

VEECO INSTRUMENTS INC
Form 10-Q
October 29, 2014
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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 0-16244

VEECO INSTRUMENTS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

11-2989601
(I.R.S. Employer
Identification Number)

Terminal Drive
Plainview, New York
(Address of Principal Executive Offices)

11803
(Zip Code)

Registrant's telephone number, including area code: **(516) 677-0200**

Website: **www.veeco.com**

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

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

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a Smaller reporting company)

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

40,217,447 shares of common stock were outstanding as of the close of business on October 24, 2014.

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Safe Harbor Statement

This quarterly report on Form 10-Q (the Report) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Discussions containing such forward-looking statements may be found in Part I. Items 2 and 3 hereof, as well as within this Report generally. In addition, when used in this Report, the words believes, anticipates, expects, estimates, plans, intends will and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from projected results. These risks and uncertainties include, without limitation, the following:

- Our operating results have been, and may continue to be, adversely affected by unfavorable market conditions;
- Timing of market adoption of light emitting diode (LED) technology for general lighting is uncertain;
- Our failure to successfully manage our outsourcing activities or failure of our outsourcing partners to perform as anticipated could adversely affect our results of operations and our ability to adapt to fluctuating order volumes;
- The further reduction or elimination of foreign government subsidies and economic incentives may adversely affect the future order rate for our metal organic chemical vapor deposition (MOCVD) equipment;
- Our operating results have been, and may continue to be, adversely affected by tightening credit markets;
- Our backlog is subject to customer cancellation or modification and such cancellation could result in decreased sales and increased provisions for excess and obsolete inventory and/or liabilities to our suppliers for products no longer needed;
- Our failure to estimate customer demand accurately could result in excess or obsolete inventory and/or liabilities to our suppliers for products no longer needed, while manufacturing interruptions or delays could affect our ability to meet customer demand;
- The cyclical nature of the industries we serve directly affects our business;
- We rely on a limited number of suppliers, some of whom are our sole source for particular components;
- Our sales to LED and data storage manufacturers are highly dependent on these manufacturers' sales for consumer electronics applications, which can experience significant volatility due to seasonal and other factors, which could materially adversely impact our future results of operations;
- We are exposed to the risks of operating a global business, including the need to obtain export licenses for certain of our shipments and political risks in the countries we operate;
- We may be exposed to liabilities under the Foreign Corrupt Practices Act and any determination that we violated these or similar laws could have a material adverse effect on our business;
- The timing of our orders, shipments, and revenue recognition may cause our quarterly operating results to fluctuate significantly;
- We operate in industries characterized by rapid technological change;

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- We face significant competition;
 - We depend on a limited number of customers, located primarily in a limited number of regions, which operate in highly concentrated industries;
 - Our sales cycle is long and unpredictable;
 - We are subject to internal control evaluations and attestation requirements of Section 404 of the Sarbanes-Oxley Act and any delays or difficulty in satisfying these requirements or negative reports concerning our internal controls could adversely affect our future results of operations and our stock price;
 - The price of our common shares may be volatile and could decline significantly;
 - Our inability to attract, retain, and motivate key employees could have a material adverse effect on our business;
 - We are subject to foreign currency exchange risks;
 - The enforcement and protection of our intellectual property rights may be expensive and could divert our limited resources;
 - We may be subject to claims of intellectual property infringement by others;
 - If we are subject to cyber-attacks we could incur substantial costs and, if such attacks are successful, could result in significant liabilities, reputational harm and disruption of our operations;
 - Our acquisition strategy subjects us to risks associated with evaluating and pursuing these opportunities and integrating these businesses;
 - We may be required to take additional impairment charges for goodwill and indefinite-lived intangible assets or definite-lived intangible and long-lived assets;
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- Changes in accounting pronouncements or taxation rules or practices may adversely affect our financial results;
- We are subject to risks of non-compliance with environmental, health and safety regulations;
- We have significant operations in locations which could be materially and adversely impacted in the event of a natural disaster or other significant disruption;
- We have adopted certain measures that may have anti-takeover effects which may make an acquisition of our Company by another company more difficult;
- New regulations related to conflict minerals will force us to incur additional expenses, may make our supply chain more complex, and may result in damage to our relationships with customers; and
- The matters set forth in this Report generally, including the risk factors set forth in Part II. Item 1A. Risk Factors.

Consequently, such forward looking statements should be regarded solely as the current plans, estimates and beliefs of Veeco Instruments Inc. (together with its consolidated subsidiaries, Veeco, the Company, we, us and our, unless the context indicates otherwise). The Company does not undertake any obligation to update any forward looking statements to reflect future events or circumstances after the date of such statements.

Available Information

We file annual, quarterly and current reports, information statements and other information with the SEC. The public may obtain information by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is www.sec.gov.

Internet Address

We maintain a website where additional information concerning our business and various upcoming events can be found. The address of our website is www.veeco.com. We provide a link on our website, under Investors Financial Information SEC Filings, through which investors can access our filings with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to such reports. These filings are posted to our website as soon as reasonably practicable after we electronically file such material with the SEC.

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Veeco Instruments Inc. and Subsidiaries
Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Net sales	\$ 93,341	\$ 99,324	\$ 279,304	\$ 258,540
Cost of sales	60,783	69,016	182,296	171,040
Gross profit	32,558	30,308	97,008	87,500
Operating expenses:				
Selling, general and administrative	21,712	19,650	65,270	59,077
Research and development	19,968	18,993	60,747	60,600
Amortization	3,149	855	8,951	2,566
Restructuring	2,317	1,240	3,510	1,771
Asset impairment	2,864		2,864	
Total operating expenses	50,010	40,738	141,342	124,014
Other operating, net	36	(493)	(334)	(141)
Changes in contingent consideration			(29,368)	
Operating income (loss)	(17,488)	(9,937)	(14,632)	(36,373)
Interest income (expense), net	305	192	541	620
Income (loss) before income taxes	(17,183)	(9,745)	(14,091)	(35,753)
Income tax provision (benefit)	(3,206)	(3,719)	(4,063)	(15,575)
Net income (loss)	\$ (13,977)	\$ (6,026)	\$ (10,028)	\$ (20,178)
Income (loss) per common share:				
Basic:				
Income (loss)	\$ (0.35)	\$ (0.16)	\$ (0.26)	\$ (0.52)
Diluted :				
Income (loss)	\$ (0.35)	\$ (0.16)	\$ (0.26)	\$ (0.52)
Weighted average shares outstanding:				
Basic	39,401	38,841	39,317	38,774
Diluted	39,401	38,841	39,317	38,774

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

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Veeco Instruments Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income (Loss)

(In thousands)

(Unaudited)

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Net income (loss)	\$ (13,977)	\$ (6,026)	\$ (10,028)	\$ (20,178)
Other comprehensive income (loss), net of tax				
Available-for-sale securities				
Unrealized gain (loss) on available-for-sale securities	6	225	127	(15)
Benefit (provision) for income taxes		(54)		25
Less: Reclassification adjustments for gains included in net income (loss)		(1)	(45)	(52)
Net unrealized gain (loss) on available-for-sale securities	6	170	82	(42)
Foreign currency translation				
Foreign currency translation	(138)	(273)	(29)	(1,346)
Benefit (provision) for income taxes		176		(13)
Net foreign currency translation	(138)	(97)	(29)	(1,359)
Other comprehensive income (loss), net of tax	(132)	73	53	(1,401)
Comprehensive income (loss)	\$ (14,109)	\$ (5,953)	\$ (9,975)	\$ (21,579)

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

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Veeco Instruments Inc. and Subsidiaries
Consolidated Balance Sheets
(In thousands, except share data)

	September 30, 2014 (Unaudited)	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 264,008	\$ 210,799
Short-term investments	222,954	281,538
Restricted cash	487	2,738
Accounts receivable, net	61,588	23,823
Inventories	46,594	59,726
Deferred cost of sales	7,434	724
Prepaid expenses and other current assets	43,898	22,579
Assets held for sale	2,653	
Deferred income taxes	8,384	11,716
Total current assets	658,000	613,643
Property, plant and equipment at cost, net	80,720	89,139
Goodwill	91,521	91,348
Deferred income taxes	397	397
Intangible assets, net	106,015	114,716
Other assets	19,745	38,726
Total assets	\$ 956,398	\$ 947,969
Liabilities and equity		
Current liabilities:		
Accounts payable	\$ 26,113	\$ 35,755
Accrued expenses and other current liabilities	40,468	51,084
Customer deposits and deferred revenue	65,553	34,754
Income taxes payable	6,840	6,149
Deferred income taxes	159	159
Current portion of long-term debt	308	290
Total current liabilities	139,441	128,191
Deferred income taxes	19,741	28,052
Long-term debt	1,614	1,847
Other liabilities	3,484	9,649
Total liabilities	164,280	167,739
Equity:		
Preferred stock, 500,000 shares authorized; no shares issued and outstanding		
Common stock; \$.01 par value; authorized 120,000,000 shares; 40,232,642 and 39,666,195 shares issued and outstanding in 2014 and 2013, respectively	402	397
Additional paid-in capital	743,210	721,352
Retained earnings	43,832	53,860
Accumulated other comprehensive income	4,674	4,621
Total equity	792,118	780,230
Total liabilities and equity	\$ 956,398	\$ 947,969

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

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Veeco Instruments Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Nine months ended September 30,	
	2014	2013
Cash Flows from Operating Activities		
Net income (loss)	\$ (10,028)	\$ (20,178)
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation and amortization	17,649	12,080
Deferred income taxes	(4,973)	(5,196)
Non-cash asset impairment	2,864	
Non-cash equity-based compensation	14,303	9,054