in connection with specific foreign-currency-denominated transactions. We do not enter into derivative financial instrument transactions for speculative purposes.

We are subject to interest rate risk on our short-term borrowings under our bank lines of credit. Borrowings under these lines of credit do not give rise to significant interest rate risk because these borrowings have short maturities and are borrowed at variable interest rates. Historically, we have not experienced material gains or losses due to interest rate changes.

Foreign Currency Exchange Risk

Our international operations are subject to certain opportunities and risks, including foreign currency fluctuations and governmental actions. We closely monitor our operations in each country and seek to adopt appropriate strategies that are responsive to changing economic and political environments, and to fluctuations in foreign currencies. We conduct business in more than 20 countries. Due to our global operations, weaknesses in the currencies of some of these countries are often offset by strengths in others. Foreign currency financial statements are translated into U.S. dollars at period-end rates, with the exception of revenues, costs and expenses, which are translated at average rates during the reporting period. We include gains and losses resulting from foreign currency transactions in income, while we exclude those resulting from translation of financial statements from income and include them as a component of accumulated other comprehensive income. Transaction gains and losses, which were included in our condensed consolidated statements of operations, amounted to a loss of \$0.7 million and a gain of \$0.5 million during the three months ended September 30, 2013 and 2014, respectively. Furthermore, a 10% appreciation of the U.S. dollar relative to each of the local currencies would have resulted in a net increase in our operating income of approximately \$3 million in the first quarter of fiscal 2015. Conversely, a 10% depreciation of the U.S. dollar relative to each of the local currencies would have resulted in a net decrease in our operating income of approximately \$3 million in the first quarter of fiscal 2015.

Use of Derivatives

Our use of derivatives consists primarily of an interest swap agreement. As discussed in Note 1 to the condensed consolidated financial statements, we had an interest rate swap of \$8.0 million outstanding as of September 30, 2014.

Importance of International Markets

International markets provide us with significant growth opportunities. However, as a result of our worldwide business operations, we are subject to various risks, including: international regulatory requirements and policy changes; difficulties in accounts receivable collection and the management of distributors; geopolitical and economic instability; currency exchange rate fluctuations; and tariff regulations. In response to these risks and others, we continue to perform ongoing credit evaluations of our customers' financial condition and, if deemed necessary, we require advance payments for sales. Also, we monitor geopolitical, economic and currency conditions around the world to evaluate whether there may be any significant effect on our international sales in the future.

Inflation

We do not believe that inflation had a material impact on our results of operations during the three months ended September 30, 2014.

Interest Rate Risk

We classify all highly liquid investments with maturities of three months or less as cash equivalents and record them on our balance sheet at fair value.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based upon an evaluation of the effectiveness of disclosure controls and procedures, our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures as defined under Exchange Act Rule 13a-15(e) and 15d-15(e) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the first quarter of fiscal 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Disclosure Controls and Procedures

In designing and evaluating our 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. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Certain of the legal proceedings in which we are involved are discussed in Note 7, “Commitments and Contingencies,” to our Unaudited Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q, and are hereby incorporated by reference.

ITEM 1A. RISK FACTORS

The discussion of our business and operations in this Quarterly Report on Form 10-Q should be read together with the risk factors contained in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, filed with the Securities and Exchange Commission on August 27, 2014, which describe various risks and uncertainties to which we are or may become subject. There have been no material changes to the risk factors included in our Annual Report.

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

See Stock Repurchase Program discussion under Item 2 - Management’s Discussion and Analysis of Financial Condition and Results of Operations, which is hereby incorporated by reference.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

- | | |
|-------|--|
| 10.1 | Amended and Restated OSI Systems, Inc. 2008 Employee Stock Purchase Plan |
| 31.1 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.1 | The following financial information from the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 formatted in XBRL, as follows: <ul style="list-style-type: none">(i) the consolidated balance sheets(ii) the consolidated statements of operations(iii) the consolidated statements of comprehensive income(iv) the consolidated statements of cash flows(v) the notes to the consolidated financial statements, tagged in summary and detail |

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Hawthorne, State of California on the 24th day of October 2014.

OSI SYSTEMS, INC.

By: /s/ Deepak Chopra

Deepak Chopra

President and Chief Executive Officer

By: /s/ Alan Edrick

Alan Edrick

Executive Vice President and
Chief Financial Officer

AMENDED AND RESTATED OSI SYSTEMS, INC.

2008 EMPLOYEE STOCK PURCHASE PLAN

The following constitute the provisions of the Amended and Restated 2008 Employee Stock Purchase Plan (herein called the “Plan”) of OSI Systems, Inc., a Delaware corporation (“OSI Systems, Inc.”). The Plan amends and restates in its entirety, as of August 22, 2014, the OSI Systems, Inc. 2008 Employee Stock Purchase Plan (the “Original Plan”), which was originally adopted by the Board of Directors of OSI Systems, Inc. on August 26, 2008.

1. Purpose. The purpose of the Plan is to provide employees of the Company with an opportunity to purchase Common Stock of the Company through accumulated payroll deductions. The Plan is intended to qualify as an “Employee Stock Purchase Plan” under Section 423 of the Internal Revenue Code of 1986. The provisions of the Plan shall, accordingly, be construed so as to extend and limit participation in a manner consistent with the requirements of that section of the Code.

2. Definitions.

(a) “Board” shall mean the Board of Directors of the Company.

(b) “Code” shall mean the Internal Revenue Code of 1986, as amended.

(c) “Committee” shall mean the committee appointed by the Board of Directors of OSI Systems, Inc. to administer the Plan in accordance with Section 13 below, if one is appointed.

(d) “Common Stock” shall mean the Common Stock, no par value per share, of OSI Systems, Inc.

(e) “Company” shall mean (i) OSI Systems, Inc., (ii) each of the existing Subsidiaries, as defined in Section 425 of the Code, of OSI Systems, Inc. that are incorporated in the United States, and (iii) any such other or future Subsidiaries as the Board of Directors of OSI Systems, Inc. shall from time to time designate. Until the Board of Directors of OSI System, Inc. determines otherwise, the term “Company” shall not refer to or include any Subsidiary incorporated outside of the United States.

(f) “Compensation” shall mean the annual base rate of pay of an eligible Employee during an Offering Period, determined in accordance with nondiscriminatory rules adopted by the Board of Directors, including commissions and cash bonuses, but excluding income with respect to stock options, restricted stock awards or other stock purchases and moving expense reimbursements.

(g) “Continuous Status as an Employee” shall mean the absence of any interruption or termination of service as an Employee. Continuous Status as an Employee shall not be considered interrupted in the case of a leave of absence agreed to in writing by the Company, provided that such leave is for a period of not more than 90 days or reemployment upon the expiration of such leave is guaranteed by contract or statute.

(h) “Employee” shall mean any regular employee of the Company whose date of hire was at least ninety (90) days prior to the commencement of an Offering Period, who is customarily employed for at least twenty (20) hours per week and more than five (5) months in a calendar year.

(i) “Exercise Date” shall mean the last date of an applicable Exercise Period. In the absence of a specific determination to the contrary by the Board of Directors or the Committee, (i) for an Offering Period that commences on January 1 the following June 30, December 31, June 30 and December 31 shall each be an Exercise Date; and (ii) for an Offering Period that commences on July 1, the following December 31, June 30, December 31 and June 30 shall each be an Exercise Date.

(j) “Exercise Period” shall mean, in the absence of a specific determination to the contrary by the Board of Directors or the Committee, a period commencing on an Offering Date or on the day after an Exercise Date and terminating one day prior to the date six (6) months later.

(k) “Offering Period” shall mean, in the absence of a specific determination to the contrary by the Board of Directors or the Committee, a period of twenty-four (24) months beginning on January 1 and July 1 of each year consisting of four (4) six-month Exercise Periods during which options granted pursuant to the Plan may be exercised.

(l) “Offering Date” shall mean the first day of each Offering Period of the Plan.

(m) “Plan” shall mean this Amended and Restated 2008 Employee Stock Purchase Plan.

(n) “Plan Account” means the account established for each participant pursuant to the Plan.

(o) “Subsidiary” shall mean a corporation, domestic or foreign, of which not less than 50% of the voting shares are held by the Company or a Subsidiary, whether or not such corporation now exists or is hereafter organized or acquired by the Company or a Subsidiary.

3. Eligibility.

(a) Any Employee as defined in Section 2(h) who shall be employed by the Company on the Offering Date shall be eligible to participate in the Plan, subject to limitations imposed by Section 423(b) of the Code.

(b) Any provisions of the Plan to the contrary notwithstanding, no Employee shall be granted an option under the Plan (i) if, immediately after the grant, such Employee (or any other person whose stock would be attributed to such Employee pursuant to Section 424(d) of the Code) would own stock and/or hold outstanding options to purchase stock possessing five percent (5%) or more of the total combined voting power or value of all classes of stock of the Company or of any subsidiary of the Company, or (ii) which permits such Employee’s rights to purchase stock under all employee stock purchase plans of the Company and its subsidiaries to accrue at a rate which exceeds Twenty-Five Thousand Dollars (\$25,000) of fair market value of such stock (determined at the time such option is granted) for each calendar year in which such option is outstanding at any time.

(c) In the event that the aggregate number of shares which all participants elect to purchase during an Offering Period shall exceed the number of shares remaining available for issuance under the Plan, the number of shares to which each participant shall become entitled shall be determined by multiplying the number of shares available for issuance, by a fraction, the numerator of which is the sum of the number of shares the participant has elected to purchase and the denominator of which is the sum of the number of shares which all participants have elected to purchase.

4. Offering Periods. In the absence of a specific determination to the contrary by the Board of Directors or the Committee, the Plan shall be implemented by twenty-four (24) month Offering Periods beginning every six (6) months, until terminated in accordance with Section 19 hereof. In no event shall an Offering Period exceed five (5) years.

5. Participation.

(a) An eligible Employee may become a participant in the Plan by delivering to the Company's human resources office an enrollment form provided by the Company authorizing payroll deductions not less than ten (10) business days prior to the applicable Offering Date, unless a later or earlier time for filing the form is set by the Board or Committee for all eligible Employees with respect to a given offering.

(b) Payroll deductions for a participant shall continue at the rate specified in the enrollment form throughout the Offering Period with automatic re-enrollment for the Offering Period which commences the day after the Exercise Date at the same rate specified in the original enrollment form, subject to any change in payroll deduction rate made pursuant to Section 6(c), unless sooner terminated by the participant as provided in Section 11. A participant is not required to file any additional enrollment forms for subsequent Offering Periods in order to continue participation in the Plan. A participant may not participate in more than one Offering Period at any given time.

6. Payroll Deductions.

(a) A participant shall designate on the enrollment form the percentage of Compensation which he or she elects to have withheld for the purchase of Common Stock, which may be any whole percentage from 1% to 10% of the participant's Compensation.

(b) All payroll deductions made by a participant shall be credited to his or her account under the Plan. A participant may not make any additional payments into such account.

(c) A participant may discontinue his or her participation in the Plan as provided in Section 11, or may reduce (but not increase) the rate of payroll withholding during an Offering Period by filing an amended enrollment form with the Company's human resources office at any time prior to the last day of any Offering Period (for which such change is to be effective), but not more than four (4) changes may be made in any Offering Period (or such other number of changes as may be approved by the Board or the Committee). A Participant may increase or decrease the rate of payroll deduction for any subsequent Offering Period by filing with the Company's human resources office a new authorization for payroll deductions not less than ten (10) business days prior to the Offering Date for such subsequent Offering Period.

7. Grant of Option.

(a) On the Offering Date of each Offering Period, each eligible Employee participating in the Plan shall be granted an option to purchase on each Exercise Date during such Offering Period (at the per share option price) up to a number of shares of the Company's Common Stock determined by dividing such Employee's payroll deductions to be accumulated prior to such Exercise Date by the applicable fair market value of a share of the Company's Common Stock as determined pursuant to Section 7(b) hereof. Notwithstanding anything to the contrary contained herein, in no event shall an Employee be permitted to purchase during an Exercise Period a number of shares of the Company's Common Stock in excess of a number determined by dividing \$12,500 by the fair market value of a share of the Company's Common Stock on the Offering Date, subject to the limitations set forth in Sections 3(b) and 12 hereof. Fair market value of a share of the Company's Common Stock shall be determined as provided in Section 7(b) herein.

(b) Subject to Section 15 hereof, the option price per share of the shares of the Company's Common Stock offered in a given Exercise Period shall be the lower of: (i) 85% of the fair market value of a share of the Common Stock of the Company on the Offering Date; or (ii) 85% of the fair market value of a share of the Common Stock of the Company on the Exercise Date; provided, however, that with respect to any Exercise Date of an Offering Period that occurs following the twenty-seven (27) month anniversary of the Offering Date of such Offering Period, the option price per share shall be eighty-five percent (85%) of the fair market value of a share of the Common Stock of the Company on the Exercise Date. The fair market value of the Company's Common Stock on a given date shall be the closing price as quoted on the Nasdaq Stock Market, Inc.'s Global Market (or, if traded on an alternative securities exchange, the closing price on such exchange) or, if there is no closing sales price for a share of the Company's Common Stock on the date in question, the closing sales price for a share of the Company's Common Stock on the last preceding date for which such quotation exists.

8. Exercise of Option. Unless a participant withdraws from the Plan as provided in Section 11, his or her option for the purchase of shares will be exercised automatically on each Exercise Date of the Offering Period, and the maximum number of full shares subject to option will be purchased for him or her at the applicable option price with the accumulated payroll deductions in his or her account. During his or her lifetime, a participant's option to purchase shares hereunder is exercisable only by him or her.

9. Purchase of Common Stock. The Company will maintain a Plan Account on its books in the name of each participant. On each payday the amount deducted from the participant's Compensation will be credited to the participant's Plan Account. No interest shall accrue on any such payroll deductions. As promptly as practicable after the Exercise Date of each offering, the Company shall arrange, for each participant as appropriate, for the issuance of the shares purchased upon exercise of his or her option in street name and for the delivery of such shares to the participant's account at the Company's designated broker-dealer. Any cash remaining which is insufficient to purchase a full share of Common Stock at the termination of each Exercise Period shall be credited to the participant's account for the next Exercise Period.

10. Automatic Transfer to Low Price Offering Period. In the event that the fair market value of the Company's Common Stock is lower on an Exercise Date than it was on the first Offering Date for that Offering Period, all Employees participating in the Plan on the Exercise Date shall be deemed to have withdrawn from the Offering Period immediately after the exercise of their option on such Exercise Date and to have enrolled as participants in a new Offering Period which begins on or about the day following such Exercise Date.

11. Withdrawal; Termination of Employment.

(a) A participant may withdraw all but not less than all the payroll deductions credited to his or her account under the Plan at any time prior to the Exercise Date of the Offering Period by giving written notice to the Company. All of the participant's payroll deductions credited to his or her account will be paid to him or her at the next pay date which follows the tenth business day after the receipt of his or her notice of withdrawal and his or her option for the current period will be automatically terminated, and no further payroll deductions for the purchase of shares will be made during the Offering Period.

(b) Upon termination of the participant's Continuous Status as an Employee prior to the Exercise Date for any reason, including retirement or death, the payroll deductions credited to his or her account will be returned to the participant or, in the case of the participant's death, to the representative of the participant's estate.

(c) A participant's withdrawal from an offering will not have any effect upon his or her eligibility to participate in a succeeding offering or in any similar plan which may hereafter be adopted by the Company.

12. Number of Shares to be Offered. The maximum aggregate number of shares of the Company's Common Stock that may be issued under the Plan shall be 1,500,000 shares, subject to adjustment upon changes in capitalization of the Company as provided in Section 15 hereof. In the event that any option granted under the Plan expires or is terminated for any reason, such shares allocable to the unexercised portion of such option shall again be subject to an option under the Plan.

13. Administration. The Plan shall be administered by the Board of Directors and/or by a duly appointed Committee consisting of not less than two persons, at least one of which shall be a member of the Board of Directors, and having such powers as shall be specified by the Board. The Board of Directors may from time to time remove members from, or add members to, the Committee. Vacancies on the Committee shall be filled by the Board of Directors. The Committee shall hold meetings at such times and places as it may determine. Unless otherwise specified by the Board of Directors, the Committee shall consist of the members of the Company's Compensation Committee. The interpretation and construction by the Board of Directors or the Committee of any provision of the Plan or of any right to purchase Common Stock shall be conclusive and binding on all persons.

14. Transferability. Neither payroll deductions credited to a participant's account nor any rights with regard to the exercise of an option or to receive shares under the Plan may be assigned, transferred, pledged or otherwise disposed of in any way (other than by will, or the laws of descent and distribution) by the participant. Any such attempt at assignment, transfer, pledge or other disposition shall be without effect, except that the Company may treat such act as an election to withdraw funds in accordance with Section 11.

15. Adjustments Upon Changes in Capitalization. Subject to any required action by the stockholders of the Company, the number of shares of Common Stock covered by each option under the Plan which has not yet been exercised and the number of shares of Common Stock which have been authorized for issuance under the Plan but have not yet been placed under option (collectively, the "Reserves"), as well as the price per share of Common Stock covered by each option under the Plan which has not yet been exercised, shall be proportionately adjusted for any increase or decrease in the number of issued shares of Common Stock resulting from a stock split or the payment of a stock dividend (but only on the Common Stock) or any other increase or decrease in the number of shares of Common Stock effected without receipt of consideration by the Company; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Board, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issue by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an option.

In the event of the proposed dissolution or liquidation of the Company, the offering period will terminate immediately prior to the consummation of such proposed action, unless otherwise provided by the Board. In the event of a proposed sale of all or substantially all of the assets of the Company, or the merger of the Company with or into another corporation, each option under the Plan shall be assumed or an equivalent option shall be substituted by such successor corporation or a parent or subsidiary of such successor corporation, unless the Board determines, in the exercise of its sole discretion and in lieu of such assumption or substitution, that the participant shall have the right to exercise the option as to all of the optioned stock, including shares as to which the option would not otherwise be exercisable. If the Board makes an option fully exercisable in lieu of assumption or substitution in the event of a merger or sale of assets, the Board shall notify the participant that the option shall be fully exercisable for a period of thirty (30) days from the date of such notice, and the option will terminate upon the expiration of such period.

The Board may, if it so determines in the exercise of its sole discretion, also make provision for adjusting the Reserves, as well as the price per share of Common Stock covered by each outstanding option, in the event that the Company effects one or more reorganizations, recapitalizations, rights offerings or other increases or reductions of shares of its outstanding Common Stock, and in the event of the Company being consolidated with or merged into any other corporation.

16. Rights as a Shareholder. A participant shall have no rights as a shareholder with respect to any shares of Common Stock he or she may have a right to purchase under the Plan until the date of issuance of a stock certificate to such participant for shares issued pursuant to the Plan.

17. Rights as an Employee. Nothing in the Plan shall be construed to give any participant the right to remain in the employ of the Company or a Subsidiary or to affect the right of the Company and its Subsidiaries or the participant to terminate such employment at any time with or without cause.

18. Use of Funds. All payroll deductions received or held by the Company under the Plan may be used by the Company for any corporate purpose, and the Company shall not be obligated to segregate such payroll deductions.

19. Amendment or Termination. The Board of Directors shall have the right to amend, modify or terminate the Plan at any time without notice, provided that no Participant's existing rights are adversely affected thereby, and provided further that no amendment to the Plan shall be effective until such amendment is approved by a vote of the holders of at least a majority of the outstanding shares of Common Stock of the Company within twelve month before or after the date upon which such action is taken by the Board of Directors, if such amendment would:

- (a) Increase the aggregate number of shares of Common Stock to be issued under the Plan (except as provided in Section 15 hereof);
- (b) Materially modify the requirements for eligibility to participate in the Plan;
- (c) Increase the maximum number of shares of Common Stock which a Participant may purchase in any Offering Period;
- (d) Extend the term of the Plan;
- (e) Alter the option price per share formula so as to reduce the price for shares of Common Stock to be purchased under the Plan;
- (f) Otherwise materially increase the benefits accruing to participants under the Plan; or
- (g) Cause the Plan to fail to meet the requirements of an "employee stock purchase plan" under Section 423 of the Code.

The Plan shall terminate on the date prior to the tenth anniversary of the date on which the Original Plan was adopted, if it has not been earlier terminated pursuant to this Section 19, but the Plan shall remain in full force and effect until the end of the Offering Period then in effect.

20. Notices. All notices or other communications by a participant to the Company under or in connection with the Plan shall be deemed to have been duly given when received in the form specified by the Company at the location, or by the person, designated by the Company for the receipt thereof.

21. Stockholder Approval. Continuance of the Plan and the effectiveness of any option granted hereunder shall be subject to approval of the Original Plan by the affirmative vote or written consent of the holders of a majority of the outstanding shares of Common Stock of the Company present or represented and entitled to vote thereon, within 12 months after the date of adoption of the Original Plan by the Board of Directors.

22. Conditions Upon Issuance of Shares. Shares shall not be issued with respect to an option unless the exercise of such option and the issuance and delivery of such shares pursuant thereto shall comply with all applicable provisions of law, domestic or foreign, including, without limitation, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, the rules and regulations promulgated thereunder, and the requirements of any stock exchange upon which the shares may then be listed, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

As a condition to the exercise of an option, the Company may require the person exercising such option to represent and warrant at the time of any such exercise that the shares are being purchased only for investment and without any present intention to sell or distribute such shares if, in the opinion of counsel for the Company, such a representation is required by any of the aforementioned applicable provisions of law.

23. Governing Law. To the extent not governed by federal law, all legal questions pertaining to the Plan shall be determined in accordance with the laws of the State of Delaware.

CERTIFICATION

Certification required by Rule 13a-14(a) or Rule 15d-14(a)
and under Section 302 of the Sarbanes-Oxley Act of 2002

I, Deepak Chopra, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of OSI Systems, Inc.;
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: October 24, 2014

/s/ Deepak Chopra

Deepak Chopra
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

Certification required by Rule 13a-14(a) or Rule 15d-14(a)
and under Section 302 of the Sarbanes-Oxley Act of 2002

I, Alan Edrick, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of OSI Systems, Inc.;
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: October 24, 2014

/s/ Alan Edrick

Alan Edrick
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of OSI Systems, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Deepak Chopra, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods presented in the Report.

Date: October 24, 2014

/s/ Deepak Chopra

Deepak Chopra
Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, is not being filed as part of the Report or as a separate disclosure document, and is not being incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, (whether made before or after the date of the Report) irrespective of any general incorporation language contained in such filing. The signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of OSI Systems, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Alan Edrick, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) , as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods presented in the Report.

Date: October 24, 2014

/s/ Alan Edrick

Alan Edrick
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, is not being filed as part of the Report or as a separate disclosure document, and is not being incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, (whether made before or after the date of the Report) irrespective of any general incorporation language contained in any such filing. The signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.
