ALVARION LTD
Form 20-F
April 30, 2012

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

FORM 20-F

(Mark One)

o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

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

For the fiscal year ended December 31, 2011

OR

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

For the transition period from __________ to __________

OR

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

Date of event requiring this shell company report _____________

Commission file number 000-30628

Alvarion Ltd.
(Exact name of Registrant as specified in its charter)

Israel
(Jurisdiction of incorporation or organization)

21A HaBarzel Street, Tel Aviv 69710, Israel
(Address of principal executive offices)

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

Title of each class	Name of each exchange on which registered
Ordinary Shares, NIS 0.01 par value per share	NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2011, there were 62,378,801 Ordinary Shares, NIS 0.01 par value per share, outstanding.
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

o Yes x No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

o Yes x No

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.

x Yes o 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).

x Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 in the Exchange Act. (Check one).

Large Accelerated Filer o Accelerated Filer x Non-Accelerated Filer o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP x

International Financial Reporting Standards as issued by the International Accounting Standards Board o

Other o

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

¨ Item 17 o Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

oYes xNo

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INTRODUCTION

Alvarion Ltd. (NASDAQ: ALVR), provides optimized wireless broadband solutions addressing the connectivity, coverage and capacity challenges of telecom operators, smart cities (a vertical segment which uses technology to enhance sustainability, citizen well-being and economic development through applications such as traffic monitoring, Internet access in public venues, utility metering etc.), security (such as police and other safety agencies), and enterprise customers. Our innovative solutions are based on multiple technologies across licensed and unlicensed spectrums.

This annual report on Form 20-F (this "Annual Report") contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our business, financial condition and results of operations. Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including all or any of the risks discussed in "Item 3—Key Information—Risk Factors" and elsewhere in this Annual Report.

In some cases, you can identify forward-looking statements by terms such as "may", "might", "will", "should", "could", "would", "expect", "believe", "intend", "plan", "anticipate", "project", "estimate", "predict", "potential" or the negative of these terms, and similar expressions intended to identify forward-looking statements.

These statements reflect our current views with respect to future events, are based on current assumptions, expectations, estimates and projections, and are subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Except as required by applicable law, including the securities laws of the United States, we do not undertake any obligation nor intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

As used in this Annual Report, the terms "we", "us", "our", "our Company", and "Alvarion" mean Alvarion Ltd. and its subsidiaries, unless otherwise indicated. ALVARION, ALVARION & Design, BreezeCOM, BreezeMAX, BreezeACCESS, BreezeNET, BreezeLITE, WALKair, 4Motion, INTERWAVE, Wavion and Wavion & Device are registered trademarks or service marks of Alvarion in certain jurisdictions. All other trademarks and trade names appearing in this Annual Report are owned by their respective holders.

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PART I

ITEM 1.IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2.OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A.SELECTED FINANCIAL DATA –

The selected financial data, set forth in the table below, have been derived from our audited historical consolidated financial statements as of, and for each of the years ended, December 31, 2007, 2008, 2009, 2010 and 2011. The selected consolidated statement of operations data for the years ended December 31, 2009, 2010 and 2011, and the selected consolidated balance sheet data at December 31, 2010 and 2011, have been derived from our audited consolidated financial statements included elsewhere in this Annual Report. The selected consolidated statement of operations data for the years ended December 31, 2007 and 2008 and the selected consolidated balance sheet data at December 31, 2007, 2008 and 2009, have been derived from our previously published audited consolidated financial statements, which are not included in this Annual Report. We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). You should read the selected financial data together with the section of this Annual Report entitled, "Item 5—Operating and Financial Review and Prospects" and our consolidated financial statements and related notes included elsewhere in this Annual Report, and the selected financial data are qualified entirely by reference to such consolidated financial statements and related notes.

	Year Ended December 31,				
	2007(*)	2008(*)	2009(*)(**)	2010(*)(**)	2011(*)(**)
	(in thousands except per share data)				
Statement of Operations Data:					
Sales	$236,573	$281,281	$245,239	$205,815	$190,037
Cost of sales	114,099	144,326	128,461	128,578	118,855
Write-off of excess inventory and provision for inventory purchase commitments	4,762	3,457	3,993	4,897	2,580
Inventory write-off related to bankruptcy of a customer	-	-	-	-	7,144
Gross profit	117,712	133,498	112,785	72,340	61,458
Operating costs and expenses:					
Research and development, gross	54,967	69,952	54,674	41,744	32,404
Less grants and participations	3,578	10,273	3,884	3,027	4,440
Research and development, net	51,389	59,679	50,790	38,717	27,964
Selling and marketing	55,943	60,521	52,022	43,376	37,576
General and administrative	15,426	18,813	15,087	19,920	13,877
Amortization of intangible assets	2,544	1,327	132	130	186
Impairment of investment	-	-	1,554	-	-
Impairment of goodwill and intangible assets	-	-	-	57,110	-
Restructuring and other related expenses	-	2,914	2,787	3,573	12,040
Acquisition related expenses	-	-	-	-	2,622
Total operating costs and expenses	125,302	143,254	122,372	162,826	94,265
Operating loss	(7,590)	(9,756)	(9,587)	(90,486)	(32,807)
Other (loss) income	8,265	-	731	(7,000)	-
Financial income (expenses), net	6,453	4,297	1,668	(99)	(1,015)
Income (loss) before tax	7,128	(5,459)	(7,188)	(97,585)	(33,822)
Taxes on Income	-	-	-	894	-
Income (loss) from continuing operations	7,128	(5,459)	(7,188)	(98,479)	(33,822)
Income from discontinued operations, net	5,413	-	-	-	-
Net income (loss)	$12,541	$(5,459)	$(7,188)	$(98,479)	$(33,822)
Net earnings (loss) per share:					
Basic:					
Continuing operations	$0.11	$(0.09)	$(0.12)	$(1.58)	$(0.54)
Discontinued operations	0.09	-	-	-	-
Total	$0.20	$(0.09)	$(0.12)	$(1.58)	$(0.54)
Weighted average number of shares used in computing basic net earnings (loss) per share	62,345	62,925	62,023	62,199	62,302
Diluted:					
Continuing operations	$0.11	$(0.09)	$(0.12)	$(1.58)	$(0.54)
Discontinued operations	0.08	-	-	-	-
Total	$0.19	$(0.09)	$(0.12)	$(1.58)	$(0.54)
	64,626	62,925	62,023	62,199	62,302

Weighted average number of shares used
in computing diluted net earnings (loss)
per share

(*) Includes charges for stock-based compensation of approximately $7.4 million, $7.6 million, $4.2 million, $3.3 million and $3.2 million as a result of ASC 718 Compensation – "Stock Compensation" for the years ended December 31, 2007, 2008, 2009, 2010 and 2011, respectively.
(**) For more details of sales please see our Financial Statements.

	As of December 31,				
	2007	2008	2009	2010	2011
	(in thousands)				
Working capital	$113,118	$115,817	$132,813	$109,978	$62,078
Total assets	$313,143	$338,110	$301,544	$214,764	$206,838
Shareholders' equity	$220,553	$215,906	$216,644	$122,087	$86,154
Capital Stock	$415,213	$423,468	$428,086	$431,534	$434,696

B.CAPITALIZATION AND INDEBTEDNESS

Not applicable.

C.REASONS FOR THE OFFER AND USE OF PROCEEDS

Not applicable.

D.RISK FACTORS

Our business, financial condition and results of operations could be seriously harmed due to any of the following risks, among others. If we do not successfully address the risks to which we are subject, we could experience a material adverse effect on our business, results of operations and financial condition, and our share price may decline. We cannot assure you that we will successfully address any of these risks.

Risks Related to Our Business and Our Industry

We have incurred significant losses in the past and we may continue to incur losses in the future.

In 2011, our operating loss and net loss were approximately $(32.8) million and $(33.8) million, respectively. Our losses in 2011 resulted from other charges and expenses related to our acquisition of Wavion Inc., remaining effects of the global economic slowdown, the continued limited availability of credit in the global capital markets, the aggressive competition which we face (especially from Chinese vendors), the continued delay in new project launches and delays in allocating spectrum in several countries. Each of the above reasons led to a sequential decline in our gross margin during 2011 and may continue to adversely affect our business and operating results in the future.

In 2010 and 2009, our operating loss was approximately $(90.5) million and $(9.6) million, respectively, and our net loss was approximately $(98.5) million and $(7.2) million, respectively. In addition, we have incurred operating losses in each of our last five fiscal years, and net losses in four of our last five fiscal years (with the exception of 2007). We may continue to incur operating losses and net losses in the future. Further, in the event our recent restructuring plan, which we implemented in 2011 (as hereinafter described in Item 4 – Organizational Restructuring and New Strategic Initiatives through Acquisitions) does not reduce costs as expected, it may have an adverse effect on our business and our results of operations may continue to incur losses. Continuing losses could have a material adverse effect on our business, financial condition and results of operations, and on the value and market price of our ordinary shares. Continuing losses could have a material adverse effect on our business, financial condition and results of operations, and on the value and market price of our ordinary shares, and may require that we further restructure our operations.

Continued unfavorable global economic conditions could have a material adverse effect on our business, operating results and financial condition.

The crisis in the financial and credit markets in the United States, Europe and Asia which began in 2008 and 2009 and which has continued through 2010 and 2011, led to a global economic slowdown, with the economies of the United States and Europe showing significant signs of weakness. If the economies in the countries in which we operate do not improve or weaken further, telecom carriers and our partners and other customers in such countries may further significantly reduce or postpone their technology spending as well as require aggressive vendor financing. This could result in continued reductions in sales, further decreases in our revenues, longer sales cycles, slower market acceptance of our products and increased price competition. Any of these events would likely harm our business, operating results and financial condition. If global economic and market conditions, or economic conditions in the

United States, Europe or Asia or other key markets do not improve or weaken further, our business, operating results and financial condition may be materially adversely affected.

Adverse conditions in the telecommunications industry and in the telecommunications equipment market may decrease demand for our products and may harm our business, financial condition and results of operations.

Our systems are used by telecom carriers and service providers and within vertical markets, such as municipalities and utility companies. As a result of our customers' continued tightened spending as well as the limited licenses and substantial capital requirements which limit growth into new markets, our revenues further declined in 2010 and 2011 and may continue to decline and our losses may increase in the future since we believe that the economic global situation in general, and in specific regions such as Europe, will continue to be affected by the slowdown. Adverse market conditions in the past years have also led our customers and potential customers to be conservative in their spending, and this could continue in the future. Due to these conditions, the markets in which we operate may not grow as we expect or may decrease. While our goal is to increase our sales by expanding the range of customers that we address, there can be no assurance that we will be successful. Moreover, the number of orders received by carriers and service providers who are our current and potential customers may decrease because of the limited number of licenses granted in each country and the substantial capital requirements involved in establishing networks as well as the fierce competition we face in our business. As a result, our revenues declined in 2010 and 2011 and our revenues may continue to decline and our losses may continue to increase.

New markets we attempt to penetrate may not become substantial commercial markets or technologies that we develop or have developed, may become superseded by other competing technologies. In addition, if we do not maintain or increase our market share of the wireless broadband equipment market, our business will suffer.

The wireless broadband market, both fixed and mobile, and other new markets we attempt to penetrate may not become substantial commercial markets or may not evolve in a manner that will enable our products to achieve market acceptance. If such markets do not evolve or develop or we do not maintain or increase our market share within our current markets, our revenues may continue to decrease. In addition, our Mobile WiMAX technology targets 4th generation cellular technologies ("4G") services and therefore competes with other technologies such as Long Term Evolution ("LTE"), which is becoming the 4G leading technology and the major competitor of WiMAX for wireless broadband markets. The market transition to TD-LTE technology and the perception that LTE will replace WiMAX Technology have resulted in a decline in demand for WiMax technology and equipment and have negatively impacted our sales and results of operations. WiMAX market acceptance has been hampered by competing technologies (such as LTE) and may be hampered by intellectual property rights disputes. In order to maintain or increase our market share in the markets in which we operate, we must:

- continue to innovate and differentiate our technology position by designing, developing and manufacturing broadband wireless access products;
- develop and cultivate additional sales channels in addition to our direct sales from which we currently generate our main revenues, including regional local partners or other strategic arrangements with leading manufacturers of access equipment, who can market our wireless broadband products to prospective customers, such as local exchange carriers, international cellular operators, Internet and application service providers, municipalities, customers in education, oil and gas, and other vertical markets, other private network operators and local telephone companies;

- effectively establish and support relationships with customers, including local exchange carriers, Internet and application service providers, public fixed or mobile telephone service providers and private network operators; and
- continue to enhance our maintenance and support services.

Our efforts in these markets may not succeed.

Intense competition in the markets for our products may have an adverse effect on our sales and profitability.

Many companies compete with us in the wireless broadband equipment market in which we sell our products, particularly Chinese vendors. These vendors have substantially increased their market share in the past few years. We expect that competition from Chinese and other large vendors will increase in the future, including with respect to products that we currently offer and products that we intend to introduce in the future. As the market transitions toward standardization and LTE technology, competition becomes increasingly more challenging for us. In addition, some system integrators and other strategic partners to which we sell our wireless broadband products could develop the capability to manufacture systems similar to our wireless broadband products or choose to work exclusively with our competitors. We expect our competitors to continue improving the performance of their current products and to introduce new products or new technologies that may supplant or provide lower cost alternatives to our products or perform better than our products. We also face competition from large telecommunication equipment vendors, such as Huawei, Samsung, and ZTE Corporation, especially with respect to the wireless broadband products. Some customers may prefer to purchase products from these large vendors, as has occurred on a number of occasions.

Multiple companies with a range of diverse products and solutions compete with us in the license-exempt and vertical markets in which we sell our products. These competitors may have a vertical-focus or a multi-vertical focus. Many of these vendors have been able to grow their market share in the past few years in the territories in which we are active. We expect that competition from these vendors will increase, including with respect to products that we currently offer and products that we intend to introduce in the future. As the market transitions toward standardization and WiFi 802.11n technology, competition becomes increasingly challenging and makes room for entry level, low cost offerings by our competitors. We expect our competitors to continue improving the performance of their current products and to introduce new products or new technologies that may have better performance or supplant our products entirely. We may also face new competition from larger players in the telecom market and/ or indoor wireless vendors, such as Cisco, Samsung, and Aruba, especially with respect to the WiFi-based products. Our license-exempt and vertical market business may be affected by the dynamics of spectrum allocations. The allocation of alternative spectrum such as TV white space spectrum, 24GHz unlicensed band, and 60GHz unlicensed band may become a relevant alternative to the current spectrum upon which our product portfolio is based. Additional license based spectrum, such as the 700MHz public safety band, 6GHz, 70GHz, or LMDS spectrum may become a relevant alternative for our vertical market customers and as such impact our license-exempt and vertical market business.

We expect all of these competitors to continue improving their technologies and products, which may cause us to lose some of our customers or prevent us from entering into new markets. Some of our existing and potential competitors, including large competitors arising from the continued consolidation in the telecommunications equipment market as well as increased competition from Chinese vendors, have substantially greater resources, including financial, technological, manufacturing and marketing, and distribution capabilities, and enjoy greater market recognition than we do. Increased competition, direct and indirect, has resulted in, and is likely to continue to result in, reductions of average selling prices, shorter product life cycles due to our competitors' launch of innovative products in the market more frequently, reduced gross margins, longer sales cycles and potential loss of market share and, consequently, could adversely affect our sales and profitability.

We may not be able to differentiate our products from those of our competitors, successfully develop or introduce new products that are less costly, offer better performance than the products of our competitors, or offer our customers payment or other commercial terms as favorable as those offered by our competitors. In addition, we may not be able to offer our products as part of integrated systems or solutions or provide services to the same extent as our competitors. A failure to accomplish one or more of these objectives could materially adversely affect our sales and profitability, harming our financial condition and results of operations.

Technological changes may have an adverse effect on the market acceptance of our products and may adversely affect our results of operations.

The development of new or enhanced productsin vertical markets is a complex and uncertain process. For example, product development is multi-disciplinary, involving hardware design and development, software, integration, and intensive and complicated system design, and resulting in a long development cycle. We are engaged and will continue to be engaged in the development of various types of product lines having using technologies. We have experienced and may continue to experience design, development, manufacturing, marketing and other difficulties due to delays in our development or delays by third party vendors, and these delays have caused and could continue to cause difficulties or prevent our development, introduction or marketing of new products or product enhancements and subject us to intensified competition. Such difficulties could result in reduced sales, unexpected expenses or delays in the launch of new or enhanced products or our inability to timely introduce to the market our products, any of which may adversely affect our results of operations. Also, such delays could lead sales partners and distributors to turn to competing vendors. The launch and availability of certain of our new products has also been delayed, which may harm our competitiveness and our ability to penetrate, and market these products in, vertical markets in an efficient and timely manner.

In addition, market changes could render our products and technologies obsolete or subject them to intense competition by alternative products or technologies or by improvements in existing products or technologies. For example, the wireless broadband equipment market may stop growing as a result of the deployment of alternative technologies that are constantly improving, such as DSL, cable modem, fiber optic, coaxial cable, satellite systems, third or fourth generation cellular systems, or high speed packet access (“HSPA”) and LTE technologies. New or enhanced products developed by our competitors may be technologically superior to our products, may limit our target markets or may render our products obsolete, and consequently adversely affect our results of operations. New chips introduced may include built-in capabilities which are currently an Alvarion product differentiator, which would lower the barrier for competition.

The success of our technology depends on the following factors, among others:

- market acceptance of new and innovative technologies;
- market acceptance of standards for wireless broadband products;
- timely availability and maturity of technology from technology suppliers and chip-vendors, such as Sequans, Beceem (acquired by Broadcom in 2011), Gemtek, Cisco, Tellabs and Atheros (acquired by Qualcomm);
- network capacity to handle growing demands for faster transmission of increasing amounts of data and voice;
- cost-effectiveness and performance compared to other broadband wireless technologies;
- reliability and security;
- suitability of our technology for a sufficient number of geographic regions;
- the availability of sufficient frequencies and site locations for carriers to deploy and install products at commercially reasonable rates; and
- safety and environmental concerns regarding wireless broadband transmissions.

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We may experience difficulties or delays in the introduction of new or enhanced products, which could result in reduced sales or unexpected expenses.

The development of new or enhanced products in vertical markets is a complex and uncertain process. For example, product development is multi-disciplinary, involving hardware design and development, software, integration, and intensive and complicated system design, and resulting in a long development cycle. We are engaged and will continue to be engaged in the development of various types of product lines having using technologies. We have experienced and may continue to experience design, development, manufacturing, marketing and other difficulties due to delays in our development or delays by third party vendors, and these delays have caused and could continue to cause difficulties or prevent our development, introduction or marketing of new products or product enhancements and subject us to intensified competition. Such difficulties could result in reduced sales, unexpected expenses or delays in the launch of new or enhanced products or our inability to timely introduce to the market our products, any of which may adversely affect our results of operations. Also, such delays could lead sales partners and distributors to turn to competing vendors. The launch and availability of certain of our new products has also been delayed, which may harm our competitiveness and our ability to penetrate, and market these products in, vertical markets in an efficient and timely manner.

Businesses we recently acquired may not be successfully integrated with our operations and our technologies, which may harm our business and results of operations.

During the fourth quarter of 2011, we acquired Wavion Inc. ("Wavion") in order to create new growth engines and penetrate into new market segments (the “Wavion Transaction”). Wavion is a provider of carrier grade outdoor Wi-Fi solutions, offering a variety of different products for Wi-Fi access and 3rd Generation cellular technologies (“3G”) off-load applications. We also acquired the intellectual property of Clariton Ltd. (“Clariton”) in the beginning of 2011 in order to penetrate the indoor wireless market using Clariton's Distributed Antenna System (DAS) technology and know-how (the “Clariton Transaction” and together with the Wavion Transaction, the “Acquisition Transactions”). The process of integrating an acquired business may be prolonged due to unforeseen difficulties such as leveraging our sales forces to sell and distribute the Wavion products and enable full support as well as integrating all of the operations including the two R&D divisions into one integrated operation, and may require a disproportionate amount of our resources and management’s attention.

We cannot assure you that we will be able to successfully integrate the acquired businesses into our operations or expand into new markets, such as the Wi-Fi market or the market for cellular indoor coverage solutions, as a result of any acquisition. We also cannot assure that the Wi-Fi market will grow as we expect or that our market share of the Wi-Fi market will grow as expected.

Further, once integrated, acquisitions may not achieve comparable levels of revenues, profitability or productivity as our existing business or otherwise perform as expected and may increase our costs of operations, which may be higher than expected. We also cannot assure you that we will succeed in retaining our employees or those of any acquired companies following any acquisition, including key employees in managerial positions. The occurrence of any of these events could harm our business, financial condition or results of operations and as a result may decrease our share price in the future.

We received a $30 million loan facility from Silicon Valley Bank ("SVB"). If we fail to comply with the terms of the loan agreement with SVB, our available cash and our business operations may be significantly harmed.

For the purpose of financing the acquisition of Wavion, we obtained a $ 30 million credit facility from SVB (the "Long Term Loan"). As part of the transaction, we pledged all of our assets under a floating charge, and created a fixed charge on our IP rights and receivables. The loan and security agreement with SVB contains various provisions related to compliance with financial covenants, restrictive covenants, including negative pledges, and other customary commitments, contained in facility agreements of this type.

As of April 1, 2012, the Company was in breach of certain financial covenants and on April 25, we reached a general agreement with SVB for the grant of a temporary forbearance of the breached covenants and a modification of the terms of the Long Term Loan, which amended terms include an increase in the interest rate applicable to the Long Term Loan and the repayment of approximately $7million of principal on the loan in addition to its normal loan payments by July 2012, after which the outstanding balance of the Long Term Loan is expected to be approximately $20 million. However, there is no assurance that we will not breach the terms of the Long Term Loan in the future or that we will remain in compliance with the amended terms. In addition, should we fail to comply with our obligations under the amended Long Term Loan, SVB may require immediate repayment of the Long Term Loan and realize on its security, which can significantly harm our available cash and our operations.

For more information please see "Item 10 C – Material Contracts" below.

We have engaged and may continue to engage in mergers and acquisitions which could harm our business, results of operations and financial condition, and dilute our shareholders' equity.

We have pursued and, subject to market conditions, may continue to pursue, growth opportunities through internal growth and acquisition of complementary businesses, products and technologies. We are unable to predict whether or when any prospective acquisitions will be completed. The process of integrating an acquired business may be prolonged due to unforeseen difficulties and may require a disproportionate amount of our resources and management's attention. We cannot assure you that we will be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into our operations, or expand into new markets. Further, once integrated, acquisitions may not achieve comparable levels of revenues, profitability or productivity as our existing business or otherwise perform as expected. The occurrence of any of these events could harm our business, financial condition or results of operations. Past and future acquisitions may require substantial capital resources, which may require us to seek additional debt or equity financing, and could result, without limitation, in the following, any of which could seriously harm our results of operations or the price of our ordinary shares:

- issuance of equity securities that would dilute our current shareholders;
- large write-offs;
- the incurrence of debt and contingent liabilities which we may not be able to repay or comply with covenants we agree to in connection therewith;
- difficulties in the assimilation and integration of operations, personnel, technologies, products and information systems of the acquired companies;
- diversion of management's attention from other business concerns;
- contractual disputes;
- risks of entering geographic and business markets in which we have limited or no prior experience;
- loss of key employees of acquired organizations; and
- negative impact on our cash reserves.

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We have experienced in the past, and may experience in the future, quarterly and annual fluctuations in our results of operations which have caused, and may cause, volatility in the market price of our ordinary shares.

We have experienced, and may continue to experience, significant fluctuations in our quarterly and annual results of operations, in particular, in light of intense competition, especially from Chinese vendors as outlined earlier and hereinafter, the continuing effects of the global slowdown and the continued limited availability of credit in the global capital markets. Any fluctuations may cause our results of operations to decrease below the expectations of securities analysts and investors. This would likely affect the market price of our ordinary shares.

Our quarterly and annual results of operations may vary significantly in the future for a variety of reasons, many of which are outside of our control, including the following:

- the uneven pace of spectrum licensing to carriers and service providers;
- purchasing patterns of our customers, including the size and timing of orders and the timing of large scale deployments;
- the fulfillment of all revenue recognition criteria;
- customer deferral of orders in anticipation of new products, product features or price reductions;
- the introduction of our new products or enhancements or those of our competitors or of providers of complementary products;
- seasonality, including the relatively low level of general business activity in the first and third quarters of each year;
- disruption or changes in the quality of our sources of supply;
- changes in the mix of products sold by us;
- mergers or acquisitions, by us, our competitors and existing and potential customers, if any;
- one-time charges such as asset impairment and restructuring charges;
- fluctuations in the exchange rate of the New Israeli Shekel (the “NIS”) against the United States dollar;
- general economic conditions, including the unfavorable global economic conditions; and
- network approval process dependencies.

Our customers ordinarily require the delivery of products promptly after their orders are accepted. Historically, our business does not have a significant backlog of accepted orders. Consequently, revenues in any quarter depend primarily on orders that are received and accepted in that quarter. The deferral of the placing and acceptance of any large order from one quarter to another could materially and adversely affect our results of operations for the former quarter. Our revenue recognition is complex and dependent on various parameters and milestones. If revenues from our business in any quarter remain in the same level or decline in comparison to any previous quarter, our results of operations could be harmed.

In addition, our operating expenses may increase significantly. If revenues in any quarter do not increase correspondingly or at a higher rate, or if we do not reduce our expenses in a timely manner in response to lower level or declining revenues, our results of operations for that quarter would be materially adversely affected. Because of the variations that we have experienced in our quarterly results of operations, we do not believe quarter-to-quarter comparisons of our results of operations are necessarily meaningful and you should not rely on results of operations in any particular quarter as an indication of future performance.

Our products have long and unpredictable sales cycles which could adversely impact our revenues and results of operations.

The sales cycle for most of our products encompasses significant technical evaluation and testing by each potential purchaser and a commitment of significant cash and other resources. The sales cycle can extend for more than one year and sometimes even two years from initial contact with a customer to receipt of a purchase order, and in certain instances may not even result in the receipt of an order. This time frame may be extended due to, among other reasons, a customer's desire to ensure that the systems work for a long period with increased number of subscribers' coverage and capacity, a customer's need to obtain financing or other means of collateral to purchase systems incorporating our products, the regulatory authorization of competition in local services, delays in the licensing of spectrum for these services and other regulatory hurdles.

As a result of the length of these sales cycles, revenues from our products may fluctuate from quarter to quarter and fail to correspond with associated expenses, which are largely based on anticipated revenues. In addition, the delays inherent in the sales cycles of our products raise additional risks of customers canceling or changing their product plans. Our revenues will be adversely affected if a significant customer, or a significant potential customer, reduces, delays or cancels orders during the sales cycle or chooses not to deploy networks incorporating our products. Any such fluctuation in revenue or cancellation of orders may have an adverse effect on our business and may affect the market price of our ordinary shares. In addition, the global economic recession as well as the on-going European debt crisis may continue to have an adverse effect on the length and the success of our sales cycle.

Our business is dependent upon the success of our distributors, system integrators and other partners, who are under no obligation to purchase our products.

A portion of our revenues is derived from sales to our independent partners, such as distributors and system integrators. Our distributors resell our products to others, who further resell our products to end users. Changes in the distribution and sales channels of our products, a loss of a major distributor or a major distributor's loss of a major end-user, or our inability to establish effective distribution and sales channels for new products may impact our ability to sell our products and result in a loss of revenues. Additionally, sales through our distributors and system integrator channels expose our business to a number of risks, each of which could result in a reduction in the sales of our products. For example, some of these distributors, system integrators and other partners may terminate their relationships with us, consolidate or face financial problems, as well as promote competing products or emphasize alternative technologies, which may turn them into our competitors rather than our partners, all of which may result in a decline in the purchase of our products.

We are dependent upon the acceptance of our products by the market through our partners' efforts in marketing and sales. In some cases, arrangements with our partners do not prevent them from selling competitive products and some of the arrangements do not contain minimum sales or marketing performance requirements. In addition, our efforts to increase sales may suffer from the lack of brand visibility resulting from the integration of these products into more comprehensive systems by distributors and system integrators. Changes in the financial condition, business or marketing strategies of our partners could have a material adverse effect on our results of operations. Any of these changes could occur suddenly and rapidly.

If our revenues decrease and our days- sales-outstanding ("DSO") increase, we may suffer from a cash shortfall.

Our DSOs increased to 106 days in 2011 from 87 days in 2010.We expect that over time our DSOs may further increase and we expect our DSOs will range between 90 to 120 days during 2012, mainly due to our customers requesting more favorable payment terms from us as part of increased competition, as well as the limited availability of credit in the capital markets, which may also affect our ability to collect our customers' debts in a timely manner or

at all. In addition, we may experience an increase in DSOs if we fail to timely collect revenues from our customers.

We may experience a decrease in our gross margin levels in the future, which may adversely affect our financial results.

We believe that several markets in which we operate have caused, and may continue to cause, a decline in our gross margin, mainly due to (a) the fact that our revenue mix contained a high proportion of third party equipment, combined with the continued aggressive competition as described hereinabove and hereinafter, (b) the delay in new project launches and (c) the continued economic slowdown in these markets, all of which resulted in a low level of revenue which led to a large sequential decline in gross margin. Additional reasons for a decline in our gross margin include the following: (i) increased competition in the regions in which we currently operate; (ii) changes in the mix of our products, such as an increase in the volume of sales of lower-margin Customer Premise Equipment ("CPEs"); (iii) the entry of new, large vendors into our markets; (iv) changes in the market demand of some of our existing and potential products; (v) our engaging in "turn-key" projects, which involve lower margins on third party equipment and services; and (vi) our entry into new geographical markets with lower margins, such as India. We expect this decline in gross margin to continue over time. If our revenues do not increase and our operating expenses remain the same or increase, the decline in gross margin will have a negative impact on our results of operations.

Our products are complex and may have errors or defects that are detected only after deployment in complex networks.

Some of our products are highly complex and are designed to be deployed in complex networks. Although our products are tested during manufacturing and prior to deployment, our customers may discover errors after the products have been fully deployed. If we are unable to fix errors or other problems that may be identified in full deployment, including problems related to the site survey, radio planning and other problems that are not necessarily related to product functionality but to the associated services, or unable to correct the errors in a timely manner, we could experience:

- costs associated with remediation;
- loss of or delay in revenues;
- loss of customers;
- failure to achieve market acceptance and loss of market share;
- diversion of deployment resources;
- diversion of research and development resources to fix errors in the field;
- increased service and warranty costs;
- legal actions or demands for compensation by our customers; and
- increased insurance costs.

In October 2011, Open Range Communications, Inc., one of our major customers, filed for bankruptcy in the Bankruptcy Court of Delaware. In the declaration filed by its Chief Financial Officer in support of the company's Chapter 11 petition, Open Range alleged that Alvarion's failure to achieve the system performance and quality, in accordance with the signed contracts, was one of the reasons for Open Range's bankruptcy. If a legal action is filed against us, following such allegations, this may harm our reputation and our operations.

Our products are often integrated with other network components. There may be incompatibilities between these components and our products that could significantly harm service providers or their subscribers. Product problems in the field could require us to incur costs or divert resources and may subject us to liability for damages caused by the problems or delay research and development projects because of the diversion of resources. These problems could also harm our reputation and competitive position in the industry.

We could be subject to warranty claims and product recalls, which could be very expensive and harm our financial condition.

Products like ours sometimes contain undetected errors. These errors can cause delays in product introductions or require design modifications. In addition, we are dependent on unaffiliated suppliers for key components incorporated into our products. Defects in systems in which our products are deployed, whether resulting from faults in our products or products supplied by others, from faulty installation or from any other cause, may result in customer dissatisfaction. Additionally, we are continually marketing several new products. The risk of errors in these new products, as in any new product, may be greater than the risk of errors in established products. The warranties for our products permit customers to return for repair or replacement, within a period ranging from 14 to 21 months of purchase, any defective products. Any failure of a system in which our products are deployed (whether or not our products are the cause), any product recall and any associated negative publicity could result in the loss of, or delay in, market acceptance of our products and could harm our business, financial condition and results of operations. Although we attempt to limit our liability for product defects to product replacements, we may not be successful, and customers may sue us or claim liability for defective products and for related claims arising therefrom. A successful product liability claim could result in substantial cost or divert management's attention and resources, which could have a negative impact on our financial condition and results of operations.

Our dependence on limited sources for key components of our products may lead to disruptions in the delivery and increased cost of our products, harming our business and results of operations.

We currently obtain key components for our products from a limited number of suppliers, and in some instances from a single supplier. In addition, some of the components that we purchase from single suppliers are custom-made. We cannot be sure that we will not experience increased costs or disruptions in the delivery of our product components. In addition, there is a global demand for some electrical components that are used in our systems and that are supplied by relatively few suppliers. Our dependence on these limited sources for key components for our products presents the following potential risks:

- delays in delivery or shortages of components, especially for custom-made components or components with long delivery lead times, could interrupt and delay manufacturing and result in cancellations of orders for our products;
- suppliers could increase component prices significantly and with immediate effect on the manufacturing costs of our products;
- due to the global financial recession, some of our suppliers may cease to exist or face financial difficulties which could affect the supply chain;
- we may not be able to develop alternative sources for product components;
- suppliers could discontinue the manufacture or supply of components used in our products which may require us to modify our products and which may cause delays in product shipments, increased manufacturing costs and increased product prices;
- we may be required to hold more inventory for longer periods of time than we otherwise might in order to avoid problems from shortages or discontinuance, which could lead to write offs of inventory; and
- due to the political situation in the Middle East and the fact that our headquarters are located in Israel, we may not be able to import necessary components from different countries world-wide.

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Our dependence on third party equipment embedded in our products and complimentary systems may impact our business.

We rely on third party software and hardware embedded in our solution. If our licensors fail to support the software or hardware embedded in our solution we may suffer difficulties in supporting our customers and delivering our equipment. We are also dependent on complementary systems such as CPEs, and Access Service Networks Gateways, or ASN- GW, which are part of our solution. Failure by our vendors to deliver such products or discontinue production of such products may cause difficulties to, and may have an adverse effect, on our business.

Changes within any of these vendors' environments can influence our business results. For example, the recent announcement by one of our ASN-GW partners that it would not continue investing in new developments in our line of business in 2011 may influence price levels or change the partners' roadmap in a way that could harm our business.

In addition, in the past, we experienced delays and shortages in the supply of components on more than one occasion. We may experience such delays in the future, harming our business and results of operations.

We must be able to manage expenses and inventory risks associated with meeting the demands of our customers.

To ensure that we are able to meet customer demand for our products, we place orders with our subcontractors and suppliers based on our estimates of future sales. If actual sales differ materially from these estimates, our inventory levels may be too high, and inventory may become obsolete and/or over-stated on our balance sheet. This result would require us to write off inventory, which could adversely affect our results of operations. In 2009, 2010 and 2011, we wrote off inventory in the amounts of $4.0 million, $4.8 million and $2.6 million, respectively. In addition, in 2011 we wrote off additional inventory related to bankruptcy of a customer in an amount of $7.1 million.

We are required to place manufacturing orders well in advance of the time we expect to sell products, and this may result in us ordering a larger or smaller number of these products than required. In the event that we order the manufacture of a greater or lesser amount of these products than necessary, we may be required to purchase the surplus products or to forego or delay the sale or delivery of the products that we did not order in advance. In either case, our business and results of operations may be adversely affected.

The limited manufacturing capacity of a number of subcontractors we depend on may prevent us from filling orders in the timeframe and with the quality specifications our customers demand, which may harm our business and results of operations.

We currently depend on a number of contract manufacturers with limited manufacturing capacity to manufacture our products. The assembly of certain of our finished products, and the manufacture of custom printed circuit boards utilized in electronic subassemblies and related services are also performed by these independent subcontractors. In addition, we rely on third-party "turn-key" manufacturers to manufacture certain sub-systems for our products. Reliance on third-party manufacturers exposes us to significant risks, including risks resulting from:

- potential lack of manufacturing capacity;
- limited control over delivery schedules;
- quality assurance and control;
- manufacturing yields and production costs;
- voluntary or involuntary termination of their relationship with us;
- difficulty in, and timeliness of, substituting any of our contract manufacturers, which could take as long as six months or more;
- the economic and political conditions in their environments; and
- their financial strength.

If the operations of our contract manufacturers are halted, even temporarily, or if our contract manufacturers are unable to operate at full capacity for an extended period of time, we may experience business interruption, increased costs, loss of goodwill and loss of customers.

Any of these risks could result in manufacturing delays or increases in manufacturing costs and expenses. If we experience manufacturing delays, we could lose orders for our products and, as a result, lose customers. There may be an adverse effect on our profitability and, consequently, on our results of operations, if we incur increased costs.

Regulation by governments or other public authorities may increase our costs of doing business, limit our potential markets or require changes to our products that may be difficult and costly.

Our business is premised on the availability of certain radio frequencies for two-way broadband communications. Radio frequencies are subject to extensive regulation under international treaties and local laws, which differ by country. Some of our products operate in license-free bands in the radio spectrum, while others operate in licensed bands. The regulatory environment in which we operate is subject to significant change, the results and timing of which are uncertain.

In some cases, the continued validity of licenses may be conditioned on the licensee complying with various conditions. Since WiMAX technologies evolve and enable new applications, such as mobile services, in some countries the regulators may not permit an operator to use the spectrum previously allocated according to its full technology potential and its latest technological evolution. The regulators in some countries may avoid granting WiMAX spectrum to protect owners of other spectrums previously allocated or they may wait until new technologies such as LTE become available before starting the frequency allocation process. In addition to regulation of available frequencies, our products must conform to a variety of national and international regulations that require compliance with administrative and technical requirements as a condition to the operation or marketing of devices that emit radio frequency energy.

The regulatory environment in which we sell our products subjects us to several risks, including the following:

- Our customers may not be able to obtain sufficient frequencies for their planned uses of our wireless broadband products;

- Failure by the regulatory authorities to allocate suitable and sufficient radio frequencies in a timely manner could deter potential customers from ordering our wireless broadband products. Also, frequency licenses and other regulations may include terms that affect the desirability of using our products;
- The process of establishing new regulations for wireless broadband frequencies and allocating these frequencies to operators is complex and lengthy, and delays in this process may postpone the commercial deployment of our products;
- If our products operate in the license-free bands, Federal Communications Commission ("FCC") rules and similar rules in other countries require operators of radio frequency devices, such as our products, to cease operation of a device if its operation causes interference with authorized users of the spectrum and to accept interference caused by other users;
- If the use of our products interferes with authorized users, or if users of our products experience interference from other users, market acceptance of our products could be adversely affected;
- Regulatory changes, including changes in the allocation of frequency spectrum, may significantly impact our operations by rendering our current products obsolete or non-compliant, restricting the applications and markets served by our products, or requiring us to modify our products;
- Regulatory changes and restrictions imposed due to environmental concerns, such as restrictions imposed on the location of outdoor antennas;
- Spectrum technology neutrality or specific technology allocation may be changed by regulatory authorities towards other competing technologies or to fit specific competitive solutions. Spectrum allocation may specify a particular technology, such as 3G, LTE or WiMAX rather than enabling the spectrum owner to determine the technology; and
- Export control laws and regulations which are applicable to all of our products and technology may become more stringent in the future.

We are subject to certain European directives like the directive on Waste Electrical and Electronic Equipment and the directive on the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment and may also be subject to other similar legislation in other parts of the world.

Our proprietary technology is difficult to protect, and its unauthorized use by third parties may impair our ability to compete effectively.

Our success and ability to compete depends and will continue to depend, to a large extent, on maintaining our proprietary rights and the rights that we currently license or will license in the future from third parties. We rely primarily on a combination of patents, trademarks, trade secrets and copyright law and on confidentiality, non-disclosure and assignment-of-inventions agreements to protect our proprietary technology. We have obtained several patents and have several patent applications pending that are associated with our products. We also have several trademark registrations associated with our name and some of our products.

These measures may not be sufficiently adequate to protect our technology from third-party infringement. Our competitors may independently develop technologies that are substantially equivalent or superior to our technology. Third-party patent applications filed earlier may block our patent applications or receive broader claim coverage. In addition, any patents issued to us, if issued at all, may not provide us with significant commercial protection. Third parties may also invalidate, circumvent, challenge or design around our patents or trade secrets, and our proprietary technology may otherwise become known, or similar technology may be independently developed by competitors. Additionally, our products may be sold in foreign countries that provide less protection to intellectual property than that provided under U.S. or Israeli laws. Failure to successfully protect our intellectual property from infringement may damage our ability to compete effectively and harm our results of operations.

We could become subject to litigation regarding intellectual property rights, which could seriously harm our business.

From time to time we receive letters alleging that we have infringed upon a patent, trademark or other proprietary right. As the broadband wireless access market transitions toward standardization, we are more exposed to intellectual property litigation by third parties who claim to hold intellectual property rights related to such standards. In addition, based on the size and sophistication of our competitors and the history of rapid technological change in our industry, it is possible that several competitors may have intellectual property rights that could relate to our products. Therefore, we may need to litigate to defend against claims of infringement or to determine the validity or scope of the proprietary rights of others. Similarly, we may need to litigate to enforce or uphold the validity of our patent, trademarks and other intellectual property rights. Other actions may involve ownership disputes over our intellectual property or the misappropriation of our trade secrets or proprietary technology. As a result of these actions, we may have to seek licenses to third-parties' intellectual property rights, which may not be able to be successfully integrated into our products. These licenses may not be available to us on reasonable terms or at all. In addition, litigation could be expensive and time consuming and could result in court orders preventing us from selling our then-current products or from operating our business. Any infringement claim, even if not meritorious, could result in the expenditure of significant financial and managerial resources and harm our business, financial condition and results of operations. We have no assurance that any such allegation will not have a material adverse effect on our business, financial condition or results of operations.

If we are unable to maintain licenses to use certain technologies, we may not be able to develop and sell our products.

We receive licenses from third party companies for certain technologies we use in connection with some of our technologies. The loss of these licenses could impair our ability to develop and market our products. If we are unable to obtain or maintain the licenses that we need, we may be unable to develop and market our products or processes, or we may need to obtain substitute technologies of lower quality or performance characteristics or at greater cost. We cannot assure you that we can maintain these licenses or obtain additional licenses, if we need them in the future, on commercially reasonable terms or at all. Also, some of our products utilize open source technologies. These technologies are licensed to us on varying license structures. These licenses and others like them pose a potential risk to products should they be inappropriately used.

We depend on key personnel and several members of our senior management have been recently appointed.

Our future success depends, in part, on the continued service of key personnel. Most members of our senior management team are new to their positions and we will have a new Chief Executive Officer as of May 6, 2012. They may need time to acquire the requisite knowledge of our company and the specific skills necessary to successfully carry out the tasks required of them, which could adversely affect our results of operations.

Five of the eight members of our senior management, including our chief financial officer, were only appointed to their present positions in 2011 and another was only appointed in October 2010. Some of these individuals had little or no previous experience working for Alvarion. Furthermore, Eran Gorev, our Chief Executive Officer and President, will leave the Company and be replaced by Mr. Hezi Lapid, effective May 6, 2012. Mr. Lapid is new to Alvarion while our chief financial officer joined Alvarion in September 2008 as the vice president of our financial division, and became chief financial officer on January 1, 2011. Our Chief Operating Officer (ex-Wavion CEO), Mr. Tal Meirzon, joined Alvarion in November 2011 as a result of the Wavion acquisition. Should any members of senior management, including our new Chief Executive Officer, fail to perform as expected, or should they or other new key managerial appointees fail to acquire the requisite knowledge and skills in a timely manner, or should they decide to leave the Company on their own initiative, our operations may be disrupted and this might adversely affect the results of our operations.

The restructurings that the Company underwent, and may carry out in the future, create morale issues, which may induce employees to leave the Company. If certain of our key technical, sales or senior management personnel terminate their employment and we are unable to retain qualified replacements, our business and results of operations could be harmed.

We may be classified as a passive foreign investment company.

As a result of the combination of our substantial holdings of cash, cash equivalents and securities and the decline in the market price of our ordinary shares from its historical highs, there is a risk that we could be classified as a passive foreign investment company ("PFIC") for United States federal income tax purposes. However, based upon our market capitalization during 2011, we do not believe that we were a PFIC for 2011. In addition, based upon our valuation of our assets as of the end of each quarter of 2002 and 2003 and an independent valuation of our assets as of the end of each quarter of 2001, we do not believe that we were a PFIC for 2001, 2002 or 2003, despite the relatively low market price of our ordinary shares during some of those years. We cannot assure you, however, that the United States Internal Revenue Service or the courts would agree with our conclusion if they were to consider our situation. There is no assurance that we will not become a PFIC in 2012 or in subsequent taxable years. If we were classified as a PFIC, U.S. taxpayers that own our ordinary shares would be subject to additional taxes upon certain distributions by us or upon gains recognized after a sale or disposition of our ordinary shares unless they appropriately elect to treat us as a "qualified electing fund" or to make a "mark-to-market election" under the U.S. Internal Revenue Code. Our classification as a PFIC could also adversely affect the market price of our ordinary shares. For more information, see "Item 10—Additional Information—Taxation—United States Federal Income Tax Considerations with Respect to the Acquisition, Ownership and Disposition of our Ordinary Shares—Passive Foreign Investment Company Status".

The price of our ordinary shares is subject to volatility.

The price of our ordinary shares has experienced significant volatility in the past and may continue to do so in the future. For the two year period ended December 31, 2011, the price of our ordinary shares on the NASDAQ Global Select Market has ranged from a high of $4.28 to a low of $0.83. On December 31, 2011 and March 31, 2012, the closing price of our ordinary shares on the NASDAQ Global Select Market was $0.91 and $0.93 respectively. We may continue to experience significant volatility in the future, based on the following factors, among others:

- general economic conditions;
- our prospects;
- actual or anticipated fluctuations in our sales and results of operations;
- variations between our actual or anticipated results of operations and the published expectations of analysts;
- general conditions in the wireless broadband products industry and general conditions in the telecommunications equipment industry;
- announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures and capital commitments;
- introduction of technologies or product enhancements or new industry substitute standards that reduce the need for our products;
- the effect of general political conditions on our operations and results; and
- departures of key personnel.

We have received a written notice from NASDAQ that we are not currently in compliance with the continued listing requirements of the NASDAQ Global Select Market. If we fail to regain compliance, our ordinary shares may be delisted and the price of our ordinary shares and our ability to access the capital markets could be negatively impacted.

As of April 25, the bid price for our ordinary shares had closed under $1.00 for 30 consecutive business days. On April 26, 2012, we received a notice from the NASDAQ Listing Qualification Department indicating that, for the last 30 consecutive business days, the bid price for our common stock had closed below the minimum $1.00 per share required for continued inclusion on the NASDAQ Global Select Market under the NASDAQ Listing Rules. The notification letter states that pursuant to the NASDAQ Listing Rules the Company will be afforded 180 calendar days, or until October 23, 2012, to regain compliance with the minimum bid price requirement. In order to regain compliance, shares of the Company's common stock must maintain a minimum bid closing price of at least $1.00 per share for a minimum of ten consecutive business days. If we do not regain compliance by October 23, 2012, we may be eligible for additional time to regain compliance. If we are not eligible for additional time or fail to regain compliance after such an extension, NASDAQ will provide written notification to us that our common stock will be subject to delisting. In addition, we must continue to satisfy NASDAQ's other continued listing requirements, including among other things, a minimum stockholders' equity of $10.0 million.

A delisting of our ordinary shares from the NASDAQ Global Select Market would have a material adverse effect on our business and could materially reduce the liquidity of our ordinary shares and result in a corresponding material reduction in the price of our ordinary shares. In addition, delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the potential loss of confidence by investors, suppliers, customers and employees. If our ordinary shares are delisted from the NASDAQ Global Select Market, trading in our common shares would likely move to another market, such as the NASDAQ Capital Market, or be quoted on the Over-the-Counter Bulletin Board or pink sheets, which could adversely affect the liquidity or market price of our ordinary shares.

We may be named as a defendant in securities class action lawsuits, or in other time consuming and expensive litigation that requires extensive management attention and resources and which may be expensive, lengthy and disruptive.

In the future, we may be named as a defendant in securities class action lawsuits or in other time consuming and expensive litigation. Legal proceedings can be expensive, lengthy and disruptive to normal business operations, and can require extensive management attention and resources, regardless of their merit. Moreover, we cannot predict the results of such legal proceedings, and an unfavorable outcome of a lawsuit or proceeding could materially and adversely affect our business, results of operations and financial condition.

Operating in international markets exposes us to risks, which could cause our sales to decline and our operations to suffer and could expose us to various legal, business, political and economic risks.

While we are headquartered in Israel, approximately 99% of our sales in recent years were generated globally, outside of Israel. Our products are marketed internationally and we are, therefore, subject to certain risks associated with international sales, including the following:

- trade restrictions, tariffs, and technology import and export license requirements, which may restrict our ability to export our products or may make our products less price-competitive;
- effects of economic conditions and credit availability;
- adverse tax consequences;

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- greater difficulty in safeguarding intellectual property;
- difficulties in managing our overseas subsidiaries and staffing multiple offices and multiple research and development centers, and the increased travel, infrastructure and legal compliance costs associated with multiple international locations;
- difficulties in enforcing contracts and implementing our accounts receivable function, which introduces revenue recognition, translation, proximity and cultural challenges;
- political and economic instability, particularly in emerging markets;
- reduced protection for intellectual property rights in some countries where we may seek to expand our sales in the future;
- laws and business practices favoring local companies;
- differing labor standards;
- costs of localizing our products for foreign countries and the lack of acceptance of localized products in foreign countries; and
- fluctuations in currency exchange rates and the implications on our financial statements.

We may encounter significant difficulties with the sale of our products in international markets as a result of one or more of these factors. As we expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these risks. Our failure to manage any of these risks successfully could harm our international operations and reduce our international sales, adversely affecting our business, operating results and financial condition.

There may be health and safety risks related to wireless products.

In recent years, there has been publicity regarding the potentially negative direct and indirect health and safety effects of electromagnetic emissions from cellular telephones and other wireless equipment sources, including allegations that these emissions may cause cancer. Our wireless communications products emit electromagnetic radiation. Health and safety issues related to our products may arise that could lead to litigation or other actions against us, or to additional regulation of our products. We may be required to modify our technology and may not be able to do so. We may also be required to pay damages that may reduce our profitability and adversely affect our financial condition. Even if these concerns prove to be baseless, the resulting negative publicity could affect our ability to market our products and, in turn, could harm our business and results of operations.

Risks Related to Our Location in Israel

Conducting business in Israel entails special risks.

We are incorporated under Israeli law and our principal offices and the majority of our manufacturing and research and development facilities are located in the State of Israel. Political, economic and military conditions in Israel and in the Middle East directly affect our operations. We could be harmed by any major hostilities involving Israel, the interruption or curtailment of trade between Israel and its trading partners or a significant downturn in the economic or financial condition of Israel. In the event of war, we and our Israeli subcontractors and suppliers may cease operations which may cause delays in the development, manufacturing or shipment of our products. In recent years, there has been an escalation in violence among Israel, Hamas, the Palestinian Authority and other groups, as well as extensive and continued hostilities along Israel's border with the Gaza Strip. In addition, Iran has threatened to attack Israel and is widely believed to be developing nuclear weapons which could attract preemptive actions by Israel and/or Western countries. Furthermore, since the beginning of 2011 there has been instability in the bordering countries such as Egypt and Syria. We have witnessed increased instability in the region, in particular related to the governmental changes in Egypt and the deterioration of the internal government and control of Syria's President Assad, over Syria's internal affairs. This and further deterioration could have an adverse effect on the stability of our region and specifically on the relations between Israel and Egypt, which have been parties to a peace treaty since the late 1970s. Ongoing violence between Israel and the Palestinians, as well as tension between Israel and terror organizations and other countries in the Middle East, combined with political instability in the Middle East such as in Egypt, Libya, Syria, Iran and Lebanon, may have a material adverse effect on our business, financial condition and results of operations.

Furthermore, several countries, principally some of those in the Middle East, still restrict business with Israel and Israeli companies. These restrictive laws and policies may seriously limit our ability to offer our services to customers in these countries.

Our results of operations may be negatively affected by the obligation of our personnel to perform military service.

Many of our officers and employees in Israel are obligated to perform annual military service duty until they reach age 45 and, in the event of a military conflict could be called to active duty. Our operations could be disrupted by the absence of a significant number of our employees due to military service or the absence for extended periods of one or more of our key employees due to military service. A disruption could materially and adversely affect our business, operating results and financial condition.

We currently benefit from local government programs as well as international programs and local tax benefits that may be discontinued or reduced.

We have received grants from the Government of Israel through the Office of the Chief Scientist of the Ministry of Industry, Trade and Labor (“OCS”) for the financing of a portion of our research and development expenditures in Israel, pursuant to the provisions of The Encouragement of Industrial Research and Development Law, 1984, referred to as the “Research and Development Law”. Pursuant to our current arrangement with the OCS, the OCS finances up to 20% of our research and development expenses by reimbursing us for up to 66% of the approved expenses related to our generic research and development projects. In addition, we obtain other grants from the OCS to partially fund certain other research and development projects. These programs currently restrict our ability to manufacture particular products or transfer particular technology outside of Israel. The Research and Development Law and related regulations permit the OCS to approve the transfer of manufacturing rights outside Israel subject to approval of the research committee and in exchange for the payment of higher royalties, for royalty-bearing programs. As of 2012, we

are in the process of entering into a new royalty-bearing program arrangement with the OCS under new terms which are currently being evaluated and discussed with the OCS. Under these programs we need to comply with certain conditions. If we fail to comply with these conditions, the benefits received could be canceled and we could be required to refund any payments previously received under these programs or pay additional amounts with respect to the grants received under these programs. If the Government of Israel discontinues or modifies these programs and potential tax benefits, our business, financial condition and results of operations could be materially and adversely affected.

In addition, we have been granted “Approved Enterprise” status under the Law for the Encouragement of Capital Investments, 1959 (the “Investment Law”) for our production facilities in Israel. Such status enables us to obtain certain tax relief for a definitive period upon compliance with the Investment Law regulations. On April 1, 2005, an amendment to the Investment Law came into effect which significantly changed the provisions of the Investment Law. The amendment revised the criteria for investments qualified to receive tax benefits. An eligible investment program under the amendment will qualify for benefits as a “Privileged Enterprise” (rather than the previous terminology of Approved Enterprise). Among other things, the amendment provides tax benefits to both local and foreign investors and simplifies the approval process. However, the amendment provides that terms and benefits included in any certificate of approval granted prior to December 31, 2004 will remain subject to the provisions of the law as they were on the date of such approval. We believe that we are currently in compliance with these requirements. However, if we fail to comply with these conditions in the future, the tax benefits received could be canceled and we could be required to pay increased taxes in the future.

We also received grants from the European Union, Romania and Spain for the financing of a portion of our research and development expenditures in those countries through various European programs. Under these programs we need to comply with certain conditions. If we fail to comply with these conditions, the benefits received could be canceled and we could be required to refund any payments previously received under these programs or pay additional amounts with respect to the grants received under these programs. If the European Union, the Government of Spain and/or the Government of Romania discontinues or modifies these programs and potential tax benefits, our business, financial condition and results of operations could be materially and adversely affected.

We are adversely affected by the devaluation of the U.S. dollar against the New Israeli Shekel and could be adversely affected by the rate of inflation in Israel.

Substantially all of our revenues are generated in U.S. dollars. A significant portion of our expenses, primarily salaries, building leases and related personnel expenses is currently incurred in NIS, and we anticipate that a significant portion of our expenses will continue to be denominated in NIS.

As a result, inflation in Israel and/or the devaluation of the U.S. dollar in relation to the NIS has and may continue to have the effect of increasing the cost in U.S. dollars of these expenses; hence, our dollar-measured results of operations are and may continue to be adversely affected, though, the inflation in Israel has been moderate in recent years. In order to manage the risks imposed by foreign currency exchange rate fluctuations, from time to time we enter into currency forward contracts and put and call options to hedge some of our foreign currency exposure. We can provide no assurance that our hedging arrangements will be effective. In addition, if we wish to maintain the dollar-denominated value of our products in non-U.S. markets, devaluation in the local currencies of our customers relative to the U.S. dollar may cause our customers to cancel or decrease orders or default on payment.

Provisions of Israeli law and our Articles of Association may delay, prevent or make difficult a merger or an acquisition of us, which could prevent a change of control and therefore depress the market price of our ordinary shares.

Our Articles of Association contain certain provisions that may delay or prevent a change of control, including a classified board of directors. In addition, the Israeli Companies Law regulates acquisitions of shares through tender offers and mergers, and regulates other matters that may be relevant to these types of transactions. These provisions of Israeli law could have the effect of delaying or preventing a change of control of us, may make it more difficult for a third party to acquire us, even if doing so would be beneficial to our shareholders, and may limit the price that investors may be willing to pay in the future for our ordinary shares. Furthermore, Israeli tax considerations may make potential acquisition transactions unappealing to us or to some of our shareholders.

It may be difficult to effect service of process and enforce U.S. judgments against our directors and officers in Israel or to assert U.S. securities laws claims in Israel.

We are incorporated in Israel. Our executive officers and a majority of our directors are not residents of the United States, and a substantial portion of our assets and the assets of these persons are located outside the United States. Therefore, it may be difficult to obtain a judgment in the United States or collect or get an Israeli court to enforce a judgment obtained in the United States against us or any of those persons. Furthermore, it may be difficult to assert U.S. securities laws claims in original actions instituted in Israel.

As a foreign private issuer whose shares are listed on the NASDAQ Global Select Market, we may follow certain home country corporate governance practices instead of certain NASDAQ requirements.

As a foreign private issuer whose shares are listed on the NASDAQ Global Select Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of the NASDAQ Marketplace Rules.

We do not comply with the NASDAQ requirement that we obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain equity based compensation plans. Instead, we follow Israeli law and practice in accordance with which the establishment or amendment of certain equity based compensation plans is approved by our board of directors.

As a foreign private issuer listed on the NASDAQ Global Select Market, we may also follow home country practice with regard to, among other things, executive officer compensation, director nomination, composition of the board of directors and quorum at shareholders’ meetings. In addition, we may follow our home country law, instead of the NASDAQ Marketplace Rules, which require that we obtain shareholder approval for an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company. Accordingly, our shareholders may not be afforded the same protection as provided under NASDAQ’s corporate governance rules.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY –

Our legal and commercial name is Alvarion Ltd. We were incorporated in September 1992 under the laws of the State of Israel. Since our inception, we have devoted substantially all of our resources to the design, development, manufacturing and marketing of wireless products.

On August 1, 2001, Floware Wireless Systems Ltd., a company incorporated under the laws of the State of Israel (“Floware”) merged with and into us. As a result of the merger, we emerged as the surviving company and Floware’s separate existence ceased. Upon the closing of the merger, we changed our name from BreezeCOM Ltd. to Alvarion Ltd. On April 1, 2003, we completed an acquisition of most of the assets and the assumption of related liabilities of InnoWave. In December 2004, we completed the amalgamation of interWAVE, and the interWAVE operations became our cellular mobile unit. In November 2006, we completed the sale of our cellular mobile unit to LGC Wireless, Inc. (“LGC”), a privately-held supplier of wireless networking solutions in exchange for promissory and convertible notes of LGC. In September 2007, LGC converted our convertible notes into LGC shares and thus we became a shareholder of LGC. In November 2007, ADC Telecommunications Inc. ("ADC") acquired LGC and we sold our LGC shares to ADC. In the beginning of 2011 we acquired the intellectual property of Clariton. On November 23, 2011 we completed the acquisition of Wavion Inc.

Our principal executive offices are located at 21A HaBarzel Street, Tel Aviv 69710, Israel, and our telephone number is 972-3-645-6262. In 1995, we established a wholly-owned subsidiary in the United States, Alvarion, Inc., a Delaware corporation. Alvarion, Inc. is located at 6701 Democracy Blvd., Suite 300, Bethesda, Maryland. We also have an additional office in Sunnyvale, California located at N. Mathilda Avenue, Suite 210, Sunnyvale, California 94043, and its telephone number is 408-773-7200. Alvarion, Inc. serves as our agent for service of process.

We also have several wholly owned subsidiaries worldwide that handle local support, promotion, sales and developing activities. For a discussion of our capital expenditures and divestitures, see “Item 5—Operating and Financial Review and Prospects—Liquidity and Capital Resources.”

B. BUSINESS OVERVIEW

General –

We concentrate our resources on the broad industry of wireless broadband. As a wireless broadband pioneer, we have been driving and delivering innovation for more than 15 years, from developing core technology to creating and promoting industry standards. Through leveraging our key roles in the Institute of Electrical and Electronic Engineers (“IEEE”) and HiperMAN standards committees and having experience in extensive development and deployment of OFDM technology -based systems, we have been at the forefront of the WiMAX Forum™ in its focus on increasing the widespread adoption of standards-based products in the wireless broadband market and in leading the industry to adopt mobile WiMAX networks. The WiMAX standard is the outcome of the standardization work done by the WiMAX Forum™, widely based on the IEEE 802.16 standard working group. Through the Acquisition Transactions (see Item 3D "Risk Factors –Merger transactions recently performed by the Company may not be successfully implemented and integrated with our operations and our technologies, which may harm our business and results of operations"), we recently entered into the carrier grade Wi-Fi market as well as the cellular indoor coverage market and became the owners of certain additional product lines and technologies.

Our primary business is currently focused on three main market segments, offering a wide variety of applications, which are mainly the following:

Broadband Wireless Access Carriers ("BWA Carriers"):

Solutions for BWA Carriers include 4G wireless networks for fixed, nomadic and mobile subscribers, providing subscribers with home, office and personal broadband connectivity for internet access, social networking, gaming, VoIP, video and other broadband applications. Our solutions enable operators in both developed and emerging markets to offer broadband services to subscribers anytime, anywhere where the WiMAX network is deployed, through the use of a variety of devices, such as laptops, PDAs and smart handsets which have undergone interoperability testing with our WiMAX system. In the BWA Carriers category, we continue to offer standard products.

Vertical Markets (Enterprise):

Solutions for our Enterprise category include broadband wireless applications for a variety of vertical markets, providing owners and operators of public networks, private networks, utility companies and municipalities with broadband connectivity and applications that fulfill each organization's specific communication needs. Examples of such applications include government and municipal office connectivity, security and surveillance services, campus-to-campus broadband connectivity, oil and gas and mining company applications, emerging Smart Power Grids and Public Mobile Radio ("PMR") applications. In this market, we sell both WiMAX and Wi-Fi solutions, primarily in the license-exempt frequency bands with various applications, including point-to-point and point-to-multipoint.

Mobile (Cellular) Service Providers:

Solutions for Mobile Service Providers address these customers' challenges in providing ubiquitous coverage and sufficient capacity in an era of ever growing demand for mobile data services and applications. These solutions include Wi-Fi networks for off-loading of mobile data traffic from 3G/4G networks and distributed antenna systems (DAS) for optimized indoor service availability. In the Mobile Service Providers category, we are offering the Company's acquired carrier- grade Wi-Fi products and solutions as well as the DAS products, based on the technology developed by Clariton.

Our growth strategy is focused on providing optimized broadband wireless solutions to address connectivity, capacity and coverage challenges of public and private networks, enabling us to maintain our current position and grow along with the market demand for multi-technologies solutions and applications.

Organizational Restructuring and New Strategic Initiatives through Acquisitions

Since the beginning of 2011, we restructured the organization in order to improve our business results while re-sizing the company to a level appropriate to the available carrier and vertical market opportunities. As part of the restructuring, we also further adjusted the number of our employees to meet the needs of the restructured company and strategic initiatives arising from the acquisitions performed during 2011. The restructuring has resulted in a reduction in the number of employees by 194 and the vacating of certain leased premises in 2011.

Additionally, in 2011 we acquired Wavion in order to create new growth opportunities and penetrate into new market segments. Wavion is a provider of carrier-grade outdoor Wi-Fi solutions, with a variety of different products for the Wi-Fi access and 3G off-load applications segment. We also acquired the intellectual property of Clariton in the

beginning of 2011 in order to penetrate into the indoor wireless market using Clariton's Distributed Antenna System (DAS) technology and know-how.

INDUSTRY DYNAMICS –

4G BWA Techology, Applications and Industry Advantages

Mobile WiMAX is a technology based on the IEEE 802.16e air interface standard and the ETSI HiperMAN wireless metropolitan area network (“MAN”) standard. WiMAX is the worldwide standard for wireless broadband access and personal mobile broadband applications. Solutions based on WiMAX technology enable fixed-line, cable, and mobile operators and challengers to compete with each other in the relevant market for higher Average Revenue Per User (“ARPU”) services. WiMAX technology has the capacity to deliver sufficient bandwidth to enable value-added broadband applications, including live video broadcasting, high-speed data, toll-quality voice and multimedia content. Most importantly, the WiMAX (IEEE 802.16) standards were developed based on the concept of an "all-IP Network". A complete set of IP-based functions and interfaces allows for high quality service delivery, while keeping end-to-end Quality of Service (“QoS”) and minimizes investment and operating costs for operators with its distributed architecture and efficient, packet-based air interface.

WiMAX offers two technological advantages to the operators relative to most existing commercial technologies: (i) a superior radio access technology; and (ii) an open IP-based access network infrastructure.

Superior radio access technology: WiMAX benefits from advanced Non-Line-of-Sight (“NLOS”) radio and antenna technologies, such as MIMO, Beam Forming, and Spatial Division Multiple Access (“SDMA”). These new technologies can be used in fixed, portable and mobile WiMAX networks and facilitate high spectral efficiency and obstacle penetration (e.g., walls) resulting in best network coverage, capacity, low latency and improved user experience. As a result, WiMAX offers lower infrastructure costs and reduced cost per subscriber for the operator, compared to any other wireless technology.

Utilizing its built-in strong QoS mechanisms, WiMAX technology has the capacity to deliver maximum service quality under the subscriber’s Service Level Agreement ("SLA") to enable rich value-added applications, including high-speed data and Internet, live video multicasting, toll-quality voice and multimedia content in both download and streaming formats. These capabilities enable toll-quality delivery of differentiating services, coupled with an enhanced subscriber quality of experience (“QoE”).

Transition of the market to TD-LTE-

Alvarion's main BWA market has undergone a technology shift in the past year, which we believe is the result of a perception that TDD LTE technology will replace WiMAX technology. Although we believe that the availability to offer cost effective TDD LTE products is limited (especially in Alvarion's main market of 3.5GHz licensed operators), the perception that TDD LTE will replace WiMAX technology has caused a decline in demand for WiMAX technology and equipment.

Carrier Grade Wi-Fi Technology -

Driven by strong uptake among end-users, Wi-Fi has become a "game changer" for the mobile industry. With its high quality of service, low cost and ubiquitous availability, a growing number of users consume more traffic over Wi-Fi than on any other access technology. With this trend and with rapidly growing data requirements, operators have begun adopting Wi-Fi technology as a strategy for their future business. A growing number of operators, including AT&T, China Mobile, KDDI, DoCoMo, KT, PLDT, and Smart, are deploying or planning to deploy metro Wi-Fi networks for access and for cellular data offloading. With this trend the Company believes that the market for carrier-grade Wi-Fi equipment is poised to grow rapidly.

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Carrier grade Wi-Fi is defined as a Wi-Fi infrastructure solution that enables operators to deliver the high quality service end-users expect with easy access, fast broadband speed, security, and ubiquitous indoor and outdoor coverage. From the operators' perspective, carrier-grade Wi-Fi solutions must address the coverage and capacity needs of a large deployment and therefore should be scalable to millions of users, come with robust interference immunity technology (critical for operating in the unlicensed spectrum in which Wi-Fi is used) and enable rapid deployment.

Major carrier-grade Wi-Fi market trends:

We believe that Wi-Fi offloading is growing worldwide and that the number of Wi-Fi hotspots will increase substantially over the next several years. The expansion of Wi-Fi availability into large metro "hot-zones" such as San Francisco, London, Singapore, Seoul and Tokyo, will create opportunities for new applications and services such as indoor location-based navigation and location-based advertisements and there is already a growing interest in this space from small startups to large vendors such as Google, Microsoft and Nokia.

Alvarion WBSn – a family of carrier-grade Wi-Fi base stations:

WBSn is a family of advanced carrier-grade Wi-Fi base-stations operating in the 2.4 and 5 GHz bands. WBSn base-stations use powerful two-way beamforming 802.11n and unique interference immunity technology to deliver a good range, capacity and indoor penetration. WBSn is a service-aware platform, addressing the growing demand for faster connectivity and video applications and is optimized for scalable large networks, and applications related to Wi-Fi hotspots, mobile data offloading, capacity wholesale, smart cities, indoor/outdoor large venues, and large corporate networks. WBSn base stations enable operators to rapidly deploy profitable large scale Wi-Fi networks with the quality of service end-users expect.

The Evolution of Wireless Broadband –

During the last decade the desire to be connected anytime anywhere has grown extensively due to the introduction of new handsets allowing connectivity and easy-to-use applications (such as iPhones and iPads). Furthermore, the cultural effect of social networks (such as Facebook, twitter, LinkedIn) has changed the way people communicate on a daily basis.

Along with the increased demand for on-line connectivity, the wireless broadband market has grown due to the acceptance of wireless equipment as a high performance, cost-efficient alternative to wireline infrastructure for broadband connectivity.

In developed countries, government financial support encourages operators to provide broadband coverage in rural and suburban areas with low-density populations, where the business model for wired infrastructure is less cost-effective. In developing countries, government financial support is provided to encourage operators to offer basic telephony services and Internet access based on wireless broadband infrastructure in order to meet demand, mainly in urban and suburban areas.

The worldwide success of broadband connectivity and services creates demand for additional broadband networks mainly in regions where broadband was not yet widely available. The accelerated proliferation of broadband services and networks around the world as well as the commoditization of broadband devices and services has generated more demand for broadband in developing regions, often referred to as the world's emerging markets. In these regions, wireline infrastructure is often non-existent, resulting in an accelerated widespread adoption of wireless broadband networks.

Government Spectrum Allocation Enables Network Deployments -

Global telecom spectrum allocation is opening up the telecommunications industry to competition from new players. Wireless technologies require the use of frequencies contained within a given spectrum to transfer voice, multimedia and other data services. Usually, governments allocate a specific range of that spectrum, either licensed or license-exempt ("unlicensed") bands, to carriers, operators, ISPs and other service providers, enabling them to launch a variety of broadband initiatives based exclusively on wireless networking solutions. During 2011, additional licensed and unlicensed spectrums were allocated around the world and we expect this trend to continue in the future. Increased availability of licensed and unlicensed spectrums enables operators to address increasing demand for wireless broadband. New and developing technologies combine the use of license and license-exempt bands, allowing new cost-effective network deployment strategies and availability of coverage and capacity in very low density areas.

Additional Factors in the Widespread Adoption of Wireless Broadband -

Over the last few years, wireless broadband networks have increasingly grown in popularity and we believe they will continue to do so, due in part to the inability of wired infrastructure to meet demand, but also because of the following factors:

- competition among various types of telecommunications players to offer multiple services using a single network;
- growing trend of public access providers to build infrastructures owned by municipalities;
- rapid progression of standardization by international authorities, such as the WiMAX Forum™, 802.11, 3GPP combined with the wide adoption of these standards by equipment vendors and carriers;
- attractiveness of the business model offered to operators that use high performance standardized and interoperable products;
- convergence of fixed and mobile services;
- increasing availability of 4G ecosystem products, leading to reduction in the capital expenditures (CAPEX) and operating expenses (OPEX) of network deployment and the promotion of 4G operators' competitiveness; and
- proliferation of user-friendly, Internet-centric end user devices which encourage the use of bandwidth thirsty applications.

4G for Mobile Broadband Services and Applications

Mobile broadband promotes convergence of the fixed and mobile spheres, offering subscribers a combination of high-speed broadband and mobile services that are available anywhere, anytime, using any device. Mobile broadband offers always-on, high-speed and all- IP-based connectivity, providing direct access to the mobile Internet and creating a dynamic market for various services and applications.

Mobile broadband capabilities are already embedded in a wide range of computing, telephony and consumer electronics devices that aim to optimize personal lifestyle and professional productivity. These new mobile broadband capabilities would enhance traditional service provider business models and create opportunities for new entrants to penetrate the market with alternative business models.

However, for mobile broadband services to be adopted widely by consumers and businesses, vendors must offer interoperable diverse and innovative applications with the right devices to utilize the applications.

We believe that WiMAX and Wi-Fi as well as LTE are currently the technologies that are the most advanced and well-suited to cost-effectively meet the requirements of personal broadband. Wi-Fi complements the WiMAX / LTE technologies, especially in high traffic areas. For mobile operators, Wi-Fi is another Radio Access technology. It allows the operator to offer additional data services in different frequency bands, unlicensed, bases on the users' existing mobile devices.

COMPANY STRENGTHS -

For more than 15 years, our primary business activity has been focused on fulfilling the growing demand for IP wireless broadband in the telecom industry by providing solutions and services to build wireless broadband networks. In addition, we have deployed through our customers fixed wireless broadband solutions for applications, such as toll quality telephony service, mobile base station feeding, hotspot coverage extension, municipal and community interconnection, utility company metering and monitoring applications, as well as public safety communications.

Our key strengths include:

Market Leadership and Brand Recognition: We believe that we are a worldwide 4G vendor with a combined multiple business focus in both licensed and unlicensed solutions, with carrier grade products for mobile operators and broadband wireless access networks, and we enjoy a strong brand purpose and brand identity.

Customer Base: We have a broad customer base, with over 280 world-wide fixed, nomadic and mobile 4G commercial deployments.

Technology: We have over 15 years of experience in end-to-end broadband wireless IP and we believe we have been a leader in the broadband wireless access market for more than a decade. In addition, we have continued our leadership in the relevant standardization organizations (IEEE 802.16, WiMAX Forum™). In the Wi-Fi market, we recently purchased Wavion (see Item 4 – Business overview – Organizational Restructuring and New Strategic Initiatives through Acquisitions) , which recently introduced its two-way beamforming 802.11n 3x3:3 base station with a unique Interference Immunity suite which enhances the Wi-Fi products available from our company.

Execution Capabilities:

We have the ability to deliver and deploy a complete end-to-end solution in terms of product, technology, and full end-to-end network deployments, radio planning and network services resulting in the ability to build long-term customer relationships.

We believe that we have the ability to compete with any other vendor in this industry, while keeping our flexibility and technology differentiators according to customer demands and needs.

Strategic Relationships: We are actively partnering with industry and market leaders to create go-to-market strategic relationships and best-of-breed end-to-end wireless broadband networks.

Experience in Wireless Broadband

Our experience in wireless broadband enabled us to identify the potential of WiMAX in early 2002, ahead of most equipment vendors. We have been at the forefront of developments with WiMAX technology since its inception, at a company and industry level. Examples of our active involvement include major roles in the standardization process through our work in the WiMAX Forum™ as a charter board member. In addition, our employees are active in other related technology organizations, such as Wireless Communications Association, IEEE 802.16, ETSI BRAN-HiperMAN and ITU standards.

By acquiring Wavion during the fourth quarter of 2011, we gained personnel with an average of 10 years of valuable experience and technical expertise in the field of carrier grade Outdoor Wi-Fi. These employees possess particular knowledge in several key technologies such as beamforming, real time radio management, advanced antenna design and smart location management.

GROWTH STRATEGY –

Our growth strategy contains three primary elements. The first element is providing broadband wireless networks (based on WiMAX and additional technologies) to telecom service providers, maintaining our current leadership position and growing along with market demand for converged applications. We have accomplished significant milestones, such as a live demonstration of our TD-LTE technology, and, in terms of product development, we have entered into agreements with third parties to integrate their products into our complete solution. The second element is providing wireless broadband networks for select enterprise vertical markets (including safe city, mining, education, municipalities, utilities, among others) in licensed and license-exempt environments. We offer our customers optimized access, CPE's and backhaul solutions. We plan to make additional investment in product development, channel recruitment and go-to-market activities in new vertical markets/domains. The third element of our strategy is to offer indoor coverage and capacity solutions and carrier-grade Wi-Fi offload systems to mobile carriers. This is a growing market looking for solutions to offload data from 3G networks, creating a large demand for Wi-Fi solutions.

Opportunities for Providing Solutions Based on an Open Architecture

The inherent, open architecture characteristics of WiMAX offer many opportunities for our company as a major global WiMAX end-to-end network provider. We continually strive to be at the forefront of exploring and maximizing the benefits of WiMAX in order to create a new operator-centric model based on best-of-breed solutions from a variety of OPEN WiMAX ecosystem partners.

PRODUCTS -

BreezeMAX Platforms - WiMAX Solutions for converged applications

Our WiMAX-based BreezeMAX Frequency Division Duplex ("FDD") and Time Division Duplex ("TDD") (“BreezeMAX”) platforms are designed from the ground-up according to the IEEE 802.16 standard. BreezeMAX platforms feature advanced OFDM and OFDMA technologies to support non-line-of-sight ("NLOS") operation, adaptive modulation up to QAM64 and the highest spectral efficiency available. Currently commercially available and operating in the 2.3, 2.3WCS, 2.5, 3.3, 3.5, 3.6 and 5.2 GHz licensed frequency bands, BreezeMAX meets the immediate customer demand for cost-effective, next generation broadband wireless systems with a platform designed around the implementation of the IEEE 802.16 and HiperMAN standards by the WiMAX Forum™. The BreezeMAX carrier-class design supports broadband speeds and QoS to enable carriers to offer quadruple play (meaning broadband data, voice, mobility and multi-media) services to thousands of subscribers in a single-base station.

BreezeMAX has become a popular solution for operators offering fixed high-bandwidth, VoIP and data services to evolve their networks to industry-standard solutions with improved outdoor and indoor customer premises equipment ("CPE") economics. This platform includes an enhanced offering of primary voice services and allows an operator to leverage legacy voice infrastructure. The system’s features and cost-effective, versatile subscriber units make BreezeMAX a widely accepted broadband wireless solution for service providers that are interested in improving their business model.

In 2007, the BreezeMAX indoor Si CPE began offering personal broadband and primary broadband WiMAX standard-based solutions and enabled nomadic services via quick deployments based on a plug-and-play installation. In addition, the BreezeMAX indoor Si CPE enabled centrally provisioned, portable connectivity for subscribers to use the CPE in various points within the network coverage and reconnect to the service after moving from one location to another. The BreezeMAX’s FDD platform was designed according to the IEEE 802.16-2004 standard, and was partially certified by the WiMAX Forum™ during 2006 for fixed and nomadic networks, for both Base Stations and CPEs. In early 2007, we introduced our TDD pre-certified IEEE 802.16-2005 platform that was designed for fixed and nomadic networks. Our BreezeMAX platform, which is part of our 4Motion solution, provides support for fixed, nomadic and mobile WiMAX, and has been designed according to the IEEE 802.16e-2005 standard for portable and mobile networks.

BreezeMAX Macro Outdoor is a carrier-class, all outdoor, broadband wireless access platform. Based on the BreezeMAX Macro Indoor base station, BreezeMAX Macro Outdoor is a modular, scalable and reliable all outdoor base station which features flexible installation capabilities. The Outdoor Access Unit ("ODU") is a high power remote radio unit that connects to an external antenna, and provides high system gain and interference robustness by utilizing high transmit power and low noise figure. Supporting up to 20 MHz bandwidth, the ODU is scalable for future options such as increased capacity through carrier multiplexing or wider frequency bandwidths. The BreezeMAX Macro Outdoor base station offers a range of ODUs featuring diverse configurations and streamlining 2nd and 4th order diversity.

BreezeMAX Extreme 5000 is the first wireless broadband solution to bring WiMAX 16e technology to the 5 GHz license-exempt market. A highly integrated, all outdoor base station, BreezeMAX Extreme 5000 is designed for ease-of deployment and reduced total cost of ownership. Built with the customer in mind this solution offers easy configuration and a self-sustained ecosystem, ideally suited for Wireless Internet Service Providers (WISPs), municipalities, utilities, enterprises and public safety networks.

BreezeMAX Extreme 3650 is an all outdoor zero footprint WiMAX 16e wireless broadband solution for rural America.

IEEE 802.16e-2005 compliant technology enables portable and mobile networks to be IP-based, with a focus on open standards, end users and consumer devices. Portable access is defined according to the WiMAX Forum™ to apply to handsets, PDA, laptop Personal Computer Memory Card International Association ("PCMCIA") or mini cards at multiple locations, at least at walking speed, and enables a hard handoff of devices, in which the subscriber terminal is disconnected from one base station before connecting to the next base station. Mobile access ranges in scope from low to high vehicular speeds but adds PDAs and smart-phone devices, multiple locations and enables a soft handoff, in which the subscriber maintains a simultaneous connection with two or more base stations for a seamless handoff to the base station with the highest quality connection. Both consumer and business users have driven the demand for this technology that has resulted from the convergence of fixed broadband networks and mobile voice networks towards mobile broadband communications.

4Motion™ Solution

Our mobile WiMAX solution, 4Motion™, was introduced to the market during the second half of 2006 and was commercially deployed in the market in mid 2008. 4Motion™ is an end-to-end mobile WiMAX solution designed to comply with the IEEE 802.16e-2005 standard. The solution is a software defined radio base and as such allows migration to other OFDMA technologies. The solution portfolio was developed in conjunction with leading providers of core network and IP technology, devices and integration services and its evolution is under continuous development. 4Motion™ offers an open, end-to-end, carrier-class, scalable and cost-effective mobile broadband data solution that delivers personal broadband services of several Mbps per subscriber or more. Offering the benefits of the OPEN WiMAX approach to network strategy, our 4Motion™ solution provides operators with the flexibility to choose best-of-breed multi-vendor partners to add third-party IP services, while controlling costs.

The 4Motion™ solution includes Radio Access Network ("RAN") and includes both Alvarion's and third parties' core network, radio and IP networking elements, end-user devices and subscriber applications. The 4Motion™ as a whole is optimized to provide full mobility in line with the IEEE 802.16e-2005 standard.

Our Wireless Broadband Access Solutions (Non-WiMAX)

We provide a broad range of integrated wireless broadband solutions, addressing different markets and frequency bands, designed for the various business models of carriers, service providers and private network owners such as municipalities, businesses, utilities and more. Our products address point-to-point and point-to-multipoint architectures for a wide scope of end-user profiles, including residential, small office/home office ("SOHO"), small/medium enterprises ("SME"), multi-tenant/multi-dwelling units (MTU/MDU) and large enterprises (corporate). Our products operate in licensed and license-free bands, ranging from 900 MHz to 28 GHz and comply with various industry standards. Our core technologies include spread spectrum radio, linear radio, digital signal processing, modems, media access control, IP-based mobile switches, networking protocols and very large systems integration ("VLSI").

Most of our non-WiMAX wireless broadband solutions are based on OFDM technology with NLOS capabilities, creating more possibilities to cover a wireless access network.

Many applications can be deployed over wireless broadband systems. Data, voice and video applications can be utilized by telecom operators, service providers and regional carriers based on the needs of their regions of operation.

In addition to data and voice, applications such as video surveillance are deployed over our networks in municipalities and other markets such as mining, oil and gas, campus deployments and more.

Wireless broadband solutions are implemented in a modular infrastructure, enabling swift, cost-effective roll-out as needed. Sectorized base stations are deployed to provide radio coverage to the targeted area, and frequency channels are reused in non-adjacent base station sectors, making the most efficient use of the available spectrum. Base stations are connected to the operator's central office, or point-of-presence, using wired or wireless point-to-point solutions. End users are provided with CPE, typically consisting of an outdoor unit with a radio and an antenna connected to an indoor unit or indoor self-installed unit, which present voice and data interfaces to the customer network.

BreezeACCESS Products (BreezeACCESS 4900, 900,VL,OFDM, Wi2)

BreezeACCESS enables fixed high-speed data and voice, point-to-multipoint wireless broadband applications. BreezeACCESS products operate in several frequency bands to meet the needs of our customers worldwide. The BreezeACCESS product family consists of base stations, including access units, controllers and subscriber units. The latter operates optimally when connected to computers or computer networks utilizing the Internet Protocol. The subscriber units include subscriber units for data applications and subscriber units for data and telephony applications. BreezeACCESS is modular in design, allowing for a low initial investment, and is scalable to enable future growth.

BreezeACCESS OFDM products support an extended coverage range in the 4.9, 5 GHz frequencies and the license-exempt 900 MHz frequency bands and features embedded security mechanisms with hardware-based encryption to ensure consistently secure wireless links that do not degrade performance

BreezeACCESS 4900 is a critical communications tool for the United States public safety sector. Deployable in point-to-point and point-to-multipoint configurations, the solution provides secure and reliable wireless connectivity in any terrain, environment and climate. The 50 MHz licensed spectrum in the 4.940 GHz-4.990 GHz, reserved for public safety and homeland security use, assists local municipal groups to provide license-protected, secure access for public safety, medical, emergency, government security and surveillance applications with superior capacity, range and scalability.

Operating in the license-exempt 902-928 MHz band, BreezeACCESS 900 is a cost-effective broadband wireless access solution that enables service providers to deliver high-speed, wireless data and voice services for fixed and mobile applications. BreezeACCESS 900 enables the reliable delivery of services in NLOS, foliage-dense environments.

BreezeACCESS VL is an OFDM-based, carrier-class, point-to-multipoint solution for wireless broadband outdoor connectivity and the delivery of high-quality data, voice and video services in urban and rural environments. BreezeACCESS VL lets WISPs, municipalities, governments, enterprises and utilities providers deliver an array of broadband wireless applications in urban and rural deployments. It provides enhanced QoS capabilities to enable the allocation of the necessary bandwidth and priority in line with application and user needs. BreezeACCESS VL supports an extended coverage range in the 4.9, 5 GHz frequencies and the license-exempt 900 MHz frequency bands, and features embedded security mechanisms with hardware-based encryption to ensure consistently secure wireless links that do not degrade performance. BreezeACCESS VL is a field-proven, flexible platform that enables diverse product configurations and power feeding options to match varying deployment needs. The solution adheres to Alvarion's "pay-as-you-grow" business model (enabling customers to start small and scale up) to ensure maximum scalability and supports a wide range of subscriber units to offer an affordable, optimized solution for top performance.

BreezeACCESS Wi2 combines the advantages of Wi-Fi access with the capabilities of BreezeACCESS VL systems to provide cost-effective solutions for personal broadband services today. BreezeACCESS Wi2 solutions can be deployed almost anywhere to provide personal broadband to standard IEEE 802.11 b/g end user devices such as laptops, PDAs, smart-phones and portable gaming devices. BreezeACCESS Wi2 solutions are ideal for operators, municipalities and communities looking to build metropolitan broadband networks or to integrate Wi-Fi hot zone capabilities into their existing broadband wireless access networks. These solutions provide personal broadband services ranging from public Internet access to public safety and Intranet applications.

OFDM technology, on which BreezeACCESS and BreezeACCESS VL are based, enables higher data rates of up to 12 Mbps and up to 54 Mbps, respectively, by utilizing the available radio spectrum in an efficient manner. In addition, OFDM technology enables NLOS operation with robust resistance to interference. OFDM-based products enable carriers to use the technology in applications where a high data rate is required, including serving medium to large enterprises and high-speed backbone applications.

BreezeNET B Products

Our BreezeNET B products are designed to provide highly reliable, backhaul, building-to-building bridging solutions, support mobile connectivity and provide individuals or small groups of users with wireless access to a LAN.

BreezeNET B products function as a wireless bridge system that provides high-capacity and high-speed point-to-point connectivity.

The BreezeNET B system operates in the unlicensed 2.4, 4.9-5.8 GHz bands and has flexible rate options: B10, B14, B28, B100, B300 delivering up to 250 Mbps with symmetric or fully symmetric, fixed or dynamically adjusted allocation reaching up to 60 km.

BreezeNET B operates in NLOS environments, such as buildings, foliage or ridgelines. The system also features adaptive modulation for automatic selection of modulation schemes to maximize data rate and improve spectral efficiency. BreezeNET B supports security sensitive applications through optional use of authentication and data encryption. The system supports Virtual Local Networks (“VLANs”), which enable secure operation, and VPN services, which allow workers in remote locations or remote offices to conveniently access their enterprise network.

WALKair Products

The WALKair system is a wireless broadband system that enables carriers to provide high-speed Internet access, other data services and voice services primarily to SMEs. WALKair’s high spectral efficiency, dynamic bandwidth allocation, effective frequency reuse plan and high coverage capacity enable carriers to connect last-mile business subscribers to their network in an efficient and cost-effective manner.

In 2011 we announced “end of life” for the WALKair 1000 and 3000 lines. In their stead we have introduced the new WALKair 5000.

Our new WALKair 5000 operates in the 10.5, 26 and 28 GHz licensed bands.

WALKair products are based on time division multiplexing technology. WALKair systems support a complement of value-added classes of services including VPN, VLAN and QoS, based on per-user allocation of committed data rate and maximum data rate.

BreezeCELL

Alvarion introduced a distributed antenna system offering in 2011. The system uses proprietary RF technology based on intellectual property acquired from Clariton. By utilizing manipulation of cellular RF signals the system can transport these signals across cable TV infrastructure to provide coverage and capacity within large buildings. The system is comprised of various components deployed indoors, mainly head-end equipment connected directly to a cellular Base Station on one side and to coax cable infrastructure on the other side. Additional components include specialized diplexers and amplifiers and a Remote Unit (RU) that emits the original signal from the Base Station after it is transported over the cabling system.

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The BreezeCELL product offering serves large buildings and is most commonly purchased and managed by a cellular operator. The onset of 3G data services has increased dramatically the use of DAS solutions.

Carrier Grade Wi-Fi – WBS Products

WBS-2400 is a carrier-grade range of base stations for advanced wireless broadband, and is a solution for urban and rural Wi-Fi deployments. Based on Alvarion's spatially adaptive beamforming technology, and operating with any off-the-shelf 802.11b/g standard-based devices, the WBS-2400 provides significant performance gains in terms of range, throughput, indoor penetration and interference mitigation, enabling service providers to offer cost effective Wi-Fi service without compromising quality.

The beamforming technology maintains high quality signals under NLOS conditions, enabling uniform coverage of the entire area, and creating a larger addressable market per base station. The superior link gain provides higher throughput and network capacity, with the SDMA technology doubling the downlink capacity per base station. The inherent spatial filtering of the beamforming technology and the unique dynamic interference handling capabilities help ensure good operation even in noisy environments. WBS-2400 is cost-effective, and by increasing the addressable market per base station, and by the standards based approach, provides the lowest cost per line.

WBS-2400 is a robust and weatherproof IP-67 platform, and is designed to withstand extreme weather conditions. The WBS-2400 range of base stations have been optimized for a wide range of applications including business connectivity, municipal networks, metro zone networks for outdoor access and cellular data offload, public safety (video surveillance over wireless), VoIP / rural connectivity, education campuses, residential access, building coverage and the hospitality industry.

With an array of six antennas and six radios, the WBS-2400 Omni leverages our beamforming technology to provide superior connectivity, extended range and increased capacity, and succeeds in tripling the coverage provided in comparison to conventional access points. Furthermore, our advanced SDMA technology doubles the base station's downlink capacity. These characteristics enable service providers, municipalities, and enterprises to deliver high quality Wi-Fi service with significantly fewer base stations compared to competing solutions at a much lower cost.

The WBS-2400 Sector base station is a solution for Wi-Fi deployments that require sector coverage. Based on an array of three antennas covering a 120° degree sector and three radios, the WBS-2400 sector leverages our beamforming technology to provide extended range and connectivity under both LOS and NLOS conditions. Furthermore, our advanced SDMA technology increases the base station's downlink capacity. These characteristics enable service providers, municipalities, and enterprises to deliver high quality, Wi-Fi service with significantly fewer base stations compared to competing solutions at a much lower cost.

Carrier-Grade Wi-Fi Products -- WBSn

WBSn base stations, the Alvarion solution for carrier-grade Wi-Fi, is a family of advanced outdoor Wi-Fi base stations suitable for a broad range of applications. Operating in the license-exempt 2.4 and 5 GHz bands, and leveraging spatially adaptive beamforming together with 3x3:3 MIMO technology, the WBSn family delivers range and capacity, and addresses the growing needs of operators to deliver new content-rich services, while maintaining quality of service. WBSn base stations are carrier grade IP-68 certified, with a rich set of security, QoS and management tools, and with a built-in access controller, helping reduce cost and increase availability. Our spatially adaptive beamforming technology is based on an array of multiple radios and multiple antennas, leveraging the multiple signals received and transmitted. The multiple signals are properly adjusted by the beamforming technology to maximize the transmission signal at the client modem and the receiving signal at the base station modem. With Alvarion's approach to beamforming, up to six powerful radios are in the base station and are used together with high

gain antennas to form efficient dynamic beamforming per packet. The WBSn family is environmentally friendly with low power consumption, for off-grid powering, and complies with green standards.

Alvarion's technology combines Tx and Rx spatially adaptive beamforming and 802.11n 3x3:3 MIMO for excellent coverage and capacity for delivering up to Gigabit per second capacity and 450 Mbps data speeds. The beamforming technology leverages a unique High Gain Diversely Polarized (HGDP) antenna array for enhanced performance, and significantly increases the link gain and interference immunity. Simultaneous 2.4 and 5 GHz band support for access services addresses the growing usage of 5 GHz in handheld devices and laptops, and the built-in integrated backhaul in 2.4 and 5 GHz, with self-forming and self-healing properties, provide strong performance under both LOS and NLOS conditions, by leveraging Alvarion's beamforming and 3x3:3 MIMO technologies. WBSn base stations are complemented by Alvarion service provisioning, management tools, and a span of generic CPE devices, enabling numerous urban and rural applications at a low cost per bit. The WBSn base stations are IP-68 outdoor rated, are designed for high reliability, quality of service and security and come with a complete set of FCAPS management and service provisioning tools.

Alvarion's base stations enable carriers, internet service providers, governments and private networks to deploy outdoor Wi-Fi networks in metropolitan and rural areas, for a variety of applications, including seamless cellular offload, hot-zone and hot-spots, residential and business access, rural communities, government and private networks, education (schools and universities), municipal networks and safe cities, the health and hospitality industries, oil and gas, industrial and construction sites, mining, terminal hubs, malls and other large venues, smart power grid and automatic meter reading and telemetry.

WBSn Carrier-Grade Wi-Fi Form Factors

The WBSn family includes base stations in four form factors, all IP-68 compliant, designed to withstand harsh outdoor environments, with flexible pole/wall installation and various field-of-view antennas. The WBSn-2400-S Sector base station operates in the 2.4 GHz band, and theWBSn-2450-S Sector base station, operates in the 2.4 and 5 GHz bands simultaneously. The sector form factor base stations are suited for building or street coverage, offering a range of direction that can be adjusted according to the coverage needs of the customer. The WBSn-2400-O Omni base station operates in the 2.4 GHz band, and the WBSn-2450-O Omni base station operates in the 2.4 and 5 GHz bands simultaneously. The Omni form factor base station offers 360 degree coverage, making it an excellent choice for providing effective Metro Wi-Fi, and consequently enabling carriers to comprehensively cover larger areas and address more customers per base station. Operating in the unlicensed band requires strong interference immunity algorithms and tools to cope with existing and future interferences. The built-in Interference Immunity Suite combines the inherent beamforming ability to suppress interference, comprising the Dynamic Interference Handling (DIH) algorithm that continuously optimizes receiver's parameters according to noise level, the Automatic Channel Selection (ACS) algorithm for best operating channel online selection, the Wavion Rate Adaptation (WARA) for optimal rate selection in environments with high interference, and the capabilities of both Down Tilted Antennas (DTA) and sector antennas to reject noise out of their field-of-view.

Network Management Solutions

We provide advanced management applications for our wireless solutions. Our network management applications are equipped with graphical user interfaces and provide a set of tools for configuring, monitoring and effectively managing our wireless broadband networks. The Star Management Suite, our flagship carrier-class Network Management System ("NMS"), is fully compliant with Telecommunications Management Network (TMN) standards and simplifies network deployment and maintenance for networks of every scale. The Star Management Suite is designed specifically for WiMAX deployments and helps service providers to cost-effectively manage WiMAX deployments, roll out new services and maintain high service levels. The Star Management Suite is made up of specific management tools that cover the entire WiMAX service life-cycle - from initial installation to full service provision, and all monitoring, reporting and troubleshooting tasks required for efficient network operation. The Star Management Suite can be deployed gradually, module by module, in accordance with network needs. The Star Management Suite is made up of four modules:

AlvariStar is a carrier-class, field-proven NMS for managing Alvarion’s WiMAX base stations in mobile and fixed deployments.

StarACS automatic configuration server is a scalable solution for unified management of various WiMAX CPEs including; residential gateways ("RGWs") and devices with WiFi, data and VoIP capabilities as well as any fixed or nomadic TR-069-supported devices.

StarQuality is a network performance and traffic monitoring system that helps operators optimize WiMAX network usage, maximize traffic capacity, maintain high level, quality services and comply with maintenance service license agreements.

StarReport provides a quick and efficient way to generate network inventory reports for a full, accurate and easy to understand status of the entire network.

Accessories Offered by Alvarion

In order to support our products and provide comprehensive solutions to our customers, we provide a family of accessories designed to extend the range of our BreezeMAX, 4Motion, BreezeACCESS, WALKair and BreezeNET solutions. These accessories include antennas, cables, surge arrestors, amplifiers and other components.

Our Geographic Markets

Our network installations can typically be found in developing regions in developed countries and in emerging markets.

Within developed countries there are rural or suburban regions with low-density populations, often extending over vast distances that have limited telecommunications infrastructures. Wireless broadband has made inroads in these areas due to the business opportunities, robust equipment, extensive coverage and non line-of-sight capabilities. In addition, government assistance in many countries has served as an incentive for alternative operators to consider WiMAX, LTE and Wi-Fi systems for providing broadband services. Examples of these markets are found in various parts of the world, including in North America, Western and Eastern Europe, Asia Pacific and Latin America. Alvarion currently serves all of these markets. Regional governments and municipalities in some areas have initiated free broadband networks to their local populations, with private Wi-Fi networks. We offer these regional governments various state-of-the art solutions for broadband connectivity.

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We believe that wireless broadband service providers in emerging markets have found that deploying wireless broadband and new wireless solutions where there is a lack of telecommunication coverage due to poor infrastructure is an affordable means to provide broadband and telephony services. Emerging markets are countries where basic voice services combined with broadband data remain scarce. Examples of these locations are in Africa, Eastern Europe, Latin America and Asia Pacific. Alvarion currently serves all of these markets.

Geographic Breakdown of Our Revenue –

	2009			2010			2011		
	In thousands								
North America	$23,242	9.5	%	$47,517	23.1	%	$46,941	24.7	%
Latin America	45,369	18.5	%	26,875	13.1	%	28,396	14.9	%
Europe, Middle East and Africa	148,738	60.7	%	109,909	53.3	%	80,701	42.5	%
Asia Pacific	27,890	11.3	%	21,514	10.5	%	34,000	17.9	%
	$245,239	100.0	%	$205,815	100	%	$190,037	100	%

General – Industry Market Segments and Players

The operators in the wireless broadband market fall within the following categories, as determined by the industry:

Communications Service Providers: Tier One and Tier Two Operators

Tier One and Tier Two operators form the largest and most established group of telecom operators, with nationwide or global presence, serving tens of millions of users. These operators are a primary focus for two of our business lines.

In numerous cases, these operators have a broadband wireless services unit. These operations are well addressed by WiMAX networks which can provide robust services at high QoS levels to large scales of users and enable these operators to maintain their position at the front line of communications services business. Examples of Tier One and Tier Two carriers that have publicly indicated their strategy include: Telkom South Africa Ltd., France Telecom, Bharti and Telefonos de Mexico S.A. de C.V, Orange and Safaricom.

With the proliferation of smartphones and tablet devices, many of the mobile Tier One and Tier Two operators are experiencing congestion and deteriorating QoS in their data networks. Wi-Fi equipment enables these operators to offload some of this traffic from their networks, resulting in improved QoS and user experience. Many of the world's leading mobile operators have publicly indicated their intent to use this technology approach, including AT&T, Verizon, Vodafone, Orange, NTT and KDDI.

Broadband Service Providers

Broadband service providers build their business model primarily on converged WiMAX solutions, while providing in many cases improved services compared to legacy telecommunication operators. Broadband service providers are expected to constitute a greater portion of the WiMAX market in the future. Examples of service providers in this category include Bolloré Telecom (France), Enforta (Russia), Free (France), Iberbanda in Spain (a subsidiary of Telefonica de Espana), and Ertach (Argentina).

CLECs & Regional Carriers

Competitive Local Exchange Carriers ("CLECs") seek to compete effectively with the Incumbent Local Exchange Carriers ("ILECs"). Wireless broadband is an attractive and cost-effective last-mile alternative to wired access solutions. CLECs deploy our products to provide voice and broadband services in rural and suburban areas where wire line infrastructure does not exist or does not support the demand. In addition, in the areas of landline infrastructure in developed countries, wireless broadband systems offer carriers the ability to reach otherwise inaccessible customers, while providing increased bandwidth flexibility and service differentiation, surpassing the inherent limitations in wire line infrastructure.

CLECs have constituted an important part of our focus in our fixed wireless access product line and have exhibited an interest in our technology. The reduced installation costs, rapid roll-out potential and modular architecture, coupled with high network capacity and coverage and enhanced service options, present an appealing alternative to service providers and regional carriers seeking to supply their customers with reliable comprehensive data and voice solutions. Examples of these operators include VMAX (Taiwan), Wisper (USA), Elro (Denmark), Linkem (Italy), Czech on line, KDN (Kenya), Millicom and Xplornet Communications Inc. (Canada).

Vertical Markets

Private and government sectors that operate private networks for business management and operations are in constant need of technologies to support their operational requirements. Examples of such requirements are enterprises that require leased line replacement for cost-effective connectivity to provide VoIP and data services; metropolitan area networks for broadband connectivity; metering and monitoring applications used by utility companies to collect information and supervise operations; and cost-effective access within communities, municipalities and educational institutions. Additional areas that have leveraged broadband wireless very effectively include surveillance, public safety and municipal applications. Government authorities and private organizations with government sponsored funds have begun to deploy broadband wireless systems to support remote video surveillance, traffic flow management, back-up for disaster recovery, leased line replacement, various forms of backhaul and other public safety uses. Examples may be found in various U.S. communities such as Houston, Texas, Richardson, Texas and many others.

2011 Partial Customer List for 4G Wireless Broadband Systems –

Telecom carriers and service providers using our products include, among others:

ADAM INTERNET, AUSTRALIA

ARIA, ITALY

BHARTI TELE-VENTURES LIMITED (AIRTEL ENTERPRISE SERVICES), INDIA

CEDICOM JSC

CIELUX, DRC

CONNECT DATAELRO, DENMARK

FORIS TELECOM LTD., ISRAEL

IBERBANDA, S.A, SPAIN

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ICE COSTA RICA

LINKEM, ITALY

MTN UGANDA, UGANDA

NETIA SA, POLAND

NEXTEL DEL PERU S.A

NGI, ITALY

ORANGE BOTSWANA

ORANGE CAMEROUN

ORANGE MALI

SAFARICOM, KENYA

TELECOM NAMIBIA, NAMIBIA

TELKOM SOUTH AFRICA LTD., SOUTH AFRICA

TTML TATA TELESERVICES (MAHARASHTRA) LTD

WAVEMAX S.R.L

XPLORNET COMMUNICATIONS INC., CANADA

ZAPFI NV (VIG), BELGIUM

TECHNOLOGIES UNDERLYING OUR PRODUCTS –

We use internally developed core technologies and continue to invest in augmenting our expertise in networking, radio, digital signal processing (“DSP”) modem technologies, Media Access Control ("MAC") technologies and Radio Resource Management ("RRM") technologies. We also participate as active members in international standards committees.

Networking Technology

To support the OPEN WiMAX concept and our 4Motion™ solution as well as the BreezeMAX platform and other products, we have developed or otherwise acquired, and continue to invest in, networking expertise in the areas of IP Access and Mobile IP that is particularly adapted for mobile WiMAX networks, ASN-GW, Point-to-Point Protocol Over Ethernet (“PPPoE”) tunneling, VPN and VoIP, based on industry standards, such as H.323, SIP and MGCP, and other Internet standards and protocols. To support the SentieM™ technologies embedded in our 4Motion™ solution as well as in the BreezeMAX platform and other products, we have developed or otherwise acquired, and continue to invest in, distributed radio architecture and hierarchical ASN-GW network architecture. We have also developed, and are continuing to develop, know-how to satisfy market requirements with respect to quality of service, classes of

services, committed information rate, maximum information rate, virtual LAN management and prioritization. We are developing access technology based on the IEEE 802.16-2004 and the IEEE 802.16e-2005 standards, as well as the WiMAX Forum™ technical specifications for both radio access and networking to further support the needs of customers using WiMAX. We have also developed a network management system that provides network surveillance, monitoring and configuration capabilities for all our products.

Radio Technology

We have in-house radio development capabilities to address the diverse frequency bands and modulation methods of our products. The frequency bands include, among others, 900 MHz, 2.4 GHz, 2.3, 2.5-2.7 GHz, or MMDS, 3.3-3.8 GHz, 4.9-6 GHz, 10.5 GHz and 26 and 28 GHz. The modulation methods include Frequency Hopping Spread Spectrum (FHSS), Gaussian Frequency Shift Keying (GFSK), Direct Sequence Spread Spectrum (DSSS), Single Carrier QAM and OFDM and OFDMA. Our products include both TDD and FDD radios.

Our radio teams specialize in low cost, mass-production oriented radio design. The system level capability is software-assisted radio auto-calibration, which allows for reduced manufacturing costs and compensates for components' parameter spread and instability, temperature-related changes and aging of components.

Our internal radio expertise enables us to attract customers by addressing promptly new needs, such as new frequency bands.

We have developed or otherwise acquired, and continue to invest in, radio technology expertise, specifically high efficiency, high power radios and new interfaces between the modem and the remote radio heads.

Digital Signal Processing ("DSP") Modem Technology

We maintain expertise in DSP and in modem design. Our capabilities include a hardware oriented design, as well as programmable DSP oriented design. Our modem design hinges on the Software Defined Radio paradigm. The extensive configurability of our base station modems, through Field Programmable Gate-Array (FPGA) and DSP reprogramming, allows us to readily introduce advanced features to our products and to follow amendments to emerging standards, including capability to upgrade deployed networks by downloading only software. Similarly, our CPE designs allow for upgradeability through over the air software download, simplifying our customers' operations.

We have developed the BreezeMAX base station platform, which is designed to support the WiMAX (IEEE 802.16) air interface specification. The platform supports the multiple antenna elements per sector to exploit the smart-antenna signal processing techniques for improved coverage and network capacity. The programmable DSP-based architecture of the BreezeMAX platform enables us to support the IEEE 802.16d-2004 standard, as well as the IEEE 802.16e-2005 standard for mobile broadband communications, while enjoying the benefits of OFDMA and smart-antenna processing. The base station architecture and capabilities are closely aligned and synchronized with the CPE application-specific integrated circuit ("ASIC") and reference design developed by Intel resulting from our collaboration, which began in 2003, to ensure optimum performance in future WiMAX deployments. Our WiMAX CPE (Customer Premises Equipment) is based on commercial SoC (System On Chip) elements. As WiMAX technology matured, less interaction has been required with chipset vendors, reducing development risk. Furthermore, as the industry moves toward technologies such as LTE and SoC, vendors have refocused their investments from WiMAX to LTE. Therefore we may expect those chipset vendors to declare EoL (End of Life) for WiMAX chipsets, which will require Alvarion to acquire large stocks in addition to maintaining a low level of responsiveness for ongoing maintenance.

We have also developed mixed signal ASICs containing DSP cores. Inclusion on-chip of analog-digital converters is instrumental to both cost reduction and power consumption reduction. First generation ASIC supports our IEEE 802.11-based FH-GFSK products, with the above-standard capability of delivering 3 Mbps, with automatic fall back to 2 Mbps and 1 Mbps as necessary. Our second generation ASIC is optimized for OFDM modulation, as used by the IEEE 802.11a/g standards and the recently approved IEEE 802.16a standard. This ASIC is based on proprietary programmable "very long instruction word" DSP architecture. The programmable architecture allows us to implement numerous beyond-standard capabilities, such as OFDMA extensions to the baseline OFDM mode. This system-on-a-chip ASIC has been used as a key component of our BreezeACCESS-OFDM products. An additional ASIC developed in-house supports our WALKair products, with a full duplex point-to-multipoint single carrier trellis-coded 64QAM modem.

We have developed or otherwise acquired, and continue to invest in, MAC and RRM technology expertise that support channel aware rate adaptation and power control technology (part of the SentieM™ suite) technologies as well as advanced packet data scheduling and OFDMA frame building technologies embedded in the BreezeMAX platform and 4Motion™ solution. Additional features developed or otherwise acquired are MAC and RRM support for MIMO transmissions in the downlink, collaborative MIMO reception in the uplink and beam-forming in the downlink.

DAS

Alvarion introduced a distributed antenna system offering in 2011. The system uses proprietary RF technology based on intellectual property acquired from Clariton. By manipulating cellular RF signals the system can transport these signals across cable TV infrastructure to provide coverage and capacity within large buildings. The technology is termed TrueActive and provides amplification at the end points called Remote Units where the cellular signal is being emitted towards mobile handsets and where the signal is being received from transmitting mobile handsets.

This structure provides uplink gain and minimal noise level required for high capacity cellular data networks. The technology is protected by various patent filings.

Alvarion Carrier Grade Wi-Fi Technology

Beamforming 802.11n

Alvarion's technology combines Tx and Rx spatially adaptive beamforming and 802.11n 3x3:3 MIMO for effective coverage and capacity.

The true spatially adaptive beamforming technology leverages a High Gain Diversity Polarized (HGDP) antenna array for maximum performance. The beamforming significantly increases the link gain and interference immunity. Moreover, it exploits multipath to its advantage by coherently combining signals traveling in different propagation paths, providing LOS and NLOS coverage, and indoor penetration.

With 3x3 MIMO and three spatial data streams, Alvarion's base stations set up a new market milestone delivering up to gigabit capacity and 450 Mbps data speeds.

Interference Immunity Suite

Alvarion’s interference immunity combines the beamforming inherent ability to suppress interference, the Dynamic Interference Handling (DIH) algorithm for continuous receiver parameter optimization according to the noise level, the Automatic Channel Selection (ACS) algorithm for optimal selection of the best operating channel, the Alvarion Rate Adaptation (WARA) for optimal rate selection for any environment, and the Down Tilted Antennas (DTA) and sector antennas capability to reject interference out of their field-of-view. Alvarion’s interference immunity suite leverages over a decade of outdoor Wi-Fi experience.

Multi-band Access

Alvarion’s multi-band access provides simultaneous 2.4 and 5 GHz band support for access services, addressing the growing usage of 5 GHz in handheld devices and laptops.

Integrated Backhaul

Alvarion’s integrated backhaul provides support in 2.4 and 5 GHz, with self-forming and self-healing, providing performance in both LOS and NLOS by leveraging Alvarion’s beamforming and 3x3:3 MIMO technologies

Carrier Grade

Alvarion’s base stations are IP-67 outdoor rated and are designed for high reliability, quality of service and security. Alvarion base stations come with a complete set of FCAPS management and service provisioning tools.

IOT Labs and Activities

To support our OPEN WiMAX strategy and enable a strong ecosystem of CPEs and devices by top industry vendors we have created our Inter-operability testing (IOT) lab which tests a variety of products for interoperability on an ongoing basis, with the goal of ensuring that customer specific configurations, including CPE's and frequencies, are fully supported. The IOT Center is tasked with testing both various forms of CPE's, including dongles, PCCards, USB's, notebooks, laptops and standalones, as well as a range of core products, including ASN-GW's, AAA's and Home Agents (an element in the carrier network). The IOT lab tests products from a variety of vendors, in an Alvarion network environment using Alvarion BaseStations and, on occasion, an Alvarion ASN-GW, depending on the customer configuration. In addition, the IOT lab performs scheduled maintenance for product versions which have already undergone IOT. Our IOT center can additionally engage in provisioning activities which enable end-to-end integration of a full solution per customer requirements.

Participation in International Standards Committees

As part of our strategy to become a technology leader and influence the industry in specific areas, we have, since our inception, been active members in standardization committees.

We are a principal founder of the WiMAX Forum™, a non-profit organization whose members work to promote adoption of the IEEE 802.16 OFDM/OFDMA standard and to certify interoperability of compliant equipment. Our representative on the board of directors of the WiMAX Forum™ is Dr. Mohammad Shakouri, Corporate Vice President of Innovation and Marketing at Alvarion, who holds the position of Vice President of the WiMAX Forum™.

The scope of the IEEE 802.16-based standard is the Wireless MAN, supporting larger range fixed/nomadic/mobile broadband access networks with more performance and dedicated high-end services. Our engineers actively

participate in the technical group for defining inter-operability profiles and tests. Our representative, Dr. Vladimir Yanover, holds the position of Vice Chair of WiMAX Forum™'s Technical Working Group (TWG), which is responsible for defining the interoperability profiles and the interoperability and conformance tests for the IEEE802.16e-2005 standard.

We actively participate in the IEEE 802.16's broadband wireless access work group. Similarly, we are part of the WiMAX Forum™'s groups that define and improve the OFDM/OFDMA mode for both fixed and mobile broadband applications and that improve the ability of the IEEE 802.16 standard to increase its market footprint in license-exempt applications as well as a registered member in the Wi-Fi Alliance (WFA) forum with regard to the 802.11n standard.

We are also very active in the international regulatory arena, including ITU-R, which aims to promote WiMAX in the regulatory domain and to secure the spectrum for broadband fixed/mobile deployment.

SALES, MARKETING AND SUPPORT OF OUR PRODUCTS –

Alvarion's carrier products are mostly marketed directly to carriers. In the vertical markets, we sell our products primarily through an extensive network of more than 200 active partners. These include global and local system integration and service fulfillment partners in various geographic regions, solution partners, national and local distribution partners, and resellers. Our distribution partners in turn sell to resellers, including value-added resellers and systems integrators, as well as to end users.

We currently sell and distribute our products in more than 120 countries worldwide. The use of different types of marketing channels through our partnership network enables us to market our products to many different markets and to meet the differing needs of our customers.

We are seeking additional strategic relationships with international partners, strong local partners and other key companies to increase our exposure and establish ourselves as a supplier to service providers, telecom markets and end-user markets that are not reached by our present distribution channels.

We have strong relationships with leading telecom operators to whom we sell our solutions directly. Our relationships are primarily based on the following common activities: (i) we are building together the industry and leadership position; (ii) we have a common strategy and participate in world-wide standards authorities and consortia; and (iii) we have a positive commercial relationship and share a common vision and joint marketing activities.

We operate in various regions. Our subsidiaries and representative offices, located throughout North America, South America, Europe, Africa and Asia, support our international marketing network.

We derive our revenues from different geographical regions. For a more detailed discussion regarding the geographic allocation of our revenues based on the location of our customers, see "Item 5—Operating and Financial Review and Prospects—Operating Results."

We conduct a wide range of marketing activities aimed at positioning and generating recognition and awareness of our brands throughout the telecommunications industry, as well as identifying leads for distributors and other resellers. These activities include public relations, participation in trade shows and exhibitions, advertising programs, public speaking at industry forums and website maintenance.

We maintain a highly trained global technical support team that participates in providing customer support to customers who have purchased our products. This includes both direct support rendered by us when we perform turn-key projects, and local support by distributors' and system integrators' personnel trained by our support team, support through help desks and the provision of detailed technical information on our website, expert technical support for resolution of more difficult problems, as well as participation in pre-sales and post-sales activities conducted by our distribution channels with large customer accounts and key end users.

We organize technical seminars covering general technologies, as well as specific products and applications. We also have qualification programs to advance the technical knowledge of our distributors and their ability to sell and support our products. These seminars are held in various countries and in different languages as needed.

MANUFACTURING OPERATIONS AND SUPPLIERS –

We currently subcontract most of the manufacturing of our products. We have a pre-qualification process for our contract manufacturers, which includes the examination of the technological skills, production capacity and quality assurance ability of each contract manufacturer. Our manufacturing capacity planning is based on rolling forecasts done on a monthly basis. The forecasts provided to the subcontractors are based on internal company forecasts, and are up to six months. We purchase our raw materials from several suppliers.

Our products are currently manufactured primarily by several contract manufacturers located in Israel, with additional manufacturing also taking place in the Philippines and Taiwan. Final assembly and testing are performed by our contract manufacturers and are monitored and controlled by our quality assurance personnel. The testing criteria are validated by the automatic fail safe mechanisms in order to ensure that all activities successfully pass the testing criteria. We have processes in place for the ongoing performance of quality assurance at our own facilities and at our subcontractors' facilities. The automating testing equipment which is developed and owned by us and testing procedures at our subcontractors are part of our Approved Enterprise programs.

We monitor quality with respect to each major stage of the production process, including the selection of components and subassembly suppliers, warehouse procedures, assembly of goods, final testing and packaging and shipping.

We are ISO 9001, ISO 14000 and ISO 18000 certified. Our contractors are ISO 9002 certified.

All our manufacturing locations in Israel and in the Philippines comply with RoHS and WEEE regulations.

PROPRIETARY RIGHTS –

In order to protect our proprietary rights in our products and technologies, we rely primarily upon a combination of patents, trademarks, trade secrets, and copyrights, as well as confidentiality, non-disclosure and assignment of inventions agreements. Following the Acquisition Transactions (together with Clariton and Wavion's granted and pending patents) we have been granted 123 patents and 118 pending patent applications worldwide. The proprietary rights described above are material to our business and profitability. Because our proprietary rights are diversified and independent of each other, we believe that we are not dependent on any one patent.

We have trademark registrations in Israel, the United States, the European Union and many other countries. In addition, we have typically entered into nondisclosure, confidentiality and assignment of inventions agreements with our employees, our consultants and with some of our suppliers and customers who have access to sensitive information. We cannot assure you that the steps taken by us to protect our proprietary rights will be sufficiently adequate to prevent misappropriation of our technology or independent development or the sale by others of products with features based upon, or otherwise similar to, those of our products.

Given the rapid pace of technological development in the communications industry, we also cannot assure you that our products may not be adjudicated as infringing on existing or future proprietary rights of others. Although we believe that our technology has been independently developed and that none of our products infringe upon the rights of others, from time to time, we receive letters alleging that we have infringed upon a patent, trademark, license or other proprietary right. We have no assurance that any such allegation will not have a material adverse effect on our business, financial condition or results of operations.

We receive licenses to certain technologies from others for use in connection with some of our technologies. The loss of these licenses could impair our ability to develop and market our products. If we are unable to obtain or maintain the licenses that we need, we may be unable to develop and market our products or processes, or we may need to obtain substitute technologies of lower quality or performance characteristics or at greater cost.

Currently, we participate in the formation of two patent pools administered by VIA licensing, a company experienced in technology licensing which formed the LTE patent pool and administers the WiMAX patent pool and the LTE patent pool. As a result, we expect that patents pertaining to WiMAX and LTE and their associated royalty rates will be more predictable and transparent. The patent pools may act as a "one stop shop" where companies building WiMAX and LTE solutions can obtain use of the patents more simply and cost effectively using a more competitive royalty structure that charges only for the features required to develop WiMAX and LTE products.

THE COMPETITIVE ENVIRONMENT IN WHICH WE OPERATE –

The markets for our products are very competitive. Competition comes from both tier-1 network equipment vendors who have advantageous cost structure, scale advantage and can offer financing and turnkey solutions; and from smaller competitors providing lower end, lower cost solutions. We believe that the principal competitive factors in the markets for our products include:

- price and price/performance ratio;
- flexibility;
- superior technology;
- innovation;
- service and spectrum regulation and product certifications;
- end-to-end network integration;
- eco system terminal and modem variety;
- vendor financing;
- ability to support new industry standards;
- product time to market;
- brand strength, go-to market capabilities and sales channels;
- systems integration;
- quality of service; and
- value proposition - coverage and capacity capabilities.

Companies that are engaged in the manufacture and sale or the development of products that compete with our wireless broadband products include Airspan Inc., NewNet, Huawei Technologies, Samsung, and ZTE. Companies that compete with our products in the vertical markets include mainly Radwin, Redline, Proxim, and Ruckus Wireless. Companies that are engaged in the manufacture and sale or development of products that compete with our carrier-grade outdoor Wi-Fi products include Ruckus Wireless, Cisco, Altai, Aruba, GoNet, and BelAir (acquired by Ericsson). Other vendors in the 4G and Wi-Fi markets and other vendors of TD-LTE equipment may become our competitors in the future.

Our products use wireless media, which also competes with alternative telecommunications transmission media, including leased lines, copper wire, fiber-optic cable, cable modems, satellite technologies and television modems. Our products compete with other wireless media technologies, including (i) 3G, HSPDA, HSUPA, EVDO and (ii) 4G, such as UMB and LTE. Although LTE and mobile WiMAX are based on the same fundamental technologies, they originate from different eco -systems. However, over the last few years, LTE's 4G has been adopted rapidly by cellular operators and their traditional eco-systems throughout the world, and we expect increased competition between WiMAX and LTE over the course of 2012.

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During the last decade, the rise of Chinese telecom equipment vendors, such as Huawei and ZTE, has put pressure on Western telecom equipment vendors. In order to compete with Chinese vendors' cost and financing advantages, Western vendors, such as Alcatel - Lucent, Nokia with Siemens and with Motorola, have consolidated in order to create advantages of scale. Still, Chinese vendors are gaining market share and competition in the telecom infrastructure is intense.

Some of our existing and potential competitors, have substantially greater resources including financial, technological, manufacturing, marketing and distribution capabilities, and enjoy greater recognition than we do.

Increased competition in our market results in price reductions, new business alliances, shorter product life cycles, reduced gross margins, longer sales cycles and loss of market shares, which could harm the results of our operations. We have designed and engineered our products to minimize costs, maximize margins and improve competitiveness. However, we cannot assure you that we will be able to compete successfully against current or future competitors.

For more information regarding our competitive strengths, please see "Item 4—Information on the Company—Business Overview—Company Strengths".

GOVERNMENT REGULATION -

Our business is premised on the availability of certain radio frequencies for broadband communications. Radio frequencies are subject to extensive regulation under the laws of each country and international treaties. Each country has different regulation and regulatory processes for wireless communications equipment and uses of radio frequencies. In the United States, our products are subject to FCC rules and regulations. In other countries, our products are subject to national or regional radio authority rules and regulations. Current FCC regulations permit license-free operation in FCC-certified bands in the radio spectrum in the United States. Outside of the United States the use of spectrum license, if any, and the purposes of such use, vary from country to country. Some of our products operate in license-exempt bands, while others operate in licensed bands. The regulatory environment in which we operate is subject to significant changes, the results and timing of which are uncertain.

In many countries, the unavailability of radio frequencies for broadband communications has slowed down the growth of these networks. The process of establishing new regulations for wireless broadband frequencies and allocating these frequencies to operators is complex and lengthy. The regulation of frequency licensing began during 1999 in many countries in Europe and South America and continues in many countries in these and other regions. Licensed blocks in 2.3, 2.5, 3.3, 3.5 and 3.6 GHz were released in some countries. In Europe, the European Civil Code (the "ECC") assigned the spectrum in 3.4-3.8GHz to broadband applications, in a flexible and technology-neutral mode. However, the implementation of the ECC decisions in individual countries may suffer delays or may be limited to a relatively small range of spectrum. In addition to the above, in some countries, particular frequency bands were allocated for licensing. Our current customers that commercially deploy our licensed band products have already been granted appropriate frequency licenses for their network operation. In some cases, the continued validity of these licenses may be conditional on the licensee complying with various conditions. In October 2007, the Radio-communication Sector of the International Telecommunication Union (ITU-R) made a decision that effectively includes WiMAX technology in the IMT-2000 set of standards. This inclusion of WiMAX in IMT-2000 may be viewed as placing WiMAX on equal footing with the legacy-based technologies ITU-R already endorses. However, establishing new regulations in individual countries for wireless broadband frequencies and allocating frequencies to operators is complex and lengthy. The European Commission started a process to revise the 2.5-2.69GHz regime to provide more flexibility in the spectrum usage and a more balanced protection of the TDD operation. A change in the European regulation may imply a need for revised type approval norms; such revisions may involve a lengthy process.

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There is a trend to release more license-exempt bands. For example, in the United States, FCC rules were modified to include an additional 255MHz of spectrum, though actual use of this allocation is not permitted until a technical issue is resolved between the National Telecommunications and Information Administration (which manages government-used spectrum) and the FCC (which manages commercial and public spectrum). In Europe, the process is slower. We see potential for new markets in rural areas and developing countries, created by the availability of licensed-exempt spectrum in the 5GHz band. The FCC enforced the 3.65-3.7GHz spectrum to be used in a shared mode; the upper 25MHz require a special coexistence protocol. Such a protocol is defined for the WiMAX systems in 802.16 and this process might be lengthy.

An additional trend affecting our business involves allowing TDD operation in frequency bands allocated in the past for FDD operation. Generally, TDD operation allows for lower cost equipment and is currently the preferred mode of operations, according to the adopted WiMAX Forum’s profiles. However, the operation of TDD networks in proximity to FDD networks creates a mutual interference hazard that may postpone customer decisions, impede network deployment or require higher cost solutions to address such issues.

In addition to regulation of available frequencies, our products must conform to a variety of national and international regulations that require compliance with administrative and technical requirements as a condition to marketing devices that emit radio frequency energy. These requirements were established, among other things, to avoid interference among users of radio frequencies and to permit the interconnection of equipment.

We are subject to export control laws and regulations with respect to all of our products and technology. In addition, Israeli law requires us to obtain a government license to engage in research and development, and export, of the encryption technology incorporated in some of our products. We currently have the required licenses to utilize the encryption technology in our products.

C. ORGANIZATIONAL STRUCTURE –

The following is a list of our subsidiaries, each of which is wholly-owned:

- Alvarion, Inc., incorporated under the laws of Delaware, United States;
- Alvarion Mobile, Inc.*, incorporated under the laws of Delaware, United States;
- Alvarion UK Ltd., incorporated under the laws of England;
- Alvarion SARL, incorporated under the laws of France;
- Alvarion SRL, incorporated under the laws of Romania;
- Alvarion Asia Pacific Ltd., incorporated under the laws of Hong Kong;
- Alvarion do Brasil LTDA, incorporated under the laws of Brazil;
- Alvarion Uruguay SA, incorporated under the laws of Uruguay;
- Alvarion Japan KK, incorporated under the laws of Japan;
- Alvarion Israel (2003) Ltd., incorporated under the laws the State of Israel;
- Alvarion Spain, S.L, incorporated under the laws of Spain;
- Tadipol-ECI Sp.z o.o., incorporated under the laws of Poland;
- Alvarion Telsiz Sistemleri Ticaret A.Ş, incorporated under the laws of Turkey;
- Alvarion de Mexico S.A de C.V, incorporated under the laws of Mexico;
- Interwave Communications International SA.***, incorporated under the laws of France;
- Alvarion Philippines*** incorporated under the laws of Philippines;
- Kermadec Telecom B.V. incorporated under the laws of Holland;
- Alvarion South Africa (Pty) Ltd., incorporated under the laws of South Africa;
- Alvarion Italy SRL incorporated under the laws of Italy;
- Alvarion GmbH incorporated under the laws of Germany;
- Alvarion Singapore PTE Ltd., incorporated under the laws of Singapore.
- India 4Motion Broadband Wireless Network Private Limited, incorporated under the laws of India;
- Alvarion Singapore PTE Ltd., Taiwan Branch Preparatory Office** incorporated under the laws of Taiwan.
- Alvarion del Ecuador S.A, incorporated under the laws of Ecuador;
- Alvarion Chile LIMITADA, incorporated under the laws of Chile;
- Alvarion S.A., incorporated under the laws of Argentina;
- Alvarion Costa Rica S.A, incorporated under the laws of Costa Rica;
- Alvarion Canada Ltd, incorporated under the laws of Canada;
- PT. Alvaritech Indonesia*, incorporated under the laws of Indonesia;
- Wavion, Inc.*, incorporated under the laws of Delaware, United States; and
- Wavion Ltd.*****, incorporated under the laws of Israel.

*Alvarion SARL, Alvarion GmbH, Wavion, Inc.
**Alvarion Mobile Inc., PT. Alvaritech Indonesia and Wavion Inc. are wholly-owned subsidiaries of Alvarion, Inc.
*** Alvarion Singapore PTE Ltd., Taiwan Branch Preparatory Office is a wholly-owned branch of Alvarion Singapore PTE Ltd.
**** Interwave Communications International SA and Alvarion Philippines are wholly-owned subsidiaries of Alvarion Mobile Inc.
***** Wavion Ltd. is a wholly-owned subsidiary of Wavion Inc.

In addition, we have representative offices in China and Russia.

D. PROPERTY, PLANTS AND EQUIPMENT –

We do not own any real estate. As of December 31, 2011, we leased an aggregate of approximately 153,095 square feet in Israel for annual lease payments (including management fees) of approximately $2.7 million and incurred annual parking expenses in connection with these leases of approximately $0.5 million. These premises consist mainly of our corporate headquarters in Tel-Aviv, Israel, and a separate warehouse located in Israel. Recently the company's management has decided to terminate the lease for this warehouse in Israel which will be vacated during the beginning of 2012. Thereafter the Company shall lease only one warehouse and reduce its costs accordingly.

We have been occupying our main premises since April 2001. These premises serve as our corporate headquarters, as well as the site at which we conduct our main research and development activities and some quality assurance, final assembly and testing operations. The lease agreement for our main premises is effective until 2013 for annual lease payments (including management fees) of approximately $2 million as well as annual parking expenses of approximately $0.5 million. We also lease approximately 18,320 square feet of office facilities located at 5 Hamada Street, Yokneam Ilit, Israel, at an annual rent of approximately $0.2 million. These premises serve as the corporate headquarters of our newly purchased subsidiary in Israel, Wavion Ltd. We also lease approximately 12,647 square feet of office facilities located at 555 N. Mathilda Avenue, Suite 210, Sunnyvale, CA 94085, at an annual rent of approximately $0.2 million and approximately 15,589 square feet of office facilities located at 6430 Fiddler's Green Circle, Suite 175 Greenwood Village, CO 80111, at an annual rent of approximately $0.1 million. We also have an additional office in Maryland located at 6701 Democracy Blvd., Suite 300, Bethesda, MD, at an annual rent of approximately $0.1 million. Our Maryland office serves as the corporate headquarters of our U.S. subsidiary, Alvarion Inc., and as our principal sales and marketing office in North America. We also lease approximately 22,098 square feet of office facilities in Romania, at an annual rent of approximately $0.5 million. These premises serve as the corporate headquarters of our Romanian subsidiary, Alvarion SRL, and as our principal research and development and technical support office in Romania. In addition, we lease office space for the operation of our facilities in Argentina, France, China, Uruguay, Mexico, Poland, Italy, South Africa, India and Spain. Some of the office space was vacated as part of the Company’s restructuring process. We believe that the facilities we currently lease are adequate for our current requirements.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS –

The following discussion of our financial condition and results of operations should be read together with our consolidated financial statements and the related notes included elsewhere in this Annual Report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth in “Item 3—Key Information—Risk Factors.”

A.OPERATING RESULTS –

Overview We concentrate our resources on the broad industry of wireless broadband. As a wireless broadband pioneer, we have been driving and delivering innovation for more than 15 years, from developing core technology to creating and promoting industry standards. Leveraging our key roles in the IEEE and HiperMAN standards committees and with experience in development and deployment of OFDM technology -based systems, we have been at the forefront of the WiMAX Forum™ in its focus on increasing the widespread adoption of standards-based products in the wireless broadband market and in leading portions of the industry to adopt our technology. The WiMAX standard is the outcome of the standardization work done by the WiMAX Forum™, widely based on the IEEE 802.16 standard working group.

We believe we will experience demand in the consumer, business and government segments for access to bandwidth-intensive applications (video, data and voice).

Our vision is focused on providing optimized broadband wireless solutions to address connectivity, capacity and coverage challenges of public and private networks, enabling us to maintain our current position and grow along with the market demand for multi-technologies solutions and applications.

Our solutions are usually used in a point-to-multipoint architecture and address a wide scope of end-user profiles, from the consumers, residential and SOHO markets, through SMEs and multi-tenant units/multi-dwelling units as well as applications in various vertical markets.

Our products operate in licensed and license-exempt bands, ranging from 450 MHz to 28 GHz and comply with various industry standards. Our core technologies include spread spectrum radio, linear radio, digital signal processing, modems, MAC, IP-based mobile switches, compact mobile networks, networking protocols and VLSI. We have intellectual property rights in these technologies.

2011 Highlights

On November 23, 2011, we completed the acquisition of Wavion, a technology leader in outdoor Wi-Fi applications for metro and rural areas with deployments in more than 75 countries. Featuring Wavion Base Stations with 802.11n in 2.4 GHz and 5 GHz unlicensed bands and in the 700 MHz licensed band, Wavion offers end-to-end solutions including access, backhaul, CPEs, management and service provisioning tools. The acquisition was for total consideration of approximately $28.4 million in cash (including a $2.7 million performance earn-out which was paid). We believe that the Wavion acquisition will enable Alvarion to further leverage its years of experience providing carrier-grade solutions and creates a unique combination of multi-technology capabilities which can be optimized for various types of networks and applications.

2011 was a difficult year for us in light of the aggressive competition with other 4G vendors. In 2011, our revenues decreased by 7.7% to approximately $190.0 million from approximately $205.8 million in 2010, primarily due to the aggressive competition which we face especially from Chinese vendors, the postponement of some WiMAX projects

as a result of the limited availability of funds related to the global credit crisis, the global economic slowdown and delays in allocating spectrum in several countries.

Despite these difficulties and challenges, in 2011, we won several projects, providing complete turnkey solutions from design and planning to implementation, by ourselves and together with partners. In addition, we formed numerous strategic relationships with world-wide partners adding technology, integration and channel partners. In order to ensure the timely introduction of a host of mobile WiMAX devices, we successfully completed interoperability testing with major chips and device manufacturers.

We believe that there is a strong demand for broadband access, and governments around the world, including in Europe, Australia and the United States, are creating programs to extend broadband coverage as a matter of national competitiveness.

In addition, a host of new mobile data opportunities in public safety, border control, utilities and other vertical markets are emerging.

During 2011 our gross margins decreased to approximately 32.3% of our revenues, compared to approximately 35.2% of revenues in 2010. This decrease in gross margin is mainly due to inventory write-off related to the bankruptcy filing of Open Range Communication in the amount of approximately $7.1 million. In addition, the fact that our revenue mix contained a higher proportion of third party equipment, combined with the continued effects from the global economic slowdown, the limited availability of credit in the global capital markets, the aggressive competition which we faced (especially from Chinese vendors) and the continued delay in new project launches led to a low level of revenue with a particularly unfavorable mix of our products and third party products, which resulted in a large sequential decline in gross margin. During 2011, due to the reasons mentioned above, we implemented another restructuring plan, which included the layoff of approximately 194 employees and the vacating of certain leased premises. As a result, we recorded other restructuring charges of approximately $12.0 million in 2011.

During 2011, our net loss amounted to approximately $(33.8) million compared to net loss of approximately $(98.5) million in 2010. This decrease in net loss was primarily a result of the impairment of goodwill in an amount of $57.1 million that we recognized in 2010 and an impairment of short term investment in an amount of $7.0 million that we recognized in 2010. Our operating expenses decreased to $94.3 million in 2011 compared to $162.8 million in 2010 due to the $57.1 million impairment of goodwill that we recognized in 2010 of as well as cost reduction which the Company implemented, as mentioned above.

Critical Accounting Principles –

Our financial statements are prepared in accordance with United States generally accepted accounting principles, and audited in accordance with standards of the Public Company Accounting Oversight Board (United States). A discussion of the significant accounting policies that we follow in preparing our financial statements is set forth in Note 2 to our consolidated financial statements included in Part III of this Annual Report. In preparing our financial statements, we must make estimates and assumptions as to certain matters, including, for example, the amount of new materials and components that we will require to satisfy the demand for our products based on our sales estimates and the period of time that will elapse before our products become obsolete. While we endeavor diligently to assure that our estimates and assumptions have a reasonable basis and reflect our best assessment as to the future circumstances in which we anticipate, actual results may differ from the results estimated or assumed and the differences may be substantial as to require subsequent write-offs, write-downs or other adjustments to past results or current valuations.

The following is a summary of certain critical principles, which have a substantial impact upon our financial statements and which we believe are most important to keep in mind in assessing our financial condition and operating result:

Revenue Recognition. We generate revenues from selling our products indirectly through distributors as well as selling them directly to end users.

Revenues are recognized in accordance with ASC 605-10-S99-1 (SEC Staff Accounting Bulletin No. 104, “Revenue Recognition in Financial Statements”) and ASC 605-25 “Multiple-Element Arrangements” when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, the seller’s price to the buyer is fixed or determinable, no further obligation exists and collectability is probable.

We generally do not grant a right of return on our products. However, we have granted to certain distributors limited rights of return on unsold products. Product revenues on shipments to these distributors are recognized based on their history of actual returns provided that all other revenue recognition criteria are met.

Starting January 1, 2011 the Company adopted the guidance of ASU 2009-13 "Multiple-Deliverable Revenue Arrangements", (amendments to FASB ASC Topic 605, Revenue Recognition) ("ASU 2009-13") and ASU 2009-14, "Certain Revenue Arrangements That Include Software Elements", (amendments to FASB ASC Topic 985, Software) ("ASU 2009-14"). ASU 2009-13 requires entities to allocate revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy. The amendment eliminates the residual method of revenue allocation and requires revenue to be allocated using the relative selling price method. ASU 2009-14 removes tangible products from the scope of software revenue guidance and provides guidance in determining whether software deliverables in an arrangement that includes a tangible product are covered by the scope of the software revenue guidance. Company's management determined that the software is incidental to the product as a whole and therefore ASC 985-605 and ASU 2009-14 should not apply.

The Company prospectively applied these provisions to all revenue arrangements entered into or materially modified after January 1, 2011. This guidance does not generally change the units of accounting for the Company’s revenue transactions. Most products and services qualify as separate units of accounting and the revenue is recognized when the applicable revenue recognition criteria are met. The Company’s arrangements generally do not include any provisions for cancellation, termination, or refunds that would significantly impact recognized revenue. While certain of the Company’s bundled products are now accounted for following ASC 605, the impact of the adoption of these standards was immaterial.

The Company's revenue recognition policies provide that, when a sales arrangement contains multiple elements, the Company allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence ("VSOE"), if available, third party evidence ("TPE") if VSOE is not available, or estimated selling price ("ESP") if neither VSOE nor TPE is available. The Company establishes VSOE of selling price using the price charged for a deliverable when sold separately when they have not yet sold the deliverable separately, using the price established by management having the relevant authority. When VSOE cannot be established, the Company establishes the selling price of each element based on TPE. TPE is determined based on competitor prices for similar deliverables when sold separately. The best estimate of selling price is established considering several external and internal factors including, but not limited to, historical sales, pricing practices and geographies in which the Company offers its products. The determination of ESP is judgmental.

For arrangements which include multiple elements, the Company considers the sale of equipment, professional services and maintenance to be three separate units of accounting in the arrangement in accordance with ASC 605-25, since all three elements have value to the customer on a standalone basis.

Equipment includes the software as the software is deemed incidental to the product as a whole. The Equipment element price was attained by using management best estimate based on the historical prices sold by the Company. The historical prices have been allocated based on product and region, due to variances between the regions in which the products have been sold.

Professional Services prices were based on TPE for which the Company has accumulated the prices from its suppliers throughout the year.

Maintenance price has been established using VSOE of fair value of maintenance services, based on the price charged when sold separately at renewal.

In transactions where a customer's contractual terms include a provision for customer acceptance, revenues are recognized either when such acceptance has been obtained or the acceptance provision has lapsed.

Advances from customers include advances and payments received from customers, for which revenue has not yet been recognized.

Accounts Receivable. We are required to assess the collectability of our accounts receivable balances. Generally, we do not require collateral; however, under certain circumstances we require letters of credit, additional guarantees or advance payments. A considerable amount of judgment is required in assessing the ultimate realization of these receivables including, but not limited to, the current credit-worthiness of each customer. We regularly review the amounts due and related allowance by considering factors, such as historical experience, credit quality, age of the accounts receivable balances and current economic conditions that may affect a customer’s ability to pay. For certain accounts receivable balances, we are also covered by foreign trade risk insurance. Should we consider it necessary to increase the level of provision for doubtful accounts, required for a particular customer, then additional charges will be recorded when they become probable.

Allowance for doubtful accounts amounted to $5.1 million and $5.5 million as of December 31, 2010 and 2011, respectively. The balance as of December 31, 2011, includes a doubtful debts provision from the Wavion acquisition of $0.3 million. The Company charges off receivables when they are deemed uncollectible. Actual collection experience may not meet expectations and there may be an effect in the Company's ability to collect customers' debts in a timely manner or at all and this may result in increased bad debt expense.

Total doubtful debts expenses during 2009, 2010 and 2011 amounted to $0.9 million, $4.6 million and $2.0 million, respectively. Total write-offs amounted $ 0 million, $0.7 and $1.8 million in 2009, 2010 and 2011, respectively.

Inventory Valuation. Our policy for valuation of inventory and commitments to purchase inventory, including the determination of obsolete or excess inventory, requires us to perform a detailed assessment of inventory at each balance sheet date which includes a review of, among other factors, an estimate of future demand for products within specific time frames, valuation of existing inventory, as well as product lifecycle and product development plans. The business environment in which we operate the wide range of products that we offer and the sales-cycles we experience all contribute to the exercise of judgment relating to maintaining, utilizing and writing-off inventory. The estimates of future demand that we use in the valuation of inventory are the basis for our revenue forecast, which is also consistent with our short-term manufacturing plan. Inventory reserves are also provided to cover risks arising from non-moving or slow-moving items. We write-down our inventory for estimated obsolescence or excess inventory equal to the difference between the cost of inventory and the estimated market value which is based on assumptions about future demand and market conditions. We may be required to record additional inventory write-downs if actual market conditions are less favorable than those projected by our management.

Note 2g to our financial statements describes the write-offs and provisions that we made and recorded in 2009, 2010 and 2011 to reflect the decline in our expectations about the value of inventory, which had become excessive, unmarketable or otherwise obsolete or the inventory of new materials and components that we had purchased or committed to purchase in anticipation of forecasted sales which we did not consummate. In addition, changes in demand, which result in increased demand for our products, may lead to utilization of our previously written-off products. Note 2g to our financial statements describes the effect of the utilization of the related products of our prior years’ written-off components, which are reflected in our revenues without additional cost in the cost of sales in the period the inventory was utilized.

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If there were to be a sudden and significant decrease in demand for our products, or if there were a higher incidence of inventory obsolescence because of rapidly changing technology and customer requirements, we could be required to increase our inventory allowances and our gross margin could be adversely affected. In addition, if the demand for our products increases beyond our expectations following a write-off of inventory, we may need to further utilize our previously written-down inventory. Such utilization may contribute to our gross margin in future periods. Inventory management remains an area of management focus as we balance the need to maintain strategic inventory levels to ensure competitive lead times against the risk of inventory obsolescence because of rapidly changing technology and customer requirements.

Goodwill and long-lived asset impairment. We review goodwill for impairment annually and whenever events or changes in circumstances indicate its carrying value may not be recoverable in accordance with ASC 350 “Intangibles – Goodwill and Others”.

Goodwill impairment testing is a two-step process. The first step involves comparing the fair value of a company's reporting units to their carrying amount. If the fair value of the reporting unit is determined to be greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is determined to be greater than the fair value, the second step must be completed to measure the amount of impairment, if any. Step two calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of the goodwill in this step is compared to the carrying value of goodwill. If the implied fair value of the goodwill is less than the carrying value of the goodwill, an impairment loss equivalent to the difference is recorded.

For purposes of testing goodwill in accordance with ASC 350 for the year ended December 31, 2010, the Company operated in one operating segment, and this segment is comprised of a single reporting unit. During 2010, the global economic downturn negatively affected the Company's results of operations with a significant reduction in the Company's market capitalization. In calculating the fair value of the reporting unit, the Company used a Discounted Cash Flow (DCF) approach. The Company further applied a market approach, using multiples of earnings, to corroborate the results achieved in the estimated discounted cash flows model. As a result of performing step two, the Company's implied fair value of the reporting unit goodwill has decreased to zero.

For the year ended December 31, 2009, no impairment losses were recorded. In 2010, we recorded impairment of the outstanding goodwill balance in the amount of $57.1 million.

The acquisition of Wavion in November 2011 has been incorporated into the single reportable segment of the Company. Nevertheless, Wavion was considered its own reporting unit in 2011, as the full integration into the activity of the Company had not yet been completed. As part of the Wavion acquisition, the Company recorded goodwill in an amount of $13.1 million. Since the transaction occurred in November 2011 and no outstanding goodwill balances remained prior to the acquisition, no annual impairment test has been completed and no impairment has been recorded in 2011.

Warranties. We provide for the estimated cost of product warranties at the time the product is shipped. Our products sold are covered by a warranty for periods ranging from 14 to 21 months. We accrue a warranty reserve for estimated costs to provide warranty services. Our estimate of costs to service the warranty obligations is based on historical experience and expectation of future conditions. We accrue for warranty costs as part of our cost of sales based on associated material costs and technical support labor costs. Material cost is primarily estimated based upon historical trends in the volume of product returns within the warranty period and the cost to repair or replace the equipment. Technical support labor cost is primarily estimated based upon historical trends in the rate of customer calls and the cost to support the customer calls within the warranty period. To the extent we experience increased warranty claim activity or increased costs associated with servicing those claims, our warranty accrual will increase, resulting in decreased gross profit.

Stock-Based Compensation Expense. We account for equity-based compensation in accordance with ASC 718 “Compensation - Stock Compensation”. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as an expense over the requisite service periods. Stock-based compensation expense recognized under ASC 718 for 2009, 2010 and 2011 was $4.2 million, $3.3 million and $3.2 million, respectively. Determining the fair value of stock-based awards at the grant date requires the exercise of judgment, including the amount of stock-based awards that are expected to be forfeited. If actual forfeitures differ from our estimates, equity-based compensation expense and our results of operations would be impacted. Our stock based compensation expense decreased in 2011 as a result of updating several parameters in our stock-based compensation calculation due to the cost reduction that we implemented during the year and a decrease in the number of our principal granted options.

We estimate the fair value of employee stock options using a Black-Scholes-Merton valuation model and for restricted stock units and options granted with par value exercise price, the fair value is calculated by multiplying the share price at the date of grant with the number of options granted. The fair value of an award is affected by our stock price on the date of grant as well as other assumptions, including the estimated volatility of our stock price over the expected term of the awards, and the estimated period of time that we expect employees to hold their stock options. The risk-free interest rate assumption is based upon United States bonds treasury interest rates appropriate for the expected life of the awards. We use the historical volatility of our publicly traded stock in order to estimate future stock price trends. In order to determine the estimated period of time that we expect employees to hold their stock options, we use historical behavioral patterns rates of employee groups by job classification. In 2011, the expected term of options granted is estimated based on historical experience and represents the period of time that options granted are expected to be outstanding. Our expected dividend rate is zero since we do not currently pay cash dividends on our ordinary shares and do not anticipate doing so in the foreseeable future.

Deferred Taxes. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event we were to determine that we would be able to realize our deferred tax assets in the future in excess of our net recorded amount, an adjustment to the deferred tax asset would increase income in the period such determination was made. In addition, we are subject to the continuous examination of our tax returns by the local tax authorities in each country that we have established corporations. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for taxes.

ASC 740-10-55 requires income tax positions to meet a more-likely-than-not recognition threshold to be recognized in the financial statements. ASC 740-10-55 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with FASB ASC 740 “Income Taxes”. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. As a multinational corporation, we are subject to taxation in many jurisdictions, and the calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in various taxing jurisdictions. If we ultimately determine that the payment of these liabilities will be unnecessary, we reverse the liability and recognize a tax benefit during the period in which we determine the liability no longer applies. Conversely, we record additional tax charges in a period in which we determine that a recorded tax liability is less than we expect the ultimate assessment to be. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations and court rulings. Therefore, the actual liability for U.S. or foreign taxes may be materially different from our estimates, which could result in the need to record additional tax liabilities or potentially reverse previously recorded tax liabilities.

Contingencies. We are involved in legal proceedings and other claims from time to time. We are required to assess the likelihood of any adverse judgments or outcomes to these matters, as well as potential ranges of probable losses. A determination of the amount of reserves required, if any, for any contingencies are made after careful analysis of each individual claim. The required reserves may change due to future developments in each matter or changes in approach, such as a change in the settlement strategy in dealing with any contingencies, which may result in higher net loss. If actual results are not consistent with our assumptions and judgments, we may be exposed to gains or losses that could be material. See “Item 8A Financial Information Finance – Consolidated Statements and Other Financial Information – Legal Proceedings.”

Business Combination. We apply the provisions of ASC 805 "Business Combination", accordingly we are required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired, liabilities assumed based on their estimated fair values. In allocating the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed, we developed the required assumptions underlying the valuation work. Critical estimates in valuing certain of the intangible assets include but are not limited to: future expected cash flows from customer contracts, customer lists, distribution agreements, the acquired company’s brand awareness and market position, as well as assumptions about the period of time the brand will continue to be used in the combined company’s product portfolio and discount rates. Management’s estimates of fair value are based upon assumptions believed to be reasonable, utilizing a market participant approach, but which are inherently uncertain and unpredictable. Assumptions may be incomplete or inaccurate, and unanticipated events and circumstances may occur.

Results of Operations –

The following tables present our total revenues attributed to the geographical regions based on the location of our customers for the years ended December 31, 2009, 2010 and 2011:

	2009			2010			2011		
	Total Revenues In thousands	Percentage Of sales		Total revenues In thousands	Percentage Of sales		Total revenues In thousands	Percentage Of sales	
Israel	$697	0.3	%	$718	0.3	%	$736	0.4	%
United States	22,478	9.2	%	45,638	22.2	%	34,426	18.1	%
Canada	764	0.3	%	1,879	0.9	%	12,514	6.6	%
Europe (excluding France, Italy, Spain and Denmark)(1)	24,398	9.9	%	20, 415	9.9	%	18,963	9.9	%
France	17,252	7.0	%	11,049	5.4	%	5,503	2.9	%
Italy	19,281	7.9	%	17,333	8.4	%	14,791	7.8	%
Spain	9,734	4.0	%	14,186	6.9	%	6,605	3.5	%
Denmark	35,483	14.5	%	7,115	3.5	%	5,608	3.0	%
Africa (excluding Nigeria)(1)	41,726	17.0	%	26,191	12.7	%	23,046	12.1	%
Nigeria	167	0.1	%	12,902	6.3	%	5,449	2.9	%
Asia (excluding India)(1)	25,288	10.3	%	19,528	9.5	%	19,449	10.2	%
India	2,602	1.1	%	1,986	1.0	%	14,551	7.7	%
Latin America (excluding Argentina) (1)	29,313	12.0	%	21,980	10.7	%	26,388	13.8	%
Argentina	16,056	6.4	%	4,895	2.3	%	2,008	1.1	%
	$245,239	100	%	$205,815	100	%	$190,037	100	%

(1) We have listed Italy, Spain, Denmark, France, Nigeria and Argentina separately within this table because each of these countries generated at least 5% of our total revenues during at least one of the last 3 years.

The following tables set forth, for the periods indicated, selected items from our consolidated statement of operations in U.S. dollars in thousands and as a percentage of total sales:

	Year Ended December 31,		
	2009	2010	2011
	(In thousands)		
Sales			
Products	$218,137	$180,447	$163,744
Services	27,102	25,368	26,293
Total Sales	245,239	205,815	190,037
Cost of sales			
Products	113,576	101,955	95,129
Services	14,885	26,623	23,726
Write-off of excess inventory and provision for inventory purchase commitments	3,993	4,897	2,580
Inventory write-off related to bankruptcy of a customer	-	-	7,144
Gross profit	112,785	72,340	61,458
Operating costs and expenses:			
Research and development, gross	54,674	41,744	32,404
Less – grants and participations	3,884	3,027	4,440
Research and development, net	50,790	38,717	27,964
Selling and marketing	52,022	43,376	37,576
General and administrative	15,087	19,920	13,877
Amortization of intangible assets	132	130	186
Impairment of investment	1,554	-	-
Impairment of goodwill and intangible assets	-	57,110	-
Restructuring and other charges	2,787	3,573	12,040
Acquisition related expenses	-	-	2,622
Total operating costs and expenses	122,372	162,826	94,265
Operating loss	(9,587)	(90,486)	(32,807)
Other (loss) income	731	(7,000)	-
Financial income (expenses), net	1,668	(99)	(1,015)
Loss before tax	(7,188)	(97,585)	(33,822)
Taxes on income	-	894	-
Net income (loss)	$(7,188)	$(98,479)	$(33,822)

	Year Ended December 31,		
	2009	2010	2011
	(As a percentage of sales)		
Statement of Operations Data:			
Sales			
Products	88.9	87.7	86.2
Services	11.1	12.3	13.8
Total Sales	100.0	100.0	100.0
Cost of sales			
Products	46.3	49.5	50.1
Services	6.1	12.9	12.5
Write-off of excess inventory and provision for inventory purchase commitments	1.6	2.4	1.4
Inventory write-off related to bankruptcy of a customer	-	-	3.8
Gross margin	46.0	35.2	32.2
Operating costs and expenses:			
Research and development, gross	22.3	20.3	17.1
Less – grants and participations	1.6	1.5	2.3
Research and development, net	20.7	18.8	14.8
Selling and marketing	21.2	21.1	19.8
General and administrative	6.2	9.7	7.3
Amortization of intangible assets	0.1	0.1	0.1
Impairment of investment	0.6	-	-
Impairment of goodwill and intangible assets	-	27.7	-
Restructuring and other charges	1.1	1.7	6.3
Acquisition related expenses	-	-	1.4
Total operating expenses	49.9	79.1	49.7
Operating loss	(3.9)	(43.9)	(17.5)
Other (loss) income	0.3	(3.4)	-
Financial income (expenses), net	0.7	(0.1)	(0.5)
Loss before tax	(2.9)	(47.4)	(18.0)
Taxes on Income	-	0.4	-
Net (loss)	(2.9%)	(47.8%)	(18.0%)

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

Sales. Sales in 2011 were approximately $190.0 million, a decrease of approximately 7.7% compared to sales of approximately $205.8 million in 2010. In 2011, BreezeMAX revenues totaled approximately $141.4 million or 74.4% of total revenue, compared to approximately $147.5 million or 71.9% of total revenue in 2010, a decrease of approximately 4.1% compared to the 2010 BreezeMAX revenues. The decrease of our total sales in 2011 resulted primarily due to the continuous unfavorable general economic conditions, which influenced some of our clients, and the intense competition which we faced, in particular by Chinese vendors. Our revenues in 2011 from non-WiMAX broadband wireless products were approximately $48.6 million, a decrease of approximately 16.4% compared to sales of approximately $58.2 million in 2010.

Sales in Europe, the Middle East and Africa reached approximately 42.5% of our sales in 2011 and totaled approximately $80.8 million, which represents a decrease of approximately 26.4% compared to our 2010 sales in these regions which were approximately $109.9 million or 53.4% of our sales. Sales in Central and Latin America accounted for 14.9% of our sales in 2011 compared to 13.1% of our sales in 2010. Sales in North America accounted for approximately 24.7% of our sales in 2011, compared to 23.1 % in 2010. Sales in Asia Pacific accounted for approximately 17.9% of our sales in 2011 compared to approximately 10.5% in 2010 in this region.

In 2010 and 2011, no customer accounted for more than 10% of our revenues. Because of the nature of our agreements and the associated large initial payments due, the identity of major customers generally varies from quarter to quarter and we do not believe that we are materially dependent on any one specific customer or any specific small number of customers.

Cost of sales. Cost of sales for products and services consists primarily of cost of components, product manufacturing and assembly, labor, overhead and other costs associated with production. Cost of sales was approximately $118.9 million in 2011, compared to cost of sales of approximately $128.6 million in 2010. Cost of sales as a percentage of sales are consistent between 2010 and 2011 at 62.5%.

Write-off of excess inventory and provision for inventory purchase commitments. We periodically assess our inventories valuation in accordance with obsolete and slow-moving items based on revenue forecasts and technological obsolescence. If inventories on-hand exceed our estimates or become obsolete, this would result in a charge to our statement of operations and a corresponding reduction in our inventory and shareholders' equity. Changes in demand for our products and in our estimates for demand create changes in provisions for obsolete inventory. As part of our ordinary course of business we evaluate, on a quarterly basis, our actual inventory needs versus our sales projections and write-off excess inventory and un-cancelable purchase commitments from our suppliers and subcontractors. As a result, we record charges related to the write-off of excess inventory and accrued a provision for inventory purchase commitments of new materials and components that we had purchased or committed to purchase in anticipation of forecasted sales that we did not consummate. Primarily as a result of the decrease of our sales, our write-off of excess inventory and our accrual of a provision for inventory purchase commitments decreased and amounted in the aggregate to approximately $2.6 million for the year ended December 31, 2011 compared to approximately $4.9 million for the year ended December 31, 2010.

Inventory utilization. We perform periodically an inventory evaluation model in order to align our inventory levels to the market conditions and anticipated customer demand. In each of 2011 and 2010, approximately $0.4 million of inventory previously written-off consistent with our inventory evaluation model was used as components in our regular production course and was sold as finished goods to end users. The sales of these related manufactured products were reflected in our revenues without increasing the cost of sales in the period the inventory was utilized. This inventory utilization increased our gross margin by 0.2% in 2011 and by 0.2% in 2010.

If the demand for our products suddenly and significantly decreased, or if there were a higher incidence of inventory obsolescence because of rapidly changing technology, standardization and customer requirements, we could be required to increase our write-off of excess inventory, and our gross margin could be adversely affected. Inventory management remains an area of focus as we balance the need to maintain strategic inventory levels to ensure competitive lead times compared to the risk of inventory obsolescence. However, if the demand for our products increases beyond our expectations following write-down of inventory, we may further utilize our written down inventory. Such utilization may contribute to our gross margin in future periods. We cannot predict the likelihood of utilizing previously written-off inventory in future operations.

Research and development expenses, net. Gross research and development expenses consist primarily of employee salaries, development-related raw materials and subcontractors, and other related costs partially offset by research and development funding. Gross research and development expenses were approximately $32.4 million in 2011, a decrease of approximately 22.3% compared to gross research and development expenses of approximately $41.7 million in 2010. This decrease was primarily attributable to the restructuring plans that the Company implemented during 2011 and 2010. Gross research and development, as a percentage of sales was 17% in 2011, compared to 20.3% in 2010. Grants and other participations for funding approved research and development projects totaled approximately $4.4 million in 2011 and $3.0 million in 2010. Research and development expenses, net, were approximately $28.0 million in 2011, compared to approximately $38.7 million in 2010.

Selling and marketing expenses. Selling and marketing expenses consist primarily of costs relating to compensation attributable to employees engaged in selling and marketing activities, promotion, advertising, trade shows and exhibitions, travel and related expenses. Selling and marketing expenses were approximately $37.6 million in 2011, a decrease of approximately 13.4% compared to selling and marketing expenses of approximately $43.4 million in 2010. This decrease was primarily attributable to the restructuring plan that the company implemented during 2011 and 2010. Selling and marketing expenses as a percentage of sales were 19.8% in 2011 compare to 21.1% in 2010.

General and administrative expenses. General and administrative expenses consist primarily of compensation costs for administration, finance and general management personnel, office maintenance, insurance costs, professional fees and other administrative costs. General and administrative expenses were approximately $13.9 million in 2011, a decrease of approximately 30.3% compared to general and administrative expenses of approximately $19.9 million in 2010. This decrease is related primarily to the $3.6 million that the Company recorded in 2010 for doubtful accounts and for the restructuring plan that the Company implemented during 2011 and 2010. General and administrative expenses as a percentage of sales decreased to 7.3% in 2011 from 9.7% in 2010.

Amortization of intangibles assets. As a result of our merger and acquisition activity of Wavion Inc. during November 2011, we had annual amortization charges of approximately $0.2 million recorded in 2011 compared to $0.1 million in 2010 related to the prior year's acquisition.

Impairment of investment. During 2011 and 2010 the Company did not book any impairment of investment.

Impairment of goodwill. During 2011 the Company did not book any impairment of goodwill compared to 2010, when the Company incurred impairment of goodwill in amount of $57.1 million. For further information regarding these charges, see Item 5.– "A Critical Accounting Principles —Goodwill".

Restructuring costs. During 2011 and 2010, we implemented separate restructuring plans including the layoff of approximately 194 employees in 2011 and approximately 160 employees in 2010 as well as the vacating of certain leased premises. As a result, we recorded a restructuring charge of approximately $12.0 million in 2011 and approximately $3.6 million in 2010, which primarily consists of employees' termination benefits, lease abandonment and repayment of grants.

Financial expenses, net. Financial expenses, net, were $1.0 million in 2011, compared to financial expenses, net, of approximately $0.1 million in 2010. The increase in financial expenses is attributed mainly to the inflation in the currency change between the Dollar and other currencies and interest on the Long Term Loan that the Company took from Silicon Valley Bank (SVB).

Other loss. During 2011 the Company did not book other loss compared to 2010, when the Company incurred impairment of short term investment in an amount of $7.0 million, resulting from purchasing from one of our customers subordinated convertible promissory notes (See note 6 to our consolidated financial statements).

Net loss. In 2011, net loss was approximately $(33.8) million, compared to a net loss of approximately $(98.5) million in 2010.

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

Sales. Sales in 2010 were approximately $205.8 million, a decrease of approximately 16.1% compared to sales of approximately $245.2 million in 2009. In 2010, BreezeMAX revenues totaled approximately $147.5 million or 71.9% of total revenue, compared to approximately $179.0 million or 73.0% of total revenue in 2009, a decrease of approximately 17.6% compared to the 2009 BreezeMAX revenues. The decrease of our total sales in 2010 resulted primarily due to the postponement of some WiMAX projects as a result of the unfavorable general economic conditions, which influenced some of our clients, and delays in allocating spectrum in several countries as well as the intense competition which we faced, in particular by Chinese vendors. Our revenues in 2010 from non-WiMAX broadband wireless products decreased approximately 12.7% compared to the previous year.

Sales in Europe, the Middle East and Africa reached approximately 53.4% of our sales in 2010 and totaled approximately $109.9 million, which represents a decrease of approximately 26.2% compared to our 2009 sales in this region which were approximately $148.7.million or 60.7% of our sales. Sales in Central and Latin America accounted for 13.1% of our sales in 2010 compared to 18.5% of our sales in 2009. Sales in North America accounted for approximately 23.1% of our sales in 2010, compared to 9.5 % in 2009. The main reason for the increase in our sales in North America was due a deployment to a large customer which we performed in 2010. Sales in Asia Pacific accounted for approximately 10.5% of our sales in 2010 compared to approximately 11.4% in 2009 in this region.

In 2010, no customer accounted for more than 10% of our revenues, compared to 2009, when one customer accounted for more than 15% of revenues.

Cost of sales. Cost of sales was approximately $128.6 million in 2010, compared to cost of sales of approximately $128.5 million in 2009. Cost of sales as a percentage of sales increased to approximately 62.5% in 2010 from approximately 52.4% in 2009. This increase is primarily attributable to the change in the mix of the products that comprised our revenues in 2010. As the market continues to move towards standardization and more players enter into this market making it more competitive for us, and as we shift the mix of products that comprise our revenues, such as an increase in the volume of lower-margin third party products and turnkey projects, our cost of sales as a percentage of sales increased.

Write-off of excess inventory and provision for inventory purchase commitments. Primarily as a result of the decrease of our sales, our write-off of excess inventory and our accrual of a provision for inventory purchase commitments increased and amounted in the aggregate to approximately $4.9 million for the year ended December 31, 2010 compared to approximately $4.0 million for the year ended December 31, 2009.

Inventory utilization. In 2010 and 2009, approximately $0.4 million and $0.6 million, respectively, of inventory previously written-off consistent with our inventory evaluation model was used as components in our regular production course and was sold as finished goods to end users. The sales of these related manufactured products were reflected in our revenues without increasing the cost of sales in the period the inventory was utilized. This inventory utilization increased our gross margin by 0.2% in 2010 and by 0.2% in 2009.

Research and development expenses, net. Gross research and development expenses were approximately $41.7 million in 2010, a decrease of approximately 23.8% compared to gross research and development expenses of approximately $54.7 million in 2009. This decrease is primarily attributable to the restructuring plans that the Company implemented during 2010 and 2009. Gross research and development, as a percentage of sales was 20.3% in 2010, compared to 22.3% in 2009. Grants and other participations for funding approved research and development projects totaled approximately $3.0 million in 2010 and $3.9 million in 2009. Research and development expenses, net, were approximately $38.7 million in 2010, compared to approximately $50.8 million in 2009.

Selling and marketing expenses. Selling and marketing expenses were approximately $43.4 million in 2010, a decrease of approximately 17% compared to selling and marketing expenses of approximately $52.0 million in 2009. This decrease is primarily attributable to the cost reduction plan that the Company implemented during 2010. Selling and marketing expenses as a percentage of sales was 21.1% in 2010 compare to 21.2% in 2009.

General and administrative expenses. General and administrative expenses were approximately $19.9 million in 2010, an increase of approximately 32% compared to general and administrative expenses of approximately $15.1 million in 2009. This increase is related primarily to the $3.6 million addition to the company's provision for doubtful accounts. General and administrative expenses as a percentage of sales increased to 9.7% in 2010 from 6.2% in 2009.

Amortization of intangibles assets. As a result of our merger and acquisition activity in prior years, we had annual amortization charges of approximately $0.1 million recorded in each of 2010 and 2009.

Impairment of investment. During 2010 the Company did not book any impairment of investment compared to $1.6 million in 2009.

Impairment of goodwill. During 2010, the Company incurred impairment of goodwill in amount of $57.1 million. For further information regarding these charges, see Item 5.– “A Critical Accounting Principles —Goodwill”.

Restructuring costs. During 2010 and 2009, we implemented separate restructuring plans including the layoff of approximately 160 employees in 2010 and approximately 90 employees in 2009 as well as the vacating of certain leased premises.

As a result, we recorded a restructuring charge of approximately $3.6 million in 2010 and approximately $2.8 million in 2009, which primarily consists of employees' termination benefits, lease abandonment and repayment of grants.

Financial income, net. Financial expense, net, was $0.1 million in 2010, a decrease of approximately 105.9% compared to financial income, net, of approximately $1.7 million in 2009. The decrease in financial income is attributed mainly to decreased yields on investments compared to the previous year due to the decrease in our investment balances and the global interest rates.

Other loss. During 2010, the Company incurred impairment of short term investment in an amount of $7.0 million, resulting from purchasing from one of our customers subordinated convertible promissory notes (See note 6 to our consolidated financial statements), compared to a net income in 2009 of $0.7 million, which was received as additional proceeds in connection with the LGC transaction (under which we sold our CMU to LGC Wireless, Inc. during November 2006).

Net loss. In 2010, net loss was approximately $(98.5) million, compared to a net loss of approximately $(7.2) million in 2009.

Impact of Inflation and Currency Fluctuations –

A devaluation of the U.S. dollar against the NIS has a direct influence on the U.S. dollar cost of our operations. The majority of our sales, and part of our expenses, are denominated in dollars. However, a significant portion of our expenses, primarily labor expenses, is denominated in NIS unlinked to the U.S. dollar. Inflation in Israel and/or the devaluation of the dollar in relation to the NIS has the effect of increasing the cost in dollars of these expenses and has a negative effect on our profitability.

Because exchange rates between the NIS and the U.S. dollar fluctuate continuously, exchange rate fluctuations as recently experienced in Israel and especially larger periodic devaluations or revaluations, will have an impact on our profitability and period-to-period comparisons of our results of operations. The effects of foreign currency re-measurements are reported in our consolidated financial statements in the statement of operations.

To protect against exchange rate fluctuations, we have instituted several foreign currency hedging programs. These hedging activities consist of cash flow hedges of anticipated NIS payroll and forward exchange contracts to hedge certain trade payables in NIS. In 2011, the majority of the cash flow hedges were effective. For more information, see "Item 11—Qualitative and Qualitative Disclosures About Market Risk".

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The following table presents information about the rate of inflation in Israel, the rate of devaluation or appreciation of the NIS against the U.S. dollar, and the rate of inflation of Israel adjusted for the devaluation:

Year ended December 31,	Israeli inflation rate %	Israeli devaluation (appreciation) rate %	Israeli inflation adjusted for devaluation (appreciation)%
2007	3.4	(9.0)	12.4
2008	3.8	(1.1)	4.9
2009	3.9	(0.7)	4.6
2010	2.7	(6.0)	8.7
2011	2.2	7.7	(5.5)

We cannot assure you that we will not be materially and adversely affected in the future if the devaluation (appreciation) of the NIS against the U.S. dollar continues or, that in the event the dollar appreciates against the NIS, the inflation in Israel exceeds the devaluation of the NIS against the dollar or if the timing of the devaluation lags behind inflation in Israel.

For a discussion of certain policies or factors relating to our being an Israeli company and our location in Israel, see "Item 3—Key Information—Risk Factors—Risks Related to Our Location in Israel".

B.LIQUIDITY AND CAPITAL RESOURCES

The following sections discuss the effects of changes in our balance sheets, cash flows and commitments on our liquidity and capital resources.

Balance Sheet and Cash Flows

Total cash, cash equivalents, short-term and long-term marketable securities and deposits were $64.4 million as of December 31, 2011, a decrease of approximately $18.9 million or 22.7% from $83.3 million at December 31, 2010. Total cash, cash equivalents, short-term and long-term marketable securities and deposits as of December 31, 2010 reflected a decrease of approximately $35.2 million or 29.7% from $118.5 million at December 31, 2009.

Total cash and cash equivalents as of December 31, 2011 were $57.8 million, a decrease of $3.5 million or 5.8% from $61.3 million at December 31, 2010. Total cash and cash equivalents as of December 31, 2010 were $61.3 million, a decrease of $7.8 million or 11.3% from $69.1 million at December 31, 2009.

Our operating activities used cash of approximately $18.0 million, $22.4 million and $15.5 million in 2011, 2010 and 2009, respectively. The cash flows used in operating activities for 2011 consisted primarily of adjusted net loss (net loss as adjusted for non-cash activities, including stock-based compensation expenses, depreciation of fixed assets and amortization of intangibles assets) plus an increase in long term trade receivable and decrease in trade payables, offset by a decrease in inventories, a decrease in accounts receivable, a decrease in other accounts receivable and prepaid expenses and an increase in other accounts payable and accrued expenses. The cash flows used in operating activities for 2010 consisted primarily of adjusted net loss (net loss was adjusted for non-cash activities, including impairment of goodwill and short term investment, stock-based compensation expenses, depreciation of fixed assets) plus an increase in inventories, an increase in other accounts receivable and prepaid expenses and a decrease in other accounts payable and accrued expenses, offset by an increase in trade payables and a decrease in trade receivables. The cash flows used in operating activities for 2009 consisted primarily of net loss adjusted for non-cash activities, including

stock-based compensation expenses, depreciation of fixed assets and impairment of investments in affiliates plus a decrease in other accounts receivable and prepaid expenses and a decrease in inventories, fully offset by an increase in trade receivables, a decrease in trade payables and a decrease in other accounts payable and accrued expenses.

Our cash used in investing activities was approximately $12.5 million in 2011. In 2010 and 2009 our investing activities provided cash of approximately $14.5 million and $20.5 million, respectively. In 2011, our investing activities consisted mainly of the acquisition of Wavion ($24.6 million), investments in bank deposits $4.9 million, and fixed assets. In 2011, our cash used in investing was mainly attributable to our investment in Wavion and investments in bank deposits and fixed assets, which were partially offset by proceeds from the maturity of marketable securities and proceeds from maturity of bank deposits. In 2010, our investing activities provided proceeds from the maturity of marketable securities and proceeds from the maturity of bank deposits, which were partially offset by investments in bank deposits, marketable securities and fixed assets and investment in convertible promissory notes of one of our customers. In 2009, our investing activities provided proceeds from the maturity of marketable securities, proceeds from maturity of bank deposits, as well as the remaining proceeds from the LGC transaction (under which we sold our cellular mobile unit to LGC Wireless, Inc. during November 2006) which were partially offset by investments in bank deposits, marketable securities and fixed assets.

Capital expenditures were approximately $3.3 million, $5.0 million and $7.2 million in 2011, 2010 and 2009, respectively. These expenditures principally financed the purchase of research and development equipment and manufacturing equipment.

Our financing activities provided cash of approximately $27 million in 2011, $0.1 million in 2010 and $0.4 million in 2009. In 2011, the amount attributable to receipt of the Long Term Loan that the Company received from SVB related to the purchase of Wavion during the year, offset by a repayment of a long term loan that was received by Wavion in the past. In 2010 and 2009, the amount of cash provided was attributable to proceeds from the issuance of shares in connection with the exercise of employees' options in the amount of approximately $0.1 million and $0.4 million, respectively.

We expect that cash provided or used by operations may fluctuate in future periods as a result of a number of factors, including fluctuations in our operating results, shipment timing, accounts receivable collections, inventory management, and the timing of other payments and investments.

Accounts Receivable, Net. Accounts receivable, net was $48.3 million and $49.9 million as of December 31, 2011 and 2010, respectively. The decrease in the accounts receivable balance in 2011 was mainly a result of the global economic slowdown, aggressive competition and the crunch in the global capital markets offset by increasing of the net accounts receivable due to the acquisition of Wavion Inc. DSOs as of December 31, 2011, 2010 and 2009 were 106 days, 89 days and 97 days, respectively. Our DSOs in 2011 ranged between 80 and 125 days and we expect that our DSOs will further increase to a range of between 90 to 120 days during 2012 as a result of our customers requesting more favorable payment terms from as a result of increased competition.

Inventories. Inventories were $36.2 million as of December 31, 2011 compared to $56.1 million as of December 31, 2010. This decrease of inventory was mainly due to the usage of our inventory for sales during 2011 and due to an inventory write-off related to the bankruptcy of a customer. Inventories consist of raw materials, work in process and finished goods and inventories at customer sites that are not yet recognized as revenues. Inventory management remains an area of focus as we balance the need to maintain strategic inventory levels to ensure competitive lead times against the risk of inventory obsolescence because of rapidly changing technology and customer requirements. We are focusing our operational efforts to increase inventory turns in order to enhance our responsiveness to future customers' needs and market changes. Our inventory turns were approximately 3.3 times in 2011 and approximately 2.3 times in 2010.

Credit Facility

Long Term Loan. For a discussion of our Long Term Loan, please see the Section entitled "Item 10 Additional Information – Material Contracts."

WORKING CAPITAL –

Our working capital was approximately $62.0 million as of December 31, 2011 compared to $110.0 million as of December 31, 2010 and $132.8 million as of December 31, 2009.

Commitments

Leases. We lease office space in several locations worldwide. Rent expense totaled $5.3 million, $6.4 million and $6.8 million in 2011, 2010 and 2009, respectively. We also lease certain computers under operating lease agreements which expire in 2014. Computer leasing expenses totaled $0.5 million, $0.5 million and $0.2 million in 2011, 2010 and 2009, respectively. We also lease various motor vehicles under operating lease agreements, which expire in 2014. Motor vehicles lease expenses were $3.6 million, $3.0 million and $1.9 million in 2011, 2010 and 2009, respectively. The vast majority of the motor vehicle leases expenses are charged back to our employees.

Future annual minimum lease payments under all non-cancelable operating leases as of December 31, 2011 were as follows (in thousands):

	Rental of premises	Lease of computers	Lease of motor vehicles
2012	$ 3,657	$ 143	$ 1,133
2013	1,463	43	638
2014	130	6	235
2015	28	-	-
	$ 5,278	$ 192	$ 2,006

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The following table of our material contractual obligations as of December 31, 2011 summarizes the aggregate effect that these obligations are expected to have on our cash flows in the periods indicated (in thousands)

Contractual Obligations	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Rental Lease	$5,278	$3,657	$1,621	$ -	$-
Motor Vehicle Lease	2,006	1,133	873	-	-
Computers Lease	192	143	49	-	-
Severance pay and long term employee liabilities	1,173	-	1,173	-	-
Long Term Loan	30,000	12,813	17,187	-	-
Long term accrued expenses	547	-	547	-	-
Other long-term liabilities	6,425	-	6,425	-	-
Total	$45,621	$17,746	$27,875	$-	$-

Royalties. We participated in programs (from InnoWave, Clariton Networks and Wavion) sponsored by the OCS of the Israeli Government for the support of research and development activities. We are obligated to pay royalties to the OCS amounting to 3.5% of the sales of the products and other related revenues generated from certain research and development projects, up to 100% of the amount granted by the OCS. The obligation to pay these royalties is contingent upon actual sales of the products, and in the absence of such sales, no payment is required. We did not receive grants-bearing royalties from the OCS during the years 2006 until 2011. As a result of the 2011 acquisition of Wavion , we assumed Wavion's grant-bearing royalties from the OCS, and such royalties have been recognized as a liability associated with the acquisition.

During 2011, we paid or accrued royalties to the OCS in the amount of $0.2 million. As of December 31, 2011, the aggregate contingent liability to the OCS amounted to $23.6 million.

Treasury stock. As of December 31, 2011, we repurchased an aggregate of 5,246,772 ordinary shares, which appear on our balance sheet as treasury stock, pursuant to our two repurchase programs, the 2002 repurchase program and the 2008 repurchase program, as stipulated below. In October 2008, following the approval of our board of directors and the receipt of a court approval, we were authorized to use up to $30 million of our available cash to repurchase our shares. Through December 31, 2011 we repurchased under this second repurchase program 1,449,999 ordinary shares at a weighted average price of approximately $3.44 per share for an aggregate of $5.0 million. We have not repurchased any shares in 2010 and 2011. See Item 16E "Purchases of Equity Securities by the Issuer and Affiliated Purchasers" for additional information.

Under the Company's first repurchase program in 2002, our board of directors authorized a share repurchase of up to $9 million of our ordinary shares. Under this 2002 repurchase plan, we had repurchased until December 31, 2003 3,796,773 ordinary shares at a weighted average price per share of approximately $2.07 for an aggregate of $7.9 million. Since then we have not utilized the remainder of this re-purchase program.

FUTURE NEEDS –

We believe our cash balances and investments and governmental research and development grants will be sufficient to satisfy our working capital needs, repayment of amounts under our Long Term Loan, capital expenditures, investment requirements, stock repurchases, commitments, future customer financings, and other liquidity requirements associated with our existing operations through at least the next twelve months. We believe that the most strategic uses of our cash resources include working capital, strategic investments to gain access to new technologies, acquisitions and financing activities. There are no transactions, arrangements and other relationships with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of our requirements for capital resources. However, if our operations do not generate cash to the extent currently anticipated by us, or if we grow more rapidly than currently anticipated, it is possible that we will require more funds than anticipated. We expect that these sources will continue to finance our operations in the long term, and will be complemented, if required, by private or public financing.

Effective Corporate Tax Rate

Income derived by Alvarion Ltd. is generally subject to the regular Israeli corporate tax rate.

Until December 31, 2003, the regular tax rate applicable to income of Israeli companies (which are not entitled to benefits due to “Approved Enterprise,” as described below) was 36%. In June 2004 and in July 2005, the “Knesset” (Israeli parliament) passed amendments to the Income Tax Ordinance (No. 140 and Temporary Provision), 2004 and (No. 147), 2005, respectively, which determined, among other things, that the corporate tax rate is to be gradually reduced to the following tax rates: 2006 - 31%, 2007 - 29%, 2008 - 27%, 2009 - 26% and 2010 - 25%.

In July 2009, the Knesset passed the Law for Economic Efficiency (Amended Legislation for Implementing the Economic Plan for 2009 and 2010), 2009, which prescribes, among others, an additional gradual reduction in the rates of the Israeli corporate tax and real capital gains tax starting 2011 to the following tax rates: 2011 - 24%.

In December 5, 2011, the Knesset (Israel's Parliament) passed a law for changing the tax burden (the Law), which cancels, among others, the gradual reduction in the corporate tax rates in Israel. In addition, the corporate tax in Israel will be increased to 25% starting in 2012. Accordingly, the real capital gains tax rate will increase to 25%. There was no effect on the Company as a result of the above mentioned changes.

As described below, several of our manufacturing facilities have been granted “Approved Enterprise” status under the Law for the Encouragement of Capital Investments, 1959, as amended, or the Investment Law, and, consequently, are eligible, subject to compliance with specified requirements, for tax benefits beginning when such facilities first generate taxable income.

According to the provision of the law, we have elected the “alternative benefits” track provisions of the Investment Law, pursuant to which we have waived our right to grants and instead receive a tax benefit on undistributed income derived from the “Approved Enterprise” program. The tax benefits under the Investment Law may not be available with respect to income derived from products developed and manufactured outside of Israel or developed or manufactured in Israel but outside of the Approved Enterprises mentioned above and may be affected by the current location of our facilities in Israel. The relative portion of taxable income that should be allocated to each Approved Enterprise and expansion is subject to the fulfillment of covenants with the tax authorities.

Several of our facilities have been granted Approved Enterprise status:

(i) Nazareth Facilities: On December 31, 1997, our production facilities in Nazareth were granted Approved Enterprise status. Subject to compliance with applicable requirements, the income derived from the Nazareth Approved Enterprise is tax exempt for a period of 10 years.

The periods of tax benefits with respect to Nazareth Approved Enterprises will commence with the first year in which we earn our taxable income and exhaust our accumulated tax loss carry forwards. The period of tax benefits for the Approved Enterprises are subject to limits of the earlier of 12 years from the commencement of production or 14 years from receiving the approval (these limits do not apply to the exemption period). The period of benefits for Nazareth plan expired in 2009.

(ii) Status Expansion of Nazareth and Migdal Ha-emek: In 2000, we received approval of our application for an expansion of our Approved Enterprise status with respect to our Nazareth facility. This expansion included, among other things, our Carmiel facility, which during 2004 was relocated to Migdal Ha-emek. The income derived from this Approved Enterprise is tax-exempt for a period of 10 years. The relative portion of taxable income that should be exempt for a 10-year period is subject to final covenants with the tax authorities. The 10-year period of benefits will commence with the first year in which we earn taxable income. The period of benefits for this expansion plan will expire in 2012.

(iii) Or Yehuda / Tel Aviv Facilities: In 1997, Floware submitted a request for Approved Enterprise status of its production facility in Or Yehuda. This request was approved. After the merger, Floware's enterprise was relocated into our facilities in Tel Aviv. The income derived from this Approved Enterprise is tax exempt for a period of two years and thereafter will be subject to a reduced tax rate between 10% and 25% for an additional period of five to eight years. The actual number of years and tax rate depends upon the percentage of the non-Israeli holders of our share capital. The period of benefits will commence with the first year that we earn taxable income. The period of benefits for this plan has expired in 2011.

In order to maintain eligibility for the above programs and benefits, we must meet specified conditions stipulated by the Investment Law, regulations published there-under and the letters of approval for the specific investments in "Approved Enterprises." In the event of failure to comply with these conditions, any benefits that were previously granted may be canceled, and we may be required to refund the amount of the benefits, in whole or in part, including interest.

If these retained tax-exempt profits are distributed they would be taxed at the corporate tax rate applicable to such profits as if we had not elected the alternative system of benefits, currently between 10% - 25% for an "Approved Enterprise." As of December 31, 2011, our accumulated deficit does not include tax-exempt profits earned by our "Approved Enterprise."

On April 1, 2005, tax benefits under the amendment to the Investment Law came into effect (the "Amendment") and has significantly changed the provisions of the Investment Law. The Amendment limits the scope of enterprises that may be approved by the Investment Center. The Investment Center is a statutory body in Israel responsible for providing certain grants and/or tax benefits subject to certain criteria and limitations. These criteria set for the approval of a facility as a "Privileged Enterprise," include a generally required provision that at least 25% of the Privileged Enterprise's income must be derived from export. Additionally, the Amendment enacted major changes concerning the manner in which tax benefits are awarded under the Investment Law so that companies no longer require the Investment Center's approval in order to qualify for tax benefits. However, the Amendment provides that terms and benefits that were included in any certificate of approval which was already granted will remain subject to the provisions of the law as they were on the date of such approval.

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In December 2010, the "Knesset" (Israeli Parliament) passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011, which prescribes, among others, amendments in the Law for the Encouragement of Capital Investments, 1959 ("the Law"). The amendment became effective as of January 1, 2011. According to the amendment, the benefit tracks in the Law were modified and a flat tax rate applies to the Company's entire preferred income. The Company will be able to elect to apply (the waiver is irrevocable) the amendment and from then on it will be subject to the amended tax rates that are: 2011 and 2012 - 15% (in development area A - 10%), 2013 and 2014 - 12.5% (in development area A - 7%) and in 2015 and thereafter - 12% (in development area A - 6%).

Status Expansion of our Production Facilities: Under the Amendment, in 2005 and 2007, we submitted an expansion request for additional “Privileged Enterprise” approval regarding our production facilities. A portion of the income derived from this “Privileged Enterprise” will be tax-exempt for a period of 10 years and the rest will be taxed at a reduced rate of 10% to 25% (depending on the percentage of foreign investment in the Company). The 10-year period of benefits will commence with the first year in which we earn taxable income.

Our Israeli company had no taxable income since inception nor any profit under our Approved or Privileged Enterprise plans.

As of December 31, 2011, Alvarion Ltd. had an available tax loss carry forward amounting to approximately$206 million, which may be carried forward, in order to offset taxable income in the future, for an indefinite period; the Israeli subsidiary has an available tax loss carry forward amounting to approximately $38.5 million.

As of December 31, 2011, the U.S. subsidiaries had approximately $42.3 million in US federal net operating loss carry forward for income tax purposes, which can be carried forward and offset against taxable income for 20 years and expire between 2012 and 2031. The state tax losses carry forwards of the U.S. subsidiaries are approximately $14.3 million and this balance will expire between 2012 through 2018.

The state and federal tax loss carry forwards per income tax returns filed included uncertain tax positions that were taken in prior years. Due to the application of ASC 740-10, the filed net operating losses are greater than the net operating loss deferred tax asset which was recognized for financial statement purposes.

Utilization of U.S. net operating losses may be subject to substantial annual limitations due to the “change in ownership” provisions (“annual limitations”) of the Internal Revenue Code of 1986, as amended and similar state provisions. The annual limitation may result in the expiration of net operating losses before utilization.

Because we have more than one “Approved Enterprise", and/ or “Privileged Enterprise” our effective tax rate in Israel will be a weighted combination of the various applicable tax rates. We are likely to be unable to take advantage of all tax benefits in Israel for an Approved Enterprise, which would otherwise be available to us, because a portion of our operations may be considered by the Israeli tax authorities as generated in areas that are defined as non-Approved or non-Privileged Enterprise areas.

Our effective corporate tax rate may substantially exceed the Israeli tax rate. Our France, Romania, Brazil, Hong-Kong, Singapore, Japan, Mexico, Poland, Israel, Uruguay, Spain, UK, South-Africa, Italy, Argentina, Ecuador, Costa Rica, India, Chile, Indonesia, Taiwan and Philippines subsidiaries will generally each be subject to applicable federal, state, local and foreign taxation, and we may also be subject to taxation in other jurisdictions where we own assets, have employees or conduct activities. Because of the complexity of these local tax provisions, it is not possible to anticipate the actual combined effective corporate tax rate that will apply to us.

Government Grants –

Under an arrangement entered during 2003 with the OCS in Israel's Ministry of Industry and Trade we participate in new OCS programs under which we are eligible to receive grants for research and development projects without any royalty repayment obligations, excluding OCS programs grants resulting from InnoWave's former operations, Clariton and Wavion which were not included in this arrangement.

In addition to these grants, we obtain grants from the OCS to fund certain other research and development projects as part of our participation in the MAGNET Consortium. These grants do not bear any royalty repayment obligations. The MAGNET Program in the OCS sponsors innovative generic industry-oriented technologies to strengthen the country's technological expertise and enhance competitiveness.

We also participate in certain governmental programs in Spain and in Romania, which finance certain local research and development projects.

In addition we participate in the BuNGEE (researching for high capacity density deployments targeting 1Gbs/km^2) and Flavia (Flexible Architecture for Virtualizable wireless future Internet access) projects, which are a consortium of commercial companies and academy institutes from Europe and Israel.

All of these programs provide grants without any royalty obligations. The programs are expected to last between two and three years. If we are unable to meet the terms of these programs we may be required to return the grants received.

Recently Issued Accounting Standards –

Impact of recently issued Accounting Standards:

In May 2011, the FASB issued ASU 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs, codified in ASC 820 "Fair Value Measurement". The guidance requires an entity to provide a consistent definition of fair value to ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. The guidance changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements, and will become effective for the Company beginning January 1, 2012. The Company does not expect the adoption of this new guidance to have a material impact on its financial statements.

In June 2011, the FASB issued ASU 2011-05 Presentation of Comprehensive Income, codified in ASC 220 "Comprehensive Income". The guidance requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The guidance also eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued ASU 2011-12, deferring the effective date for amendments outlined in ASU 2011-05, but the remainder of its provisions will become effective for the Company beginning January 1, 2012. The Company is still evaluating whether to present other comprehensive income in a single continuous statement of comprehensive income or in two separate but consecutive statements.

In September 2011, the Financial Accounting Standards Board, or FASB issued ASU 2011-08, Testing Goodwill for Impairment, codified in ASC 350 "Intangibles – Goodwill and Other". The revised accounting standard update intended to simplify how an entity tests goodwill for impairment. The amendment will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity

no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. This accounting standard update will be effective for the Company beginning January 1, 2012. The Company does not expect the adoption of this new guidance to have a material impact on its financial statements.

C.RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES –

Our product development plans are market driven and address the major, fast-moving trends that influence the wireless industry. We believe that our future success will depend upon our ability to maintain technological competitiveness, to enhance our existing products and to introduce on a timely basis new commercially viable products addressing the demands of the broadband wireless access market. Accordingly, we devote, and intend to continue to devote a significant portion of our personnel and financial resources to research and development. As part of the product development process, we seek to maintain close relationships with current and potential distributors, other resellers and end users, strategic partners and leaders in industry segments in which we operate to identify market needs and define appropriate product specifications.

As of December 31, 2011, our research and development staff consisted of 225 full time employees. Our research and development is conducted at our facilities in Israel, Romania and Spain. We occasionally use independent subcontractors for portions of our development projects.

Our gross research and development expenses were approximately $32 million or 17% of sales in 2011, $42 million or 20% of sales in 2010 and $55 million or 22% of sales in 2009. The Government of Israel and other jurisdictions for funding-approved research and development projects reimbursed us for approximately $3.9 million in 2009, $3.0 million in 2010 and $4.4 million in 2011.

D.TREND INFORMATION -

See "—Operating Results—2011 Highlights" and "Item 3—Key Information—Risk Factors".

E.OFF-BALANCE SHEET ARRANGEMENTS

None.

F.TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

See "—Liquidity and Capital Resources—Working Capital—Commitments".

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES –

A.DIRECTORS AND SENIOR MANAGEMENT

The following table lists the name, age and position of each of our directors and executive officers as of March 31, 2012:

Name	Age	Position
Amnon Yacoby	61	Chairman of the Board of Directors (1)(4)(5)
Dan Yalon	39	Director (1)
Professor Raphael Amit	64	Director(1)(2)(3)(4)
Robin Hacke	52	Director (1)(2)(3)(5)
Tali Aben	48	Director (1)(5)
Doron Inbar	62	Director (1)(3) (4) (5)
Ng Eng Ho	58	Director (1)
Eran Gorev	47	Chief Executive Officer and President (6)
Lior Shemesh	42	Chief Financial Officer
Mohammad Shakouri	49	Corporate Vice President, Innovation and Marketing
Elli Yaniv	59	President, Operations and Infrastructure Division
Gadi Bahat	48	Chief Business Officer
Tal Meirzon	46	Chief Operating Officer
Assaf Katan	41	Corporate Vice President, Strategy & Business Development
Anat Mogilevsky	37	Corporate Vice President, Human Resources

(1) "Independent Director" under rules of the SEC, NASDAQ Marketplace Rules and the Israeli Companies Law (see explanation below).

(2) "External Director" within the meaning of the Israeli Companies Law (see explanation below).

(3) Member of our audit committee.

(4) Member of our compensation committee.

(5) Member of our nominating and corporate governance committee.

(6) Mr. Gorev will leave the Company and will be replaced by Mr. Hezi Lapid, effective May 6, 2012. Mr. Lapid most recently served as Chairman and CEO of Axerra Networks, a provider of carrier network equipment. Prior to joining Axerra, he headed multiple business units as an executive of ECI Telecom Ltd. from 1995 until 2003. He also served as CEO of C. Mer Industries, a global system integrator delivering turn-key solutions for wireless networks. Mr. Lapid holds a B.Sc. in Electrical Engineering from Ben-Gurion University and a M.Sc. in Management and Information Sciences from Tel Aviv University.

Mr. Amnon Yacoby has served as a member of our board of directors since our merger with Floware in August 2001. In October 2011, he was appointed as the Chairman of the Board of Directors. Mr. Yacoby founded Floware and served as its Chief Executive Officer and as a member of its board of directors until its merger with us. Following our

merger with Floware until the end of 2001, Mr. Yacoby served as our co-Chief Executive Officer. In 2004, Mr. Yacoby founded Aternity, Inc. and serves as its Chairman and CEO. In 1987, Mr. Yacoby founded RAD Network Devices Ltd., a developer of data networking devices, and served as its president and Chief Executive Officer until 1995. From 1972 to 1986, he served in the Israel Defense Forces' Electronic Research Department in various positions, most recently as head of the department. He twice received the Israel Security Award. Mr. Yacoby holds B.Sc. and M.Sc. degrees in Electrical Engineering from the Technion – Israel Institute of Technology.

Professor Raphael Amit has served as one of our external directors since September 2003. He serves on the audit and on the compensation committees. Prior to joining our board of directors, Professor Amit served as Chairman of the board of directors of Creo Products Inc (NASDAQ: CREO until May 2005). Professor Amit has been the Robert B. Goergen Professor of Entrepreneurship and a Professor of Management at the Wharton School of the University of Pennsylvania since July 1999. Professor Amit also serves as the Academic Director of Wharton's Goergen Entrepreneurial Management Programs. Prior thereto, Professor Amit was the Peter Wall Distinguished Professor at the Faculty of Commerce and Business Administration, University of British Columbia (UBC), where he was the founding director of the W. Maurice Young Entrepreneurship and Venture Capital Research Center. From 1983 to 1990, Professor Amit served on the faculty of the J.L. Kellogg Graduate School of Management at Northwestern University, where he received the J.L. Kellogg Research Professorship and the Richard M. Paget Research Chair in Business Policy. Professor Amit holds B.A. and M.A. degrees in Economics from the Hebrew University and a Ph.D. in Management from the Northwestern University's J.L. Kellogg Graduate School of Management. Professor Amit has served as a consultant to a broad range of organizations in North America and Europe on strategic, entrepreneurial management and new venture formation issues.

Ms. Robin Hacke was appointed as one of our external directors upon our merger with Floware in August 2001. Ms. Hacke served as a member of Floware's board of directors from its initial public offering in August 2000 and was appointed as an external director of Floware in December 2000. In September 2007, Ms. Hacke became Director of Capital Formation at Living Cities, a funding collaborative of foundations and financial institutions. Since August 2003, Ms. Hacke has been the Managing Director of Pentaport Venture Advisors Inc., a company that advises investment companies, including Portview Communications Partners LP. From 1990 to 2002, Ms. Hacke served as the Chief Executive Officer of HK Catalyst Strategy and Finance Ltd., a company that Ms. Hacke founded that provided advisory services to investment companies and high-tech enterprises. From 1986 to 1990, Ms. Hacke held various management positions at Aitech Ltd., an Israeli start-up company. Prior to that, Ms. Hacke was an investment banker at Shearson Lehman Brothers in New York. Ms. Hacke holds an A.B. magna cum laude degree from Harvard-Radcliffe College and an MBA degree from Harvard Business School.

Mr. Doron Inbar has served as a member of our board of directors since September 2009. Mr. Inbar is a Venture Partner at Carmel Ventures, an Israeli-based venture capital fund. He serves as Chairman of C-nario Ltd. a digital signage company. As chairman of Enure Networks Ltd. and an active chairman at Archimedes Global Ltd., a private health provision and insurance company providing its services in the CIS countries. In addition Mr. Inbar serves as independent director on the board of Maccabi Dent Ltd., the largest chain of dental service clinics in Israel. Prior to joining Carmel Ventures in 2006, Mr. Inbar served as President and Chief Executive Officer of ECI Telecom Ltd., having served as President from November 1999 and Chief Executive Officer from February 2000. Mr. Inbar joined ECI Telecom in 1983 and during his first eleven years with ECI, he served in various positions at its wholly-owned U.S. subsidiary, ECI Telecom, Inc., including Executive Vice President and General Manager. In July 1994, Mr. Inbar returned to Israel to become Vice President, Corporate Budget, Control and Subsidiaries of ECI Telecom Ltd. In June 1996, Mr. Inbar was appointed Senior Vice President and Chief Financial Officer, and he became Executive Vice President in January 1999. Mr. Inbar holds a bachelors degree in economics and business administration from Bar-Ilan University, Israel.

Mr. Ng Eng Ho has served as a member of our board of directors since September 2009. Mr. Eng Ho is the Executive Director of Audelia Pte Ltd., an investment and management consultancy company he founded in November 2007. Prior to founding Audelia Pte Ltd. Mr. Eng Ho served as Executive Vice President (Operations) at ST Technologies Telemedia Pte Ltd., a subsidiary of Temasek Holdings, since December 2005, and as the Deputy President Director of ST Telemedia's Indonesian subsidiary, PT Indosat Tbk, from January 2003 through December 2005. Prior to that, Mr. Eng Ho was Managing Director of Keppel Telecommunications & Transportation Ltd, (Keppel T&T) from July 1998 to September 2002, after serving in various positions at Keppel T&T and its subsidiaries from September 1990 through June 1998. Prior to joining Keppel T&T, Mr. Eng Ho was a career officer

in the Singapore Armed forces from 1973 through 1990. Mr. Eng Ho received his Bachelor of Science (Telecomm System Engineering) degree (Honors) from the Royal Military College of Science, UK.

Ms. Tali Aben was appointed as a member of our board of directors in November 2011. Since 2008, she has been advising international investors on opportunities within the Israeli high-tech sector. Ms. Aben also serves as an external director of Attunity Ltd. and Vizrt Ltd. (two publicly traded companies), as well as several privately-held companies and non-profit organizations. Previously, Ms. Aben was a General Partner with Gemini Israel Funds, a venture capital firm, which she joined in 1994. At Gemini, she funded and supported many successful companies, including Verisity, Jacada, Abirnet, Business Layers, Servicesoft, nLayers and others. Her focus has been primarily on software companies, expanding in 2007 to include cleantech companies. Ms. Aben holds a B.Sc. in Mathematics and Computer Science and an MBA, both from Tel Aviv University.

Mr. Dan Yalon was appointed as a member of our board of directors in February 2012. Since 2007, Mr. Yalon has served as the Chief Strategy Officer of NICE Systems (NASDAQ: NICE). As a member of NICE's executive leadership team, Mr. Yalon was responsible for strategy formulation and execution, and for strategic alliances building growth strategies which were successfully executed organically and inorganically. Prior to joining NICE in 2007, Mr. Yalon was Head of Strategy and New Business Initiatives at Amdocs (NYSE: DOX), where he led all corporate strategy activities – defining and executing growth engines. His career also includes several years as a strategy consultant with US-based Monitor Group and with Israeli firm POC Hi-Tech. Mr. Yalon holds an LL.B. and a Bachelor degree in Management from the Hebrew University of Jerusalem and is a graduate of Harvard Business School's Advanced Management Program (AMP).

Mr. Eran Gorev was appointed as our President and Chief Executive Officer in December 2009. Prior to his appointment, he served from 2005 until 2009 as President and CEO of NICE Systems Inc., the company's operation in the Americas, and from 2008 until 2009 as NICE's Chief Business Officer, responsible for driving the company's global business. Prior to NICE Systems, Mr. Gorev worked for Amdocs from 1996 until 2004, where he was President of the North America Major Clients Division responsible for the company's business with some of North America's leading communication service providers and media companies, and Corporate Vice President and Head of Worldwide Sales, responsible for leading global sales and business development activities. Mr. Gorev holds an LLB degree from Tel-Aviv University and a joint MBA degree from the Kellogg School of Management, at Northwestern University, and the Recanati School of Business Administration, at Tel-Aviv University.

Mr. Lior Shemesh became our Chief Financial Officer in January 2011, after serving for two years as our Vice President of Finance. Prior to this, he served as Vice President of Finance at Veraz Networks, a provider of softswitch, media gateway and digital compression solutions from May 2003 to October 2008. Before joining Veraz, Mr. Shemesh worked for ECI Telecom, a networking infrastructure provider, from April 2000 to May 2003 as the company Controller, and later as Associate Vice-President of Finance of the Broadband Division. Mr. Shemesh is a Certified Public Accountant in Israel and holds a B.A. in Accounting and Economics, and an M.B.A from Bar-Ilan University.

Dr. Mohammad Shakouri was appointed as our Corporate Vice President of Innovation and Marketing in March 2008 and assumed his new role as of April 1, 2008. Dr. Shakouri joined us in February 2001 and has extensive experience in wireless communication systems and fiber optic networks. Dr. Shakouri serves as a Vice President of WiMAX Forum, a member of WiMAX Forum board of directors, advisory board for the Wireless Communication Alliance and is an IEEE MTT-SVC 2004 chairman. Prior to joining Alvarion, Dr. Shakouri worked at Lucent Technologies where he was responsible for managing, building and developing network solutions for European and South American broadband wireless markets. Before joining Lucent, he spent fourteen years in technical and management positions with Hewlett Packard developing microwave and fiber optic communication components and systems. He co-founded the wireless systems division, where he was responsible for the engineering team developing low-cost residential digital wireless systems for U.S. and Asian markets. Dr. Shakouri earned his doctorate in electrical engineering from Stanford University on Subpicosecond GaAs Wafer Probe Systems.

Mr. Gadi Bahat joined Alvarion as President of the Customer Business Division in October, 2010, with global responsibility for regional operations and activities. Mr. Bahat came to Alvarion after successfully leading Olista (a provider of customer experience analytics solutions that enable mobile and broadband operators to increase the success of their service offerings) for two years as CEO and board member, until the company was acquired in May 2010. Prior to joining Olista in September 2008, Mr. Bahat spent over a decade with Comverse, where he held a number of executive management positions including EMEA Group President, International Group President and World Group President. He was also a member of Comverse's Executive Management team, and was responsible for a P&L of more than $500 million. Before joining Comverse in August 1995, Mr. Bahat held a number of Product Management/Marketing positions at Scitex and RAD Data Communications. Mr. Bahat holds a B.Sc. in Electrical Engineering from the Technion Israel Institute of Technology, and an MBA from Tel-Aviv University.

Tal Meirzon currently holds the position of COO for Alvarion. Prior to Alvarion, Mr. Meirzon was the CEO for Wavion Networks leading the company to a front line position in the carrier-grade Wi-Fi market. In November 2011, Mr. Meirzon played a pivotal role in facilitating Alvarion's acquisition of Wavion Networks. Prior to this, Mr. Meirzon held various executive positions at Gilat Satellite Networks for 13 years, serving as the General Manager of Gilat's Wireless Business Unit. In addition he held roles as VP Marketing and Business Development, where he managed Gilat's expansion into new markets. Mr. Meirzon holds a B.Sc in Electrical Engineering and an MBA in Technology Management and Marketing, both from the Tel Aviv University.

Elli Yaniv joined Alvarion as the Corporate VP of Operations in September 2011. Previously, Mr. Yaniv was VP of Operations for more than four years at Gilat Satelites Network. From 1994 until 2005 Mr. Yaniv was with Flextronics in a variety of global management roles including management of the global semiconductor division. Prior to Flextronics, Mr. Yaniv held a number of executive positions in several hi-tech Israeli companies, including the establishment of Intel's first fabrication plant in Israel. Mr. Yaniv holds a M.Sc. in Industry and Management Engineering from the Technion Israel Institute of Technology, and an MBA from Tel-Aviv University.

Assaf Katan joined Alvarion in October 2010 as VP Business Development and became a member of Alvarion's management team in January 2012. Prior to joining Alvarion, Mr. Katan spent two and a half years as VP Marketing and Business Development at Media Layers, a start-up in the Mobile Advertising space. He previously spent five years at Comverse in various corporate marketing and business development positions, where he initiated and led the company's entry into the mobile content domain, and a team leader at Shaldor, Israel's leading strategy consulting firm. Mr. Katan holds a B.A. in Psychology and Business Administration from the Tel Aviv University.

Anat Mogilevsky joined Alvarion as the Corporate Vice President of Human Resources in November 2011. Prior to Alvarion, Ms. Mogilevsky headed the Human Resources department for 3 years at RADVISION. From 2005 to 2009, Mr. Mogilevsky held a number of roles in Human Resources at Alvarion, including serving as the Director of Training and Organizational Development. Prior to Alvarion, Ms. Mogilevsky served in Human Resources department of the R&D and Operations Divisions at Teva Pharmaceutical Industries. Ms. Mogilevsky holds a B.A. in Sociology and M.A. in Labor Studies from Tel Aviv University.

There are no family relationships between any of our directors and executive officers.

B.COMPENSATION OF DIRECTORS AND OFFICERS –

The aggregate direct labor costs associated with all of our directors and executive officers as a group (24 persons) for the year ended December 31, 2011 (including persons who served as executive officers and directors during 2011 and did not serve in such capacity as of December 31, 2011) was approximately $3.9 million, which included, with respect to the executive officers, payments made pursuant to bonus plans and with respect to certain executive officers, payments made pursuant to their separation agreements. This amount also includes approximately $507,000 that was set aside or accrued to provide pension, retirement, social security or similar benefits. The amount does not include amounts expended by us for vehicles made available to our officers; expenses, including business travel, professional and business association dues and expenses; reimbursements to directors and officers; and other fringe benefits commonly reimbursed or paid by companies in Israel. Our directors received an aggregate of approximately $287,112 in cash compensation in 2011.

From time to time, we grant options and awards under our equity incentive plans (described below under Share Ownership) to our executive officers and directors.

Option grants to directors (including the chairman of our board of directors) who are not executive officers are made pursuant to an automatic option grant program. Non-employee directors who are elected or re-elected to our board of directors are granted upon each of their election or re-election, an option to purchase 30,000 ordinary shares for the term for which they are elected or re-elected. The options vest in equal quarterly installments over the term of election or re-election, commencing at the end of the third month following the date of election or re-election. All options to our non-employee directors pursuant to the automatic option grant program are granted at an exercise price equal to 100% of the closing price of the ordinary shares on the NASDAQ Global Select Market on the last trading day immediately preceding the date of the election or re-election.

During 2011, we granted all of our directors and executive officers as a group (24 persons) (including persons who served as directors and executive officers during 2011 and did not serve in such capacity as of December 31, 2011) options to purchase an aggregate of 480,000 of our ordinary shares at exercise prices ranging from $ 0.003 to $0.95, with expiration dates ranging from November 1, 2017 to December 21, 2021.

As of December 31, 2011, our directors and executive officers (including persons who served as executive officers and directors during 2011 and did not serve in such capacity as of December 31, 2011) held outstanding options to purchase an aggregate of 6,031,998 ordinary shares, at exercise prices ranging from $ 0.003 to $15.40 with expiration dates ranging from May 8, 2012 to December 21, 2021.

We currently pay each of our non-executive directors (other than the Chairman of our board of directors who provides executive services to Alvarion and is paid separately for those services) an annual fee of $25,000 for the services he or she provides to Alvarion, which annual fee includes payment for the board and committee meetings attended by such director during the year. In addition, each of the chairs of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee is paid an additional annual fee of $25,000.

C. BOARD PRACTICES –

Appointment of Directors and Terms of Office

Our board of directors currently consists of seven members. Under our articles of association, our board of directors is to consist of between 4 and 10 members. Our directors are elected by our shareholders at an annual general shareholders meeting. Our directors generally commence the terms of their office at the close of the annual general shareholders meeting at which they are elected and, other than our external directors, serve in office until the close of the third annual general shareholders' meeting following the meeting at which they are elected, and may be re-elected by the shareholders. Annual general shareholders meetings are required to be held at least once every calendar year, but not more than 15 months after the last preceding annual general shareholders meeting. In the intervals between the annual general meetings of the shareholders, our shareholders or our board of directors may appoint new directors to fill any vacancy created in our board of directors, except for vacancies of an external director.

The terms of office of the directors, including compensation, must be approved, under the Israeli Companies Law, by the audit committee, the board of directors and the general meeting of the shareholders.

Pursuant to a recent amendment to the Israeli Companies Law that took effect in 2011, compensation arrangements for executive officers who are not directors require the approval of the audit committee and the board of directors. The approval of the audit committee may be substituted with the approval of the compensation committee, provided that the compensation committee complies with all the requirements prescribed by the Israeli Companies Law regarding composition of the audit committee. If the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director, the approval of the audit committee is sufficient.

The term of office of Messrs. Inbar, Yalon and Eng Ho will expire at our 2012 annual general meeting of the shareholders; and the term of office of Mr. Yacoby will expire at our 2013 annual general meeting of the shareholders. The term of office of Ms. Aben will expire at our 2014 annual general meeting of the shareholders. The terms of office of our external directors, Ms. Hacke and Professor Amit, expire in August 2013 and September 2012, respectively, as described below.

Service Contracts of Directors

None of our directors has the right to receive any benefit upon termination of his or her office or any service contract he or she may have with us.

External Directors

We are subject to the provisions of the Israeli Companies Law. Under the Israeli Companies Law, companies incorporated under the laws of Israel whose shares have been offered to the public in or outside of Israel are required to appoint at least two directors who qualify as external directors under the Israeli Companies Law. At least one of the external directors is required to have "financial and accounting expertise" (unless another member of the audit committee, who is an independent director under the NASDAQ Marketplace Rules, has "financial and accounting expertise") and any other external director must have "accounting and financial expertise" or "professional expertise," as such terms are defined by regulations promulgated under the Israeli Companies Law. Our board of directors has determined that Professor Amit has "financial and accounting expertise" and Ms. Hacke has "professional expertise".

A person may not serve as an external director if at the date of the person's election or within the prior two years the person is a relative of the company's controlling shareholder, or the person or his or her relatives, partners, employers, supervisors or entities under the person's control, have or had any affiliation with us or with a controlling shareholder or relatives of a controlling shareholder, and, in the case of a company without a controlling shareholder or a shareholder holding at least 25% of the voting rights, any affiliation, at the time of election, to the chairman of the board of directors, the chief executive officer, an interested party or the company's most senior finance officer. Under the Israeli Companies Law, the term affiliation includes:

- an employment relationship;
- a business or professional relationship maintained on a regular basis;
- control; and
- service as an office holder.

In addition, a person may not serve as an external director:

- if the person or his or her relatives, partners, employers, supervisors or entities under the person's control, maintains a business or professional relationship, even if such relationship is not on a regular basis, other than a negligible business or professional relationship, or
- if the person received compensation as an outside director in excess of the amounts permitted by the Israeli Companies Law and regulations thereunder.

An "office holder" is defined as any managing director, general manager, chief executive officer, executive vice president, vice president, or any other person assuming the responsibilities of any of these positions regardless of that person's title, or any director or any manager directly subordinate to the general manager. Each person listed in the table under "Director and senior management" in Item 6.A. above is an office holder. A "relative" is defined as a spouse, sibling, parent, grandparent or descendent, or a spouse's descendant, sibling or parent or the spouse of any of the foregoing. An "interested party" is defined as a holder of 5% or more of our shares or voting rights, any person or entity that has the right to nominate or appoint at least one of our directors or our general manager, or any person who serves as one of our directors or as our general manager.

A person may not serve as an external director if that person’s position or other business creates, or may create, a conflict of interest with the person’s responsibilities as an external director or may otherwise interfere with such person’s ability to serve as a director. If at the time any external director is to be elected all members of the board of directors that are not controlling shareholders or their respective relatives are of the same gender, then the external director to be elected must be of the other gender. There is also a restriction on interlocking boards of directors: a director of a company may not be elected as an external director of another company if, at that time, a director of the other company is acting as an external director of the first company.

Under the Israeli Companies Law, each committee of a company’s board of directors is required to include at least one external director, except for the audit committee, which requires that all external directors be members of such committee, including one external director serving as the chair of the audit committee. The term of office of an external director is three years and may be extended for additional three year terms. However, Israeli companies listed on certain stock exchanges outside Israel, including the NASDAQ Global Select Market, such as our company, may appoint an external director for additional unlimited terms of three years each subject to certain conditions. Such conditions include the determination by the audit committee and board of directors that, in view of the director’s professional expertise and special contribution to the company’s board of directors and its committees, the appointment of the external director for an additional term is in the best interest of the company. An external director can be removed from office only under very limited circumstances.

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The external directors must be elected by the majority of the shareholders in a general meeting, provided that either (i) the shares voting in favor of the external director's election includes at least a majority of the shares of non-controlling shareholders or shareholders who have a personal interest in the election of the external directors (excluding a personal interest that is not related to a relationship with the controlling shareholders), or (ii) the total shares of non-controlling shareholders voted against the election does not represent more than two percent of the total voting rights in the company.

Until the lapse of two years from the termination of office, the company, a controlling shareholder and entities under the company's control may not grant the external director or any of his or her relatives, directly or indirectly, any benefit, or engage the external director or his or her relatives as an office holder of the company, of a controlling shareholders or of an entity under the company's control, and may not employ or receive services from the external director or any of his or her relatives, either directly or indirectly, including through a corporation controlled by that person. The restriction on a relative that is not the spouse or child of the external director is limited to one year from the termination of office instead of two years.

Ms. Robin Hacke and Professor Raphael Amit qualify as our external directors under the Israeli Companies Law. We have appointed the external directors to the committees of our board of directors as required by the Israeli Companies Law.

Independent Directors

NASDAQ Listing Rules require that the board of directors of a NASDAQ-listed company have a majority of independent directors, each of whom satisfies the "independence" requirements of NASDAQ, and its audit committee must have at least three members and be comprised only of independent directors, each of whom satisfies the respective "independence" requirements of NASDAQ and the SEC. Our board of directors has determined that each of Professor Amit, Ms. Hacke, Ms. Aben, Mr. Yalon, Mr. Yacoby, Mr. Inbar, and Mr. Ng Ho qualifies as an independent director under the requirements of NASDAQ, and that each of Professor Amit, Ms. Hacke, and Mr. Inbar (who serve on our audit committee) qualifies as an independent director under the requirements of the SEC and NASDAQ.

Under the Israeli Companies Law, an Israeli company, whose shares are publicly traded, may elect to adopt a provision in its articles of association pursuant to which a majority of its board of directors (or a third of its board of directors in the case the company has a controlling shareholder) will constitute individuals complying with certain independence criteria prescribed by the Israeli Companies Law, as well as certain other recommended corporate governance provisions. We have not included such provisions in our articles of association since our board of directors complies with the independence requirements and the corporate governance rules of NASDAQ and the Securities and Exchange Commission regulations. However, as described above, a majority of our board of directors and all the members of our audit committee consist of directors that comply with the independence criteria prescribed by the Israeli Companies Law.

Committees of the Board of Directors

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee.

Audit Committee

Pursuant to the Israeli Companies Law and the NASDAQ Listing Rules, the board of directors of a public company must appoint an audit committee. The responsibilities of the audit committee include monitoring the management of the Company's business and suggesting appropriate courses of action, as well as classifying and approving related party transactions and extraordinary transactions, reviewing the internal auditors audit plan, establishing and monitoring whistleblower procedures, reviewing and recommending on board members compensation and other matters as required by Israeli law and NASDAQ rules. The audit committee must be comprised of at least three directors, including all the external directors (including one external director serving as the chair of the audit committee). Our audit committee assists the board of directors in fulfilling its responsibilities to ensure the integrity of our financial reports, serves as an independent and objective monitor of our financial reporting process and internal controls systems, including the activities of our independent auditor and internal audit function, and provides an open avenue of communication between the board of directors and the independent auditors, internal auditor and financial and executive management.

The audit committee may not include the chairman of the board, or any director employed by us, by a controlling shareholder or by any entity controlled by a controlling shareholder, or any director providing services to us, to a controlling shareholder or to any entity controlled by a controlling shareholder on a regular basis, or any director whose income is primarily dependent on a controlling shareholder, and may not include a controlling shareholder or any relatives of a controlling shareholder. Individuals who are not permitted to be audit committee members may not participate in the committee's meetings other than to present a particular issue. However, an employee who is not a controlling shareholder or relative may participate in the committee's discussions but not in any vote, and the company's legal counsel and corporate secretary may participate in the committee's discussions and votes if requested by the committee.

The members of our audit committee are Professor Amit, Ms. Hacke and Mr. Inbar each of whom is an independent director under the requirements of the SEC, NASDAQ and the Israeli Companies Law. Professor Amit qualifies as an "audit committee financial expert" for purposes of the rules of the SEC. As stated above, Ms. Hacke and Professor Amit qualify as external directors under the Israeli Companies Law.

Compensation Committee

The compensation committee of our board of directors consists of Mr. Yacoby, Professor Amit and Mr. Inbar. Our board of directors has adopted a compensation committee charter setting forth the responsibilities of the committee, which include:

- reviewing and recommending to the board of directors for its determination all compensation arrangements of our chief executive officer and chief financial officer;
- reviewing and determining all compensation arrangements of our other executive officers, including our corporate vice presidents and division presidents; and
- overseeing our equity incentive plans and cash incentives and deferred compensation plans.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee of our board of directors consists of Ms. Hacke, Mr. Yacoby, Mr. Inbar and Ms. Aben. Our board of directors has adopted a nominating and corporate governance committee charter setting forth the responsibilities of the committee, which include:

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seeking and recommending to the board of directors the nomination of qualified candidates for election to the board of directors;

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- recommending to the board of directors the directors that shall serve on each committee of the board of directors;
- leading and monitoring a process to assess the effectiveness of the board of directors;
- developing and recommending to the board of directors a set of corporate governance guidelines, periodically reviewing such guidelines and recommending changes; and
- overseeing the evaluation of the board of directors.

Internal Auditor

The Israeli Companies Law also requires the board of directors of a public company to appoint an internal auditor recommended by the audit committee. The role of the internal auditor is to examine, among other things, whether the company's acts comply with applicable law and orderly business procedure. The internal auditor may be an employee of the company but may not be an interested party or office holder, a relative of an interested party or office holder, or a member of the company's independent accounting firm or its representatives. Our current internal auditor, Mr. Eyal Weitzman, has served in this position since February 2006.

Fiduciary Duties and Approval of Related Party Transactions

Fiduciary Duties. The Israeli Companies Law codifies the fiduciary duties that office holders, which under the Israeli Companies Law include directors and executive officers, owe to a company. An office holder's fiduciary duties consist of a duty of care and a duty of loyalty.

The duty of care requires an office holder to act with the level of care that a reasonable office holder in the same position would apply under the same circumstances. This includes the duty to use reasonable means to obtain information regarding the advisability of a given action submitted for his approval or performed by him by virtue of his position, and all other relevant information material to these actions.

The duty of loyalty requires an office holder to act in good faith and for the company's benefit, including to avoid any conflict of interest between the office holder's position in the company and any other position held by him or his personal affairs, and prohibits any competition with the company, or the exploitation of any business opportunity of the company in order to receive personal advantage for himself or others. This duty also requires disclosing to the company any information or documents relating to the company's affairs that the office holder has received as a result of his position as an office holder. A company may approve any of the acts mentioned above provided that all the following conditions apply: the office holder acted in good faith and neither the act nor the approval of the act prejudices the good of the company and the office holder disclosed the essence of his personal interest in the act, including any substantial fact or document, a reasonable time before the date for discussion of the approval. A director is required to exercise independent discretion in fulfilling his or her duties and may not be party to a voting agreement with respect to his or her vote as a director. A violation of these requirements is deemed a breach of the director's duty of loyalty.

Disclosure of Personal Interest. The Israeli Companies Law requires that an office holder promptly disclose to the company any personal interest that he or she may have and all related material information known to him or her, in connection with any existing or proposed transaction by the company. "Personal interest", as defined by the Israeli Companies Law, includes a personal interest of any person in an act or transaction of the company, including a personal interest of a person's relative or of a corporation in which that person or a relative of that person is a 5% or greater shareholder, a holder of 5% or more of the voting rights, a director or general manager, or in which he or she has the right to appoint at least one director or the general manager, and includes shares for which the person has the right to vote pursuant to a power-of-attorney. "Personal interest" does not apply to a personal interest stemming merely from holding shares in the company.

The office holder must make the disclosure of his or her personal interest no later than the first meeting of the company's board of directors that discusses the particular transaction. This duty does not apply to the personal interest of a relative of the office holder in a transaction unless it is an "extraordinary transaction". The Israeli Companies Law defines an "extraordinary transaction" as a transaction that is not in the ordinary course of business, not on market terms or is likely to have a material impact on the company's profit, assets or liabilities.

Approval of Compensation of Office Holders. Under the recent amendment to the Israeli Companies Law that took effect in 2011, compensation arrangements for officers who are not directors require the approval of the audit committee and the board of directors. The approval of the audit committee may be substituted with the approval of the compensation committee, provided that the compensation committee complies with all the requirements prescribed by the Israeli Companies Law regarding composition of the audit committee. If the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director, the approval of the audit committee is sufficient. Arrangements regarding the compensation of directors require the approval of the audit committee, the board and the shareholders, in that order.

Approval of Other Transactions with Office Holders. The Israeli Companies Law provides that a transaction with an office holder or a transaction in which an office holder has a personal interest requires board approval, unless the transaction is an extraordinary transaction or the articles of association provide otherwise. Our articles of association do not provide otherwise. The transaction may not be approved if it is adverse to our interest. If the transaction is an extraordinary transaction, or if it concerns exculpation, indemnification, insurance or compensation of an office holder, then the approvals of our audit committee and board of directors are required, except if the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director, in which case the approval of the audit committee is sufficient. Exculpation, indemnification, insurance or compensation of a director also requires shareholder approval.

Any person who has a personal interest in a matter that is considered at a meeting of the board of directors or the audit committee generally may not be present at such meeting or vote on such matter unless a majority of the board of directors or the audit committee has a personal interest in the matter, or if such person is invited by the chairman of the board of directors or audit committee, as applicable, to present the matter being considered. If a majority of the board of directors or the audit committee has a personal interest in the transaction, shareholder approval is also required.

Controlling Shareholder – Disclosure and Approval

The Israeli Companies Law imposes on a controlling shareholder of a public company the same disclosure requirements described above as it imposes on an office holder. For this purpose, a "controlling shareholder" is any shareholder who has the ability to direct the activities of a company, including any shareholder that holds 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights in the company. Two or more shareholders with a personal interest in the approval of the same transaction are deemed to be one shareholder.

Approval of the audit committee, the board of directors and our shareholders, in that order, is required for:

- extraordinary transactions, including a private placement, with a controlling shareholder or in which a controlling shareholder has a personal interest; and

- the terms of compensation or employment or engagement of a controlling shareholder or his or her relative, as our officer holder or employee or as a service provider to the company, including through a company controlled by a controlling shareholder.

Shareholder's approval must include the majority of shares voted at the meeting. In addition to the majority vote, the shareholder approval must satisfy either of two additional tests:

- the majority includes at least a majority of the shares voted by shareholders who have no personal interest in the transaction; or

- the total number of shares, other than shares held by the disinterested shareholders, that voted against the approval of the transaction does not exceed 2% of the aggregate voting rights of our company.

Generally, the approval of such a transaction may not be for more than three years. However, an extraordinary transaction, including a private placement with a controlling shareholder or in which a controlling shareholder has a personal interest that does not concern the terms of compensation or employment or engagement of a controlling shareholder or his or her relative, as an officer holder or employee of our company or as a service provider to the company, the transaction may be approved for a longer period if the audit committee determines that the approval of the transaction for a period of longer than three years is reasonable under the circumstances.

Duties of Shareholders

Under the Israeli Companies Law, a shareholder has a duty to act in good faith and in a customary manner towards the company and other shareholders, and to refrain from abusing his or her power in the company, including when voting in a shareholders meeting or in a class meeting on matters such as the following:

- An amendment to the company's articles of association;
- An increase in the company's authorized share capital;
- A merger; or
- Approval of related party transactions that require shareholder approval.

In addition, any controlling shareholder, any shareholder who knows that he or she possesses the power to determine the outcome of a shareholders meeting or a shareholders class meeting and any shareholder who has the power to prevent the appointment of an office holder, is under a duty to act with fairness towards the company. The Israeli Companies Law does not define the substance of this duty of fairness, except to state that the remedies generally available upon a breach of contract will also apply in the event of a breach of the duty to act with fairness, taking into account the position in the company of those who breached the duty of fairness.

Exculpation, Insurance and Indemnification of Directors and Officers

Indemnification of Office Holder

Our articles of association provide that, to the extent permitted by the Israeli Companies Law, we may indemnify our office holders for the following liabilities or expenses incurred by an office holder as a result of an act done by him or her in his or her capacity as an office holder:

- a financial liability imposed on him or her in favor of another person by a court judgment, including a settlement, judgment or an arbitrator's award approved by a court;

- reasonable costs of litigation, including attorney's fees, expended as a result of an investigation or proceeding instituted against the office holder by a competent authority, provided that such investigation or proceeding was concluded without the filing of an indictment against the office holder or the imposition of any financial liability in lieu of criminal proceedings, or was concluded without the filing of an indictment against the office holder and a financial liability was imposed on the office holder in lieu of criminal proceedings with respect to a criminal offense in which proof of criminal intent is not required or in connection with a financial sanction; and

- reasonable litigation expenses, including attorneys' fees, expended by an office holder or charged to him or her by a court, in a proceeding filed against him or her by the company or on its behalf or by another person, or in a criminal charge from which he or she was acquitted, or in a criminal charge of which he or she was convicted of a crime which does not require a finding of criminal intent.

- a financial obligation imposed upon an Office Holder and reasonable litigation expenses, including attorney fees, expended by the Office Holder as a result of an administrative proceeding instituted against him. Without derogating from the generality of the foregoing, such obligation or expense will include a payment which the Office Holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Securities Law, and expenses that the Office Holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, including reasonable legal expenses, which term includes attorney fees.

The Israeli Companies Law and our articles of association provide that, subject to certain limitations, we may undertake to indemnify an office holder of the company retrospectively, and may also undertake in advance to indemnify an office holder of the company, provided the undertaking is limited to events which the board of directors believes can be anticipated at the time of such undertaking, in light of the company's activities as conducted at such time and is in an amount or based on criteria that the board of directors determines is reasonable under the circumstances and, provided, further, that such undertaking lists the events which the board of directors believes can be anticipated in light of the company's activities as conducted at such time, and the amount or criteria that the board determines is reasonable under the circumstances.

Insurance of Office Holders

Our articles of association provide that, to the extent permitted by the Israeli Companies Law, we may obtain insurance to cover any liabilities imposed on an office holder as a result of an act done by him or her in his or her capacity as an office holder, in any of the following:

- a breach of his or her duty of care to us or to another person;
- a breach of his or her duty of loyalty to us, provided that he or she acted in good faith and had reasonable grounds to assume that his or her act would not prejudice us; and
- any financial liability imposed upon him or her in favor of another person.
- a payment which the Office Holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Securities Law and expenses that the Office Holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, including reasonable legal expenses, which term includes attorney fees.

Exculpation of Office Holders

In addition, our articles of association provide that, to the extent permitted by the Israeli Companies Law, we may exculpate an office holder in advance from liability, in whole or in part, for damages resulting from a breach of his or her duty of care to us.

Limitations on Exculpation, Indemnification and Insurance

These provisions are specifically limited in their scope by the Israeli Companies Law, which provides that a company may indemnify or insure an office holder against a breach of duty of loyalty only to the extent that the office holder acted in good faith and had reasonable grounds to assume that the action would not prejudice the company. In addition, a company may not indemnify, insure or exculpate an office holder against a breach of duty of care if committed intentionally or recklessly (excluding mere negligence), or committed with the intent to derive an unlawful personal gain, or for a fine or forfeit levied against the office holder in connection with a criminal offense.

We have obtained directors' and officers' liability insurance for the benefit of our office holders to the full extent permitted by the Israeli Companies Law.

We entered into indemnification agreements with each of our directors and office holders in the form approved by our audit committee, board of directors and shareholders. The indemnification agreements provide that we will indemnify an office holder for any expenses incurred by the office holder in connection with any claims (as these terms are defined in the agreement) that fall within one or more categories of indemnifiable events listed in the agreement, related to any act or omission of the office holder and director while serving as our office holder (or serving or having served, at our request, as an employee, consultant, office holder or agent of any of our subsidiaries, or any other corporation or partnership). In addition, under these agreements, we exempt and release our office holders from any and all liability to us related to any breach by them of their duty of care to us, to the maximum extent permitted by law.

D.EMPLOYEES –

As of December 31, 2011, we had 542 employees, of whom 225 were engaged in research and development, 46 in operations, 212 in sales and marketing, and 59 in administration and management.

Of our full-time employees, as of December 31, 2011, 361 were located in Israel, 23 in the United States and 158 at our other branch offices, which offices are listed in "Item 4—Information on the Company—Organizational Structure."

As of December 31, 2010, we had 715 employees, of whom 286 were engaged in research and development, 84 in operations, 280 in sales and marketing, and 65 in administration and management. Of our full-time employees, as of December 31, 2010, 429 were located in Israel, 43 in the United States and 243 at our other branch offices, which offices are listed in "Item 4—Information on the Company—Organizational Structure."

As of December 31, 2009, we had 877 employees, of whom 394 were engaged in research and development, 110 in operations, 306 in sales and marketing, and 68 in administration and management. Of our full-time employees, as of December 31, 2009, 566 were located in Israel, 42 in the United States and 269 at our other branch offices.

We consider our relations with our employees to be good and have never experienced any strikes or work stoppages. Substantially all of our employees have employment agreements, and none are represented by a labor union.

We are subject to labor laws and regulations in Israel and in other countries where our employees are located. Although our Israeli employees are not parties to any collective bargaining agreement, we are subject to certain provisions of collective bargaining agreements among the Government of Israel, the General Federation of Labor in Israel and the Coordinating Bureau of Economic Organizations, including the Industrialists' Association, that are applicable to our Israeli employees by virtue of expansion orders of the Israeli Ministry of Industry, Trade and Labor. Israeli labor laws are applicable to all of our employees in Israel. Those provisions and laws principally concern the length of the work day, minimum daily wages for workers, procedures for dismissing employees, determination of severance pay and other conditions of employment.

We contribute funds on behalf of our employees to an individual insurance policy known as Managers' Insurance. This policy provides a combination of savings plan, insurance and severance pay benefits to the insured employee. It provides for payments to the employee upon retirement or death and secures a substantial portion of the severance pay, if any, to which the employee is legally entitled upon termination of employment. Each participating employee contributes an amount equal to 5% of such employee's base salary, and we contribute between 13.83% and 15.83% of the employee's base salary. Employees are also entitled, instead of or combined with the Manager's Insurance above, to a pension fund to which the employee contributes an amount ranging from 5% to 5.5% of such employee's base salary, and we contribute an amount equal to 14.83% of the employee's base salary. We also provide our employees with an Education Fund, to which each participating employee contributes an amount equal to 2.5% of the employee's base salary, and we contribute an amount of up to 7.5% of the employee's base salary. Both of the above contributions are limited to maximum amounts promulgated under the Israeli tax regulations which are tax exempt. We also provide our employees with additional health insurance coverage for instances of severe illnesses. Outside of Israel, we offer alternative local plans of pension, health insurance, and social security as provided under the applicable laws in such jurisdictions.

As an Israeli employer, Israeli law requires us to provide salary increases as partial compensation for increases in the Israeli consumer price index or as set by local law. Employees and employers also are required to pay predetermined sums, which include a contribution to provide a range of social security benefits.

Management Employment Agreements

We maintain written employment agreements with substantially all of our key employees. These agreements provide, among other matters, for monthly salaries, our contributions to Managers' Insurance or Pension Fund and an Education Fund, and severance benefits. All of our agreements with our key employees are subject to termination by either party upon the delivery of notice of termination as provided therein.

E.SHARE OWNERSHIP –

The following table sets forth certain information as of March 31, 2012 for (i) each of our executive officers and directors that beneficially owns more than 1% of our outstanding ordinary shares and (ii) our executive officers and directors as a group. The information in the table below is based on 62,403,424 ordinary shares outstanding as of March 31, 2012. Each of our outstanding ordinary shares has identical rights in all respects.

Name	Number of Ordinary Shares (1)	Percentage of Outstanding Ordinary Shares
Amnon Yacoby (2)	809,579	1.30 %
All directors and members of senior management as a group (15 persons)(3)	4,016,709	6.11 %

(1) The number of ordinary shares beneficially owned includes the shares issuable pursuant to options that are exercisable within 60 days of March 31, 2012. Shares issuable pursuant to such options are deemed outstanding for computing the percentage of the person holding such options but are not outstanding for computing the holding percentage of any other person.

(2) Includes options to purchase 85,000 of our ordinary shares which are exercisable within 60 days of March 31, 2012. The options have a weighted exercise price of $6.14 with expiration dates ranging from May 8, 2012 until December 21, 2021.

(3) Includes options to purchase 3,291,130 of our ordinary shares which are exercisable within 60 days of March 31, 2012.

Except as set forth in the table above, none of our other directors or members of senior management listed above under "—Directors and Senior Management" held more than 1% of our outstanding shares as of March 31, 2012.

As of March 31, 2012, our directors and members of senior management who are currently engaged with the Company as listed above under "—Directors and Senior Management", as a group, held options to purchase 4,536,877 of our ordinary shares at a weighted average exercise price of $4.70 with expiration dates ranging from May 08, 2012 until December 21, 2021. The voting rights of our directors and members of senior management do not differ from the voting rights of other holders of our ordinary shares.

Equity Incentive Plans –

As of December 31, 2011, a total of 34,886,495 ordinary shares have been reserved for issuance upon exercise of options granted to our employees, officers, directors and consultants pursuant to our share option plans. These ordinary shares have been reserved pursuant to our 2006 Global Share Based Incentive Plan (the “2006 Plan”), 2002 Global Share Option Plan (the “2002 Plan”), Key Employee Share Incentive Plan (1994), as amended, Key Employee Share Incentive Plan (1996), Key Employee Share Incentive Plan (1997), 1999 U.S. Stock Option Plan, interWAVE’s 1994 Stock Option Plan, interWAVE’s 1999 Stock Option Plan and Floware’s Key Employee Share Incentive Plan (1996).

Options granted under the share option plans usually vest over a period of four years.

As of December 31, 2011, options to purchase 9,313,328 of our ordinary shares were outstanding under the share option plans, including options issued pursuant to the terms of the Floware merger and interWAVE amalgamation, at a weighted average exercise price of $4.83 per share. Unless a shorter period is specified in the notice of grant or unless the applicable share option plan has an earlier termination date, each of the outstanding options to purchase 9,313,328 of our ordinary shares expire between six and ten years from the date of grant. As of December 31, 2011, options to purchase 9,212,839 of our ordinary shares were available for issuance under the share option plans.

Pursuant to our 2006 Plan we may grant restricted share units, restricted shares, options and other equity awards to employees, directors, consultants, advisers and service providers of our Company and its subsidiaries. Initially, 1,500,000 ordinary shares were reserved for issuance upon the exercise of awards granted under the 2006 Plan. The number of ordinary shares available for issuance under the 2006 Plan is reset annually on April 1 of each year to equal 4% of our total outstanding shares as of the applicable reset date. As of December 31, 2011, options to purchase 5,968,196 of our ordinary shares were outstanding under the 2006 Plan.

The share option plans are administered by the board of directors which designates the optionees, dates of grant, vesting period and the exercise price of options. Each grantee is responsible for all personal tax consequences of the grant and the exercise of the options. Unless otherwise approved by our board of directors, employees usually may exercise vested options granted under the share option plans for a period of three months following the date of termination of their employment with us or any of our subsidiaries and options that have not vested on the date of termination expire. Under Israeli law, the issuance of options must be approved by our board of directors and the issuance of options to directors must be approved by the shareholders.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A.MAJOR SHAREHOLDERS -

As of March 31, 2012, we were not aware of any person who beneficially owned 5% or more of our outstanding ordinary shares. Each of our outstanding ordinary shares has identical rights in all respects.

Based on a review of the information provided to us by our transfer agent, as March 31, 2012, there were 58 holders of record of our ordinary shares, including 43 holders of record with a U.S. mailing address, including banks, brokers and nominees. As of March 31, 2012, these 43 holders of record with a U.S. mailing address held approximately 65,119,715 ordinary shares, representing approximately 96% of the aggregate 67,650,196 ordinary shares outstanding as of such date (excluding our treasury stock). Because these holders of record include banks, brokers and nominees (including one U.S. nominee company, CEDE & Co., which held approximately 96% of our outstanding ordinary shares as of such date), the beneficial owners of these ordinary shares may include persons who reside outside the United States.

To the best of our knowledge, we are not directly or indirectly owned or controlled by another corporation, by any foreign government or by any other natural or legal person or persons severally or jointly and currently there are no arrangements that may, at a subsequent date, result in a change in our control.

B.RELATED PARTY TRANSACTIONS

None.

C.INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION FINANCE

A.CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

The Financial Statements required by this item can be found at the end of this Annual Report, beginning on page F-1.

Legal Proceedings –

Initial Public Offering Securities Litigation.

On November 21, 2001, a purported Class Action lawsuit ("the Action") was filed against interWAVE (which merged into the Company in 2003), certain of its former officers and directors, and certain of the underwriters for interWAVE's initial public offering ("the IPO"). On April 19, 2002, the plaintiffs filed an amended complaint. The amended complaint alleged that the prospectus from interWAVE's IPO failed to disclose certain alleged improper actions by various underwriters for the offering, in violation of the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended ("the Exchange Act"). Similar complaints have been filed concerning more than 300 other IPOs; all of these cases have been coordinated as In re Initial Public Offering Securities Litigation, 21 MC 92. On October 8, 2002, the Court entered an Order of Dismissal as to all of the individual defendants in the IPO litigation, without prejudice. In 2007, a settlement that had been pending with the Court since 2004,was terminated by stipulation. After a ruling by the Second Circuit Court of Appeals in six "focus" cases in the coordinated proceedings (interWAVE is not one of the six test cases) made it unlikely that the settlement would receive final Court approval plaintiffs filed amended master allegations and amended complaints in the six test cases. In 2008, the Court denied the defendants' motion to dismiss the amended complaints.

This action has been resolved through a global settlement of the coordinated litigation. Under the settlement, the insurers pay the full amount of the settlement share allocated to the Company, and the Company bears no financial liability. InterWAVE, as well as the officer and director defendants who were previously dismissed from the Action pursuant to tolling agreements, have received complete dismissals from the case. On October 5, 2009, the Court entered an order granting final approval of the settlement. Although certain objectors filed appeals, by early 2012 all of those appeals had been withdrawn or dismissed and the settlement is now final.

Export Sales

Export sales constitute a significant portion of our sales. In 2011, export sales were approximately $189 million, constituting approximately 99.5% of our total sales. For a more detailed discussion regarding the allocation of our revenues by geographic regions based on the location of our customers, see “Item 5—Operating and Financial Review and Prospects—Operating Results.”

Dividend Policy

We have never declared or paid any cash dividend on our ordinary shares. We do not anticipate paying any cash dividend on our ordinary shares in the foreseeable future. We currently intend to retain all future earnings to finance operations and expand our business.

B.SIGNIFICANT CHANGES

Except as otherwise disclosed in this Annual Report, no significant change has occurred since December 31, 2011.

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ITEM 9.THE OFFER AND LISTING

A.OFFER AND LISTING DETAILS

The following table sets forth the high and low sales prices for our ordinary shares as reported by the NASDAQ Global Select Market, in U.S. dollars, and as reported by the Tel Aviv Stock Exchange, in NIS, for each of the last five years:

	NASDAQ Global Select Market		Tel Aviv Stock Exchange	
Year	High	Low	High	Low
2007	$15.21	$ 6.03	NIS 59.76	NIS 26.54
2008	$9.69	$ 2.54	NIS 37.50	NIS 10.05
2009	$4.80	$2.36	NIS 19.00	NIS 10.23
2010	$4.28	$1.79	NIS 15.59	NIS 6.78
2011	$2.62	$0.83	NIS 9.24	NIS 3.10

The following table sets forth, for each of the full financial quarters in the years indicated, the high and low sales price for our ordinary shares as reported by the NASDAQ Global Select Market, in U.S. dollars, and as reported by the Tel Aviv Stock Exchange, in NIS:

	NASDAQ Global Select Market		Tel Aviv Stock Exchange	
2010	High	Low	High	Low
First Quarter	$ 4.28	$3.49	NIS 15.59	NIS 13.15
Second Quarter	$4.07	$2.00	NIS 14.96	NIS 7.60
Third Quarter	$2.36	$1.79	NIS 8.81	NIS 7.00
Fourth Quarter	$2.76	$1.84	NIS 10.44	NIS 6.78
2011	High	Low	High	Low
First Quarter	$2.62	$1.71	NIS 9.24	NIS 5.94
Second Quarter	$1.89	$1.15	NIS 6.48	NIS 4.00
Third Quarter	$1.67	$1.04	NIS 5.71	NIS 3.99
Fourth Quarter	$1.22	$0.83	NIS 4.27	NIS 3.10
2012	High	Low	High	Low
First Quarter	$1.27	$0.91	NIS 4.58	NIS 3.41

The following table sets forth the high and low sales price for our ordinary shares as reported by the NASDAQ Global Select Market, in U.S. dollars, and the Tel Aviv Stock Exchange, in NIS, for the most recent six months:

	NASDAQ Global Select Market		Tel Aviv Stock Exchange	
Month	High	Low	High	Low
October 2011	$1.22	$0.94	NIS 4.27	NIS 3.45
November 2011	$1.09	$0.83	NIS 3.97	NIS 3.14
December 2011	$1.03	$0.84	NIS 3.99	NIS 3.10
January 2012	$1.23	$0.94	NIS 4.55	NIS 3.45
February 2012	$1.27	$1.01	NIS 4.58	NIS 3.85
March 2012	$1.01	$0.91	NIS 3.82	NIS 3.41

As of March 31, 2012, the exchange rate of the NIS to the US$ was $1 to NIS3.715.

B.PLAN OF DISTRIBUTION

Not applicable.

C.MARKETS –

Our ordinary shares began trading on the NASDAQ Global Market on March 23, 2000 under the symbol "BRZE". Prior to that date, there was no market for our ordinary shares. On August 1, 2001, upon the completion of our merger with Floware and the change of our name to Alvarion Ltd., our symbol was changed to "ALVR". On August 1, 2001, our ordinary shares also began to trade on the Tel Aviv Stock Exchange. As of the date of this Annual Report, our ordinary shares trade on both the NASDAQ Global Select Market and the Tel Aviv Stock Exchange under the symbol "ALVR".

D.SELLING SHAREHOLDERS

Not applicable.

E.DILUTION

Not applicable.

F.EXPENSES OF THE ISSUE

Not applicable.

ITEM 10.ADDITIONAL INFORMATION -

A.SHARE CAPITAL

Not applicable.

B.MEMORANDUM AND ARTICLES OF ASSOCIATION –

We are registered under the Israel Companies Law as a public company with the name Alvarion Ltd. Our registration number with the Israeli Registrar of Companies is 51-172231-6.

The following is a summary description of certain provisions of our Memorandum of Association and Articles of Association.

Our Articles of Association permit us to engage in any lawful business. Our purpose, as set forth in Article 3 of our Articles of Association, is to operate in accordance with business considerations to generate profits (provided, however, that we may donate reasonable amounts to worthy causes, as our board of directors may determine in its discretion, even if such donations are not within the framework of business considerations).

Our Articles of Association permit us to enter into a business transaction with any of the directors of our Company or enter into a business transaction with a third party in which a director has a personal interest, subject to compliance with the Israeli Companies Law.

Our board of directors may, from time to time, in its discretion, cause us to borrow or secure the payment of any sum or sums of money for our purposes, on such terms and conditions as it deems appropriate.

Our authorized share capital consists of 120,080,000 ordinary shares, par value NIS 0.01 per share.

Shareholders are entitled to receive dividends or bonus shares, upon the recommendation of our board of directors and resolution of our shareholders. The shareholders entitled to receive dividends or bonus shares are those who are registered in the shareholders register on the date of the resolution approving the distribution or allotment, or on such later date, as may be determined in such resolution. Any right to a declared dividend by us to our shareholders terminates after seven years from our declaration of the dividend if such dividend has not been claimed by the shareholder within such time. After seven years, the unclaimed dividend will revert back to us.

Every shareholder has one vote for each share held by such shareholder of record. With certain exceptions, no shareholder is entitled to vote at any general meeting (or be counted as a part of the lawful quorum thereat), unless all calls and other sums then payable in respect of his shares have been paid.

A shareholder seeking to vote with respect to a resolution that requires that the majority of such resolution's adoption include at least a certain percentage of all those not having a personal interest (as defined in the Israeli Companies Law) in it, must notify us at least two business days prior to the date of the general meeting, whether or not he has a personal interest in the resolution, as a condition for his right to vote and be counted with respect to such resolution.

Upon our liquidation, the liquidator, with the approval of a general meeting of the shareholders, may distribute all or part of the property to our shareholders, and may deposit any part of such property with trustees in favor of the shareholders, as deemed appropriate by the liquidator.

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Rights attached to our ordinary shares may be modified or abrogated by a resolution adopted at a general meeting of the shareholders by more than 50% of the issued shares of such a class, or an “ordinary majority,” other than certain rights relating to the election of directors and liquidation that may be modified or abrogated only with the approval of more than 75% of the shareholders who are entitled to vote at the meeting.

An annual general meeting of our shareholders, or “annual meeting,” must be held once in every calendar year, within a period of not more than 15 months from the preceding annual meeting, either within or outside of Israel. All general meetings of our shareholders other than annual meetings are called “extraordinary meetings.” Our board of directors has discretion over when to convene an extraordinary meeting. However, our board of directors must convene an extraordinary meeting upon demand by: (i) the lesser of any two directors of our Company; or a quarter of the directors of our Company; or (ii) upon the demand of one or more shareholders holding alone or together at least (a) 5% of the issued share capital of our Company and 1% of the voting rights or (b) 5% of the voting rights. Our board of directors, upon demand to convene an extraordinary meeting, is required to announce the convening of the meeting within 21 days from the receipt of the demand, provided, however, that the date fixed for the extraordinary meeting may not be more than 35 days from the publication date of the announcement of the extraordinary meeting, or such other period as may be permitted by the Israeli Companies Law or the regulations thereunder.

Directors, other than external directors, are elected, and hold office from the close of the annual general shareholders’ meeting at which they are elected, unless a later date is stated, until the third annual general shareholders’ meeting following the meeting at which such directors were elected. See "Item 6 – Directors, Senior Management and Employees – Board Practices". Any director may be removed from office by way of a resolution adopted by the vote of the holders of 75% of the voting power represented at a meeting.

The shareholders who are entitled to participate and vote at a general meeting are those shareholders who are registered in our shareholders register on the date determined by our board of directors, provided that such date not be more than 40 days, nor less than 4 days prior to the date of the general meeting, except as otherwise permitted by the regulations under the Israeli Companies Law. Shareholders entitled to attend a general meeting are entitled to receive notice of such meeting at least 21 days prior to the date fixed for such meeting (or at least 35 days for those cases prescribed under the Israeli Companies Law).

The quorum required for a meeting of shareholders consists of at least two shareholders present in person or by proxy holding at least 33 1⁄3% of the voting power. A meeting adjourned for lack of a quorum will be adjourned to the same day in the next week at the same time and place, or any other time and place as the chairman of our board of directors may determine with the consent of the holders of a majority of the voting power represented at the meeting in person or by proxy. At the reconvened meeting, the required quorum consists of any two shareholders. The chairman of the board of directors presides as chairman at each of our shareholders meetings. The chairman of the meeting has neither an additional nor a casting vote.

There are no limitations imposed by our Articles of Association or the Israeli Companies Law on the right to own our shares including the rights of non-resident or foreign shareholders to hold or exercise voting rights of our shares, except with respect to subjects of countries which are in a state of war with Israel.

Certain provisions of Israeli corporate and tax law may have the effect of delaying, preventing or making more difficult a merger or other acquisition of our Company, as detailed in “Item 3—Key Information—Risk Factors—Risks Related to Our Location in Israel". Provisions of Israeli law may delay, prevent or make difficult a merger with or an acquisition of us, which could prevent a change of control and therefore depress the market price of our ordinary shares.

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For example, the Israeli Companies Law provides that certain ownership thresholds in public companies may be crossed only by means of a tender offer made to all shareholders. A purchaser must conduct a special tender offer in order to purchase shares in publicly held companies if, as a result of the purchase, the purchaser would hold 25% or more of the voting rights of a company in which no other shareholder holds 25% or more of the voting rights, or the purchaser would hold more than 45% of the voting rights of a company in which no other shareholder holds more than 45% of the voting rights. A special tender offer is not required if: (i) the shares are acquired in a private placement that is approved by the shareholders with the knowledge that as a result the purchaser would hold more than 25% or 45% of the voting rights, as applicable, (ii) the purchaser reaches the 25% threshold by purchasing shares from a shareholder who held 25% or more of the voting rights immediately prior to the transaction, or (iii) the purchaser crosses the 45% threshold by purchasing shares from a shareholder who held more than 45% of the voting rights immediately prior to the transaction.

Under the Israeli Companies Law, a person may not purchase shares of a public company if, following the purchase, the purchaser would hold more than 90% of the company's shares or of any class of shares, unless the purchaser makes a tender offer to purchase all of the target company's shares or all the shares of the particular class, as applicable. If, as a result of the tender offer, either:

- the purchaser acquires more than 95% of the company's shares or a particular class of shares and a majority of the shareholders that did not have a personal interest accepted the offer; or

- the purchaser acquires more than 98% of the company's shares or a particular class of shares;

then, the purchaser automatically acquires ownership of the remaining shares. However, if the purchaser is unable to purchase more than 95% or more than 98%, as applicable, of the company's shares or class of shares, the purchaser may not own more than 90% of the shares or class of shares of the target company.

In addition, the Israeli Companies Law requires the parties to a proposed merger to file a merger proposal with the Israeli Registrar of Companies, specifying certain terms of the transaction. Each merging company's board of directors and shareholders must approve the merger. Shares in one of the merging companies held by the other merging company or certain of its affiliates are disenfranchised for purposes of voting on the merger. A merging company must inform its creditors of the proposed merger. Any creditor of a party to the merger may seek a court order blocking the merger, if there is a reasonable concern that the surviving company will not be able to satisfy all of the obligations of the parties to the merger. Moreover, a merger may not be completed until at least 50 days have passed from the time that the merger proposal was filed with the Israeli Registrar of Companies and at least 30 days have passed from the approval of the shareholders of each of the merging companies.

Our transfer agent and registrar is American Stock Transfer & Trust Company at 59 Maiden Lane, New York, New York 10038.

For additional information, see “Item 6—Directors, Senior Management and Employees—Board Practices.”

C.MATERIAL CONTRACTS

1. Loan and Security Agreement with Silicon Valley Bank

On June 21, 2011, the Company entered into the Long Term Loan with SVB, whereby SVB provided a $30 million loan for the financing of the Wavion acquisition. As part of the transaction, the Company pledged all of its assets under a floating charge, and created a fixed charge on its IP rights and receivables. The Long Term Loan contains various provisions related to compliance with financial covenants, restrictive covenants, including negative pledges,

and other customary commitments, contained in credit facility agreements of this type. The Long Term Loan amount consists of Facility A $25 million and Facility B $5 million.

Facility A will be repaid in thirty six (36) equal monthly installments each commencing on March 1st, 2012. The interest rate applicable to Facility A is LIBOR plus 4.75%, payable monthly starting December 1, 2011.

Facility B will be repaid in one (1) installment after thirty six (36) months following drawdown of the Long Term Loan. The interest rate applicable to Facility B is LIBOR plus 4.50%, payable monthly starting December 1, 2011.

As of April 1st, 2012 the Company was in breach of certain financial covenants set forth in the Long Term Loan but on April 25, 2012, it reached a general agreement with SVB for the grant of a temporary forbearance of the breached covenants and a modification of the terms of the Long Term Loan, which terms include (i) an increase of the interest rate applicable to Facility A and Facility B to LIBOR plus 5.85% and (ii) the repayment of approximately $7,000,000 of principal on the Long Term Loan in addition to its normal loan payments by July 2012.

Following the early repayment described above, the current outstanding balance under the Long Term Loan will be approximately US$ 20 million.

2. Acquisition of Wavion Inc.

In November 2011, the Company completed its purchase of 100% of the outstanding common shares of Wavion, Inc., for the sum of $28.4 million in cash, including the payment of an earn-out. Wavion is a provider of carrier grade outdoor Wi-Fi solutions, offering a variety of different products for Wi-Fi access and 3rd Generation cellular technologies (“3G”) off-load applications.

D.EXCHANGE CONTROLS

Non-residents of Israel who own our ordinary shares may freely convert all amounts received in Israeli currency in respect of such ordinary shares, whether as a dividend, liquidation distribution or as proceeds from the sale of the ordinary shares, into freely-repatriable non-Israeli currencies at the rate of exchange prevailing at the time of conversion (provided in each case that the applicable Israeli income tax, if any, is paid or withheld).

Since January 1, 2003, all exchange control restrictions on transactions in foreign currency in Israel have been eliminated, although there are still reporting requirements for foreign currency transactions. Legislation remains in effect, however, pursuant to which currency controls may be imposed by administrative action at any time.

The State of Israel does not restrict in any way the ownership or voting of our ordinary shares by non-residents of Israel, except with respect to subjects of countries that are in a state of war with Israel.

E.TAXATION

General

The following is a discussion of Israeli and U.S. tax consequences material to our shareholders. To the extent that the discussion is based on new tax legislation that has not been subject to judicial or administrative interpretation, the views expressed in the discussion might not be accepted by the tax authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice and does not exhaust all possible tax considerations.

Shareholders and potential investors are urged to consult their own tax advisors as to the Israeli or other tax consequences of the purchase, ownership and disposition of ordinary shares, including, in particular, the effect of any foreign, state or local taxes.

Israeli Taxation

The following is a summary of the principal Israeli tax laws applicable to companies in Israel, with special reference to their effect on us, and certain Israeli government programs benefiting us. This section also contains a discussion of certain Israeli tax consequences to persons acquiring ordinary shares. This summary does not discuss all the acts of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to certain types of investors subject to special treatment under Israeli law, such as traders in securities or persons that own, directly or indirectly, 10% or more of our outstanding voting share capital. To the extent that the discussion is based on new tax legislation which has not been subject to judicial or administrative interpretation, there can be no assurance that the views expressed in this discussion will be accepted by the tax authorities. This discussion should not be construed as legal or professional tax advice and is not exhaustive of all possible tax considerations.

General Corporate Tax Structure

Income derived by Alvarion Ltd. is generally subject to the regular Israeli corporate tax rate.

Until December 31, 2003, the regular tax rate applicable to income of Israeli companies (which are not entitled to benefits due to “Approved Enterprise,” as described below) was 36%. In June 2004 and in July 2005, the “Knesset” (Israeli parliament) passed amendments to the Income Tax Ordinance (No. 140 and Temporary Provision), 2004 and (No. 147), 2005, respectively, which determined, among other things, that the corporate tax rate was to be gradually reduced to the following tax rates: 2007 - 29%, 2008 - 27%, 2009 - 26%, 2010 - 25% and 2011 – 24%.

In July 2009, the Knesset passed the Law for Economic Efficiency (Amended Legislation for Implementing the Economic Plan for 2009 and 2010), 2009, which prescribes, among others, an additional gradual reduction in the rates of the Israeli corporate tax and real capital gains tax starting 2011 to the following tax rates: 2011 - 24%.

In December 5, 2011, the Knesset (Israel's Parliament) passed a law for changing the tax burden (the Law), which cancels, among others, the gradual reduction in the corporate tax rates in Israel. In addition, the corporate tax in Israel will be increased to 25% starting in 2012. Accordingly, the real capital gains tax rate will increase to 25%. There was no effect on the Company as a result of the above mentioned changes.

However, as detailed below, income derived in Israel from certain “Approved Enterprises” will enjoy certain tax benefits for a specific definitive period. The allocation of income derived from approved enterprises is dependent upon compliance of certain requirements with the Investment Law.

Our effective corporate tax rate may substantially exceed the Israeli tax rate. Our US, France, Romania, Brazil, Hong-Kong, Singapore, Japan, Mexico, Poland, Uruguay, Spain, UK, South-Africa, Italy, Argentina, Ecuador, Costa Rica, India, Chile, Indonesia, Taiwan and Philippines subsidiaries will generally each be subject to applicable federal, state, local and foreign taxation, and we may also be subject to taxation in other jurisdictions where we own assets, have employees or conduct activities. Because of the complexity of these local tax provisions, it is not possible to anticipate the actual combined effective corporate tax rate that will apply to us.

Tax Benefits under the Law for the Encouragement of Industry (Taxes), 1969 –

The Law for the Encouragement of Industry (Taxes), 1969, generally referred to as the Industry Encouragement Law, provides several tax benefits for industrial companies. An industrial company is defined as a company resident in Israel, at least 90% of the income of which in a given tax year exclusive of income from specified government loans, capital gains, interest and dividends, is derived from an industrial enterprise owned by it. An industrial enterprise is defined as an enterprise whose major activity in a given tax year is industrial production activity.

Under the Law for the Encouragement of Industry (Taxes), 1969 (the "Industry Encouragement Law"), Industrial Companies are entitled to the following preferred corporate tax benefits, among others:

- deduction of purchase of know-how and patents and/or right to use a patent over an eight-year period for tax purposes;

- accelerated depreciation rates on equipment at the first five tax years of using the equipment and buildings; and

- deduction over a three-year period of expenses involved with the issuance and listing of shares on the Tel Aviv Stock Exchange or, on or after January 1, 2003, on a recognized stock market outside of Israel.

Eligibility for benefits under the Industry Encouragement Law is not contingent upon the approval of any governmental authority.

We believe that we currently meet the criteria to qualify as an Industrial Company within the definition of the Industry Encouragement Law. No assurance can be given that we will continue to qualify as an Industrial Company, or will be entitled to receive any benefits under the Industry Encouragement Law in the future.

Tax Benefits under the Law for the Encouragement of Capital Investments, 1959 –

Tax Benefits prior to the 2005 Amendment

The Law for Encouragement of Capital Investments, 1959, as in effect prior to April 1, 2005 which is referred to below as the Capital Investments Law, provides that capital investments in a production facility or other eligible assets may, upon application to the Israeli Investment Center of the Ministry of Industry, Trade and Labor, be designated as an "Approved Enterprise". Each certificate of approval for an Approved Enterprise relates to a specific investment program in the Approved Enterprise, delineated both by the financial scope of the investment and by the physical characteristics of the facility or the asset. An Approved Enterprise is entitled to certain benefits, including Israeli government cash grants, state-guaranteed loans and tax benefits.

Taxable income derived from an Approved Enterprise under the Capital Investments Law is subject to a reduced corporate tax rate of 25%. That income is eligible for further reductions in tax rates depending on the percentage of the foreign investment in our share capital. The tax rate is 20% if the foreign investment is 49% or more but less than 74%, 15% if the foreign investment is 74% or more but less than 90%, and 10% if the foreign investment is 90% or more. The lowest level of foreign investment during the year will be used to determine the relevant tax rate for that year. These tax benefits are granted for a limited period not exceeding seven years, or 10 years for a company whose foreign investment level exceeds 25%, (the "benefits period") from the first year in which the Approved Enterprise has taxable income, after the year in which production commenced (the "commencement year") (as determined by the Israeli Investment Center of the Ministry of Industry, Trade and Labor, or the Investment Center). The period of benefits may in no event, however, exceed the lesser of 12 years from the year in which the production commenced (as determined by the Investment Center) or 14 years from the year of receipt the letters of approved of Approved Enterprise status (please note that the years limitation does not apply to the exemption period).

An Approved Enterprise may elect to forego any entitlement to the grants otherwise available under the Capital Investments Law and, in lieu of the foregoing, may participate in an “Alternative Benefits Program.” Under the Alternative Benefits Program, a company’s undistributed income derived from an Approved Enterprise will be exempt from corporate tax for a period of between two and 10 years from the commencement year, depending on the geographic location of the Approved Enterprise within Israel, and the company will be eligible for a reduced tax rate of 10%-25% for the remainder of the benefits period. There can be no assurance that the current benefit programs will continue to be available, or that we will continue to qualify for benefits under the current programs.

We believe that our capital investments qualify to receive tax benefits as an Approved Enterprise, however no assurance can be given that such investments will be approved as in fact qualifying for such tax benefits by the Israeli tax authorities. Additionally, no assurance can be given that we will, in the future, be eligible to receive additional tax benefits under this law. For a discussion of the risks our business and prospects for growth face in connection with tax benefits under Israeli law, see “Risk Factors—If we fail to comply with these conditions in the future, the tax benefits received could be canceled and we could be required to pay increased taxes in the future. We could also be required to refund tax benefits, with interest and adjustments for inflation based on the Israeli consumer price index” and “Risk Factors—We currently contemplate that a portion of our products will be manufactured outside of Israel. This could materially reduce the tax benefits to which we would otherwise be entitled. We cannot assure you that the Israeli tax authorities will not adversely modify the tax benefits that we could have enjoyed prior to these events."

We currently have Approved Enterprise programs under the Capital Investments Law, which to our belief, entitle us to certain tax benefits. The tax benefit period for these programs has not yet commenced. We have elected the Alternative Benefits Program which provides for the waiver of grants in return for tax exemption. Accordingly, our income is tax exempt for a period of two years commencing with the year we first earn taxable income relating to each expansion program, and is subject to corporate taxes at the reduced rate of 10% to 25%, for an additional period of five to eight years, depending on the percentage of the company’s ordinary shares held by foreign shareholders in each taxable year. The exact rate reduction is based on the percentage of foreign ownership in each tax year. See note 12 to our consolidated financial statements. A company that has elected to participate in the Alternative Benefits Program and that subsequently pays a dividend out of the income derived from the Approved Enterprise during the tax exemption period will be subject to corporate tax in respect of the gross amount distributed, including withholding tax thereon, at the rate that would have been applicable had the company not elected the Alternative Benefits Program, ranging from 10% to 25%. The dividend recipient is subject to withholding tax at the reduced rate of 15%, applicable to dividends from Approved Enterprises if the dividend is distributed within 12 years after the benefits period. The withholding tax rate will be 25% after such period as described below.

From time to time, the Israeli government has discussed reducing the benefits available to companies under the Capital Investments Law. The termination or substantial reduction of any of the benefits available under the Capital Investments Law could materially impact the cost of our future investments.

The benefits available to an Approved Enterprise are conditional upon the fulfillment of certain conditions stipulated in the Capital Investments Law and its regulations and the criteria set forth in the specific certificate of approval, as described above. In the event that these conditions are violated, in whole or in part, we might be required to refund the amount of tax benefits, together with linkage differences to the Israeli CPI and interest. We believe that our Approved Enterprise programs operate in compliance with all such conditions and criteria.

Amendments to the Law for the Encouragement of Capital Investments, 1959:

In December 2010, the "Knesset" (Israeli Parliament) passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011, which prescribes, among other things, amendments in the Law for the Encouragement of Capital Investments, 1959 ("the Law"). The amendment became effective as of January 1, 2011. According to the amendment, the benefit tracks in the Law were modified and a flat tax rate applies to the Company's entire preferred income. The Company will be able to elect to apply the amendment (the waiver is irrevocable) and from then on we will be subject to the amended tax rates that are: 2011 and 2012 - 15% (in development area A - 10%), 2013 and 2014 - 12.5% (in development area A - 7%) and in 2015 and thereafter - 12% (in development area A - 6%).

Foreign investor’s Company (“FIC”) –

A company that has an approved enterprise program is eligible for further tax benefits if it qualifies as a foreign investors’ company. A foreign investors company is a company which more than 25% of its share capital and combined share and loan capital is owned by non-Israeli residents. A company that qualifies as a foreign investors’ company and has an approved enterprise program is eligible for tax benefits for a ten-year benefit period. As specified above, depending on the geographic location of the approved enterprise within Israel, income derived from the approved enterprise program may be entitled to the following:

- Exemption from tax on its undistributed income up to ten years.
- An additional period of reduced corporate tax liability at rates ranging between 10% and 25%, depending on the level of foreign (i.e., non-Israeli) ownership of our shares. Those tax rates and the related levels of foreign investment are as set forth in the following table:

Rate of Reduced Tax	Reduced Tax Period	Tax Exemption Period	Percent of Foreign Ownership
25	5 years	2 years	0-25%
25	8 years	2 years	25-48.99%
20	8 years	2 years	49-73.99%
15	8 years	2 years	74-89.99%
10	8 years	2 years	90-100%

- The twelve years limitation period for reduced tax rate of 15% on dividend from the approved enterprise does not apply to Foreign Investor's Company.

Tax Benefits under the 2005 Amendment

On April 1, 2005, an amendment to the Investment Law went into effect (the "2005 Amendment"). As a result of the 2005 Amendment, a company is no longer obliged to acquire Approved Enterprise status in order to receive the tax benefits previously available under the Alternative Benefits provisions, and therefore generally there is no need to apply to the Investment Center for this purpose (Approved Enterprise status remains mandatory for companies seeking grants). Rather, the Company may claim the tax benefits offered by the Investments Law directly in its tax returns, provided that its facilities meet the criteria for tax benefits set out by the Amendment. A company is also granted a right to approach the Israeli Tax Authority for a pre-ruling regarding their eligibility for benefits under the Amendment. Among other things, the 2005 Amendment provides tax benefits to both local and foreign investors and simplifies the approval process. The period of tax benefits for a new Privileged Enterprise begins in the "Year of Commencement." This year is the later of (i) the year in which taxable income is first generated by a company, or (ii) a year selected by the company for commencement, on the condition that the company meets certain provisions provided by the Investment Law (Year of Election). The 2005 Amendment does not apply to investment programs approved prior to December 31, 2004. The new tax regime applies to new investment programs only. Therefore, our existing Approved Enterprises will not be subject to the provisions of the 2005 Amendment.

The Company's Tax Benefits Prior the Amendment –According to the provision of the law, we have elected the "alternative benefits" track provisions of the Investment Law, pursuant to which we have waived our right to grants and instead receive a tax benefit on undistributed income derived from the "Approved Enterprise" program. The tax benefits under the Investment Law may not be available with respect to income derived from products developed and manufactured outside of Israel or developed or manufactured in Israel but outside of the Approved Enterprises mentioned above and may be affected by the current location of our facilities in Israel. The relative portion of taxable income that should be allocated to each Approved Enterprise and expansion is subject to the fulfillment of covenants with the tax authorities.

Several of our facilities have been granted Approved Enterprise status:

(i) Nazareth Facilities: On December 31, 1997, our production facilities in Nazareth were granted Approved Enterprise status. Subject to compliance with applicable requirements, the income derived from the Nazareth Approved Enterprise is tax exempt for a period of 10 years from the commencement year.

(ii) Status Expansion of Nazareth and Migdal Ha-emek: In 2000, we received approval of our application for an expansion of our Approved Enterprise status with respect to our Nazareth facility. This expansion included, among other things, our Carmiel facility, which during 2004 was relocated to Migdal Ha-emek. The income derived from this Approved Enterprise is tax-exempt for a period of 10 years from the commencement year. The relative portion of taxable income that should be exempt for a 10-year period is subject to final covenants with the tax authorities.

(iii) Or Yehuda / Tel Aviv Facilities: In 1997, Floware submitted a request for Approved Enterprise status of its production facility in Or Yehuda. This request was approved. After the merger, Floware's enterprise was relocated into our facilities in Tel Aviv. The income derived from this Approved Enterprise is tax exempt for a period of two years and thereafter will be subject to a reduced tax rate between 10% and 25% for an additional period of five to eight years depends on the percentage of the non-Israeli holders of our share capital. The period of benefits will commence with the first year that we earn taxable income after the commencement year. The period of benefits for this plan has expired in 2011. Please note that the year limitation does not apply to the exemption period.

In order to maintain eligibility for the above programs and benefits, we must meet specified conditions stipulated by the Investment Law, regulations published there-under and the letters of approval for the specific investments in "Approved Enterprises." In the event of failure to comply with these conditions, any benefits that were previously granted may be canceled, and we may be required to refund the amount of the benefits, in whole or in part, including interest and CPI adjustments.

If these retained tax-exempt profits are distributed they would be taxed at the corporate tax rate applicable to such profits as if we had not elected the alternative system of benefits, currently between 10% - 25% for an "Approved Enterprise." As of December 31, 2011, our accumulated deficit does not include tax-exempt profits earned by our "Approved Enterprise."

The Company's Tax Benefits under the Amendment –On April 1, 2005, an amendment to the Investment Law came into effect (the "Amendment") and has significantly changed the provisions of the Investment Law. The Amendment limits the scope of enterprises that may be approved by the Investment Center. The Investment Center is a statutory body in Israel. The Law for Encouragement of Capital Investments, 1959 provides certain grants and/or tax benefits subject to certain criteria and limitations. These criteria set for the approval of a facility as a "Privileged Enterprise," include a generally required provision that at least 25% of the Privileged Enterprise's income must be derived from export. Additionally, the Amendment enacted major changes concerning the manner in which tax benefits are awarded under the Investment Law so that companies no longer require the Investment Center's approval in order to qualify for tax benefits. However, the Amendment provides that terms and benefits that were included in any certificate of approval which was already granted will remain subject to the provisions of the law as they were on the date of such approval.

Status Expansion of our Production Facilities: Under the Amendment, in 2005 and 2007, we submitted an expansion request for additional "Privileged Enterprise" approval regarding our production facilities. A portion of the income derived from this "Privileged Enterprise" will be tax-exempt for a period of 10 years from the commencement year.

Our Israeli company had no taxable income since inception nor any profit under our Approved or Privileged Enterprise plans.

Israeli Transfer Pricing Regulations –

On November 29, 2006, Income Tax Regulations (Determination of Market Terms), 2006, promulgated under Section 85A of the Tax Ordinance, came into effect (the "TP Regs"). Section 85A of the Tax Ordinance and the TP Regs generally requires that all cross-border transactions carried out between related parties be conducted on an arm's length principle basis and will be taxed accordingly. The TP Regs had no material effect on the Company.

Measurement of Taxable Income –

Results for tax purposes are measured in real terms, in accordance with the changes in the Israeli Consumer Price Index, or changes in exchange rate of the NIS against the dollar, for a "foreign investors" company. Until taxable year 2002, we measured our results for tax purposes in accordance with changes in the Israeli consumer price index. Commencing with taxable year 2003, we have elected to measure our results for tax purposes on the basis of the changes in the exchange rate of NIS against the U.S. dollar.

Tax Benefits of Research and Development –

Israeli tax law permits, under certain conditions, a tax deduction in the year incurred for expenditures, including capital expenditures, in scientific research and development projects, if the expenditures are approved by the relevant government ministry, determined by the field of research, and if the research and development is for the promotion of the enterprise and is carried out by, or on behalf of, a company seeking such deduction. Expenditures not so approved are deductible over a three year period; however, expenditures made out of proceeds made available to us through government grants are not deductible.

Withholding and Capital Gains Taxes Applicable to Non-Israeli Shareholders –

Nonresidents of Israel are subject to income tax on income accrued or derived from sources in Israel. These sources of income include passive income such as dividends, royalties and interest, as well as non-passive income from services rendered in Israel. We are generally required to withhold income tax at the rate of 25% on all distributions of dividends, although, with respect to U.S. taxpayers, if the dividend recipient holds 10% or more of our voting stock for a certain period prior to the declaration and payment of the dividend, we are only required to withhold at a 12.5% rate. Notwithstanding the foregoing, with regard to dividends generated by an Approved Enterprise, we are required to withhold income tax at the rate of 15%.

Israeli law generally imposes a capital gains tax on the sale of publicly traded securities. Pursuant to changes made to the Israeli Income Tax Ordinance in January 2006, capital gains on the sale of our ordinary shares will be subject to Israeli capital gains tax, generally at a rate of 20% unless the holder holds 10% or more of our voting power during the 12 months preceding the sale, in which case it will be subject to a 25% capital gains tax. However, as of January 1, 2003, nonresidents of Israel are exempt from capital gains tax in relation to the sale of our ordinary shares for so long as (i) our ordinary shares are listed for trading on a stock exchange outside of Israel, (ii) the capital gains are not accrued or derived by the nonresident shareholder's permanent enterprise in Israel, (iii) the ordinary shares in relation to which the capital gains are accrued or derived were acquired by the nonresident shareholder after the initial listing of the ordinary shares on a stock exchange outside of Israel, and (iv) neither the shareholder nor the particular capital gain is otherwise subject to certain sections of the Israeli Income Tax Ordinance. As of January 1, 2003, nonresidents of Israel are also exempt from Israeli capital gains tax resulting from the sale of securities on the Tel Aviv Stock Exchange; provided that the capital gains are not accrued or derived by the nonresident shareholder's permanent enterprise in Israel.

In addition, under the income tax treaty between the United States and Israel, a U.S. resident holder of ordinary shares that are not listed for trading on a stock exchange outside of Israel will be exempt from Israeli capital gains tax on the sale, exchange or other disposition of such ordinary shares unless the holder owns, directly or indirectly, 10% or more of our voting power during the 12 months preceding such sale, exchange or other disposition.

A nonresident of Israel who receives interest, dividend or royalty income derived from or accrued in Israel, from which tax was withheld at the source, is generally exempt from the duty to file tax returns in Israel with respect to such income, provided such income was not derived from a business conducted in Israel by the taxpayer.

Israel presently has no estate or gift tax.

United States Federal Income Tax Considerations with Respect to the Acquisition, Ownership and Disposition of Our Ordinary Shares –

The following is a discussion of certain U.S. federal income tax consequences applicable to "U.S. Holders" (as defined below) who beneficially own our ordinary shares. The discussion is based on the Internal Revenue Code of 1986, as amended, or the Code, applicable U.S. Treasury Regulations promulgated thereunder, and existing administrative rulings and court decisions in effect as of the date of this Annual Report, all of which are subject to change at any time, possibly with retroactive effect. For purposes of this discussion, it is assumed that U.S. Holders of our ordinary shares hold such stock as a capital asset within the meaning of Section 1221 of the Code, that is, generally for investment. This discussion does not address all aspects of United States federal income taxation that may be relevant to a particular U.S. Holder of our ordinary shares in light of his or her circumstances or to a U.S. Holder of our ordinary shares subject to special treatment under United States federal income tax law, including, without limitation:

- banks, other financial institutions, real estate investment trusts, insurance companies or mutual funds;
- broker-dealers, including dealers in securities or currencies, or taxpayers that elect to apply a mark-to-market method of accounting;
- shareholders who hold our ordinary shares as part of a hedge, straddle, or other risk reduction, constructive sale or conversion transaction;
- tax-exempt entities;
- persons who have a functional currency other than the U.S. dollar;
- persons who have owned at any time or who own, directly, indirectly, constructively or by attribution, ten percent or more of the total voting power of our share capital;
- grantor trusts or S corporations;
- certain expatriates or former long-term residents of the United States; and
- shareholders who acquired our ordinary shares pursuant to the exercise of an employee stock option or right or otherwise as compensation.

In addition, not discussed is the application of: (i) foreign, state or local tax laws; (ii) United States federal and state estate and/or gift taxation; or (iii) the alternative minimum tax.

If a partnership (or any entity treated as a partnership for U.S. federal income tax purposes) holds ordinary shares, the tax treatment of the partnership and a partner in such partnership will generally depend on the activities of the partnership. Such a partner or partnership should consult its tax advisor as to its tax consequences.

As used in this section, the term "U.S. Holder" refers to any beneficial owner of our ordinary shares that is any of the following:

- an individual who is a citizen or resident of the United States for U.S. federal income tax purposes;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States, any State or political subdivision thereof, or the District of Columbia;
- an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source;
- a trust (i) if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all of such trust's substantial decisions; or (ii) that has in effect a valid election under applicable U.S. Treasury Regulations to be treated as a U.S. person.

Certain aspects of U.S. federal income tax relevant to a holder of our ordinary shares that is not a U.S. Holder (a "Non-U.S. Holder") are also discussed below.

Each holder of our ordinary shares is advised to consult his or her own tax advisor with respect to the specific tax consequences to him or her of purchasing, holding or disposing of our ordinary shares, including the applicability and effect of federal, state, local and foreign income and other tax laws to his or her particular circumstances.

Distributions

Subject to the discussion below under the heading "Passive Foreign Investment Company Status," to the extent paid out of our current or accumulated earnings and profits, as determined under United States federal income tax principles, a distribution made with respect to our ordinary shares (including the amount of any non-U.S. withholding tax thereon) will be includible for U.S. federal income tax purposes in the income of a U.S. Holder as a taxable dividend. Dividends that are received by U.S. Holders that are individuals, estates or trusts will be taxed at the rate applicable to long-term capital gains (a maximum rate of 15%) for taxable years beginning on or before December 31, 2012, provided that such dividends meet the requirement of "qualified dividend income" as defined by the Code. Dividends that fail to meet such requirements, and dividends received by corporate U.S. Holders, are taxed at ordinary income rates. No dividend received by a U.S. Holder will be a qualified dividend (1) if the U.S. Holder held the ordinary share with respect to which the dividend was paid for less than 61 days during the 121-day period beginning on the date that is 60 days before the ex-dividend date with respect to such dividend, excluding for this purpose, under the rules of Code Section 246(c), any period during which the U.S. Holder has an option to sell, is under a contractual obligation to sell, has made and not closed a short sale of, is the grantor of a deep-in-the-money or otherwise nonqualified option to buy, or has otherwise diminished its risk of loss by holding other positions with respect to, such ordinary share (or substantially identical securities) or (2) to the extent that the U.S. Holder is under an obligation (pursuant to a short sale or otherwise) to make related payments with respect to positions in property substantially similar or related to the ordinary share with respect to which the dividend is paid. If we were to be a "passive foreign investment company" (as such term is defined in the Code), or PFIC, for any taxable year, dividends paid on our ordinary shares in such year or in the following taxable year would not be qualified dividends. In addition, a non-corporate U.S. Holder will be able to take a qualified dividend into account in determining its deductible investment interest (which is generally limited to its net investment income) only if it elects to do so; in such case the dividend will be taxed at ordinary income rates.

To the extent that a distribution exceeds our earnings and profits and provided that we were not a PFIC, such distribution will be treated as a non-taxable return of capital to the extent of the U.S. Holder's adjusted tax basis in our ordinary shares and thereafter as taxable capital gain. Dividends paid by us generally will not be eligible for the dividends received deduction allowed to corporations under the Code. Dividends paid in a currency other than the U.S. dollar will generally be includible in income of a U.S. Holder in a U.S. dollar amount based on the exchange rate on the date the distribution is included in income. A U.S. Holder who receives a foreign currency distribution and converts the foreign currency into U.S. dollars subsequent to receipt may have foreign exchange gain or loss, based on any appreciation or depreciation in the value of the foreign currency against the U.S. dollar, which will generally be U.S. source ordinary income or loss.

Subject to certain conditions and limitations set forth in the Code (including certain holding period requirements), U.S. Holders generally will be able to elect to claim a credit against their United States federal income tax liability for any non-U.S. withholding tax deducted from dividends received in respect of our ordinary shares. For purposes of calculating the foreign tax credit, dividends paid on our ordinary shares generally will be treated as income from sources outside the United States and foreign source "passive income" for U.S. foreign tax purposes. In lieu of claiming a tax credit, U.S. Holders that itemize deductions may instead claim a deduction for foreign taxes withheld, subject to certain limitations. The rules relating to the determination of the amount of non-U.S. income taxes that may be claimed as foreign tax credits are complex and U.S. Holders should consult their tax advisors to determine whether

and to what extent a credit would be available.

Disposition of the Ordinary Shares

Subject to the discussion below under the heading "Passive Foreign Investment Company Status," upon the sale, exchange or other disposition of our ordinary shares, a U.S. Holder generally will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the U.S. dollar value of the amount realized on the disposition of our ordinary shares and the U.S. Holder's adjusted tax basis in our ordinary shares, which is usually the U.S. dollar cost of the ordinary shares. Such gain or loss generally will be long-term capital gain or loss if our ordinary shares have been held for more than one year on the date of the disposition. Non-corporate U.S. Holders are currently subject to a reduced rate of taxation on long-term capital gains (15% for taxable years beginning on or before December 31, 2012). The deductibility of a capital loss recognized on the sale or exchange of ordinary shares is subject to limitations. Any gain or loss generally will be treated as United States source income or loss for United States foreign tax credit purposes.

Passive Foreign Investment Company Status

Generally a non-U.S. corporation is treated as a PFIC for U.S. federal income tax purposes if either:

- 75% or more of its gross income (including the pro rata share of gross income of any corporation (U.S. or foreign) of which such corporation is considered to own 25% or more of the ordinary shares by value) for the taxable year is passive income; or
- 50% or more of its gross assets (including its pro rata share of the assets of any corporation in which such corporation is considered to own 25% or more of the ordinary shares by value) during the taxable year computed on a quarterly average basis produce or are held for the production of passive income.

As a result of the combination of our substantial holdings of cash, cash equivalents and securities and the decline in the market price of our ordinary shares from its historical highs, there is a risk that we could be classified as a PFIC, for U.S. federal income tax purposes. Based upon our market capitalization during 2011, we do not believe that we were a PFIC for 2011. In addition, based upon an independent valuation of our assets as of the end of each quarter of 2001 and based upon our valuation of our assets for 2002 and 2003, we do not believe that we were a PFIC for 2001, 2002 or 2003 despite the relatively low market price of our ordinary shares during much of those taxable years. We cannot assure you, however, that the United States Internal Revenue Service ("IRS") or the courts would agree with our conclusion if they were to consider our situation. In addition, the tests for determining PFIC status are applied annually and it is difficult to make accurate predictions of our future income and assets and the future price of our ordinary shares, which are all relevant to the determination of whether we are classified as a PFIC. There is no assurance that we will not become a PFIC in 2012 or subsequent taxable years.

If we were deemed to be a PFIC for any taxable year during which a U.S. Holder held our shares and such holder failed to make either a "QEF election" or a "mark-to-market election" (as described below) for the first taxable year during which we were a PFIC and the U.S. Holder held our shares:

- gain recognized (including gain deemed recognized if our ordinary shares are used as security for a loan) by the U.S. Holder upon the disposition of, as well as income recognized upon receiving certain "excess distributions" in respect of, our ordinary shares would be taxable as ordinary income;
- the U.S. Holder would be required to allocate such excess distribution and/or disposition gain ratably over such holder's entire holding period for our ordinary shares; the U.S. Holder's income for the current taxable year would include (as ordinary income) amounts allocated to the current year (i.e., the year of the distribution or disposition) and to any period prior to the first day of the first taxable year for which we were a PFIC;
- the amount allocated to each year other than (i) the year of the distribution or disposition and (ii) any year prior to our becoming a PFIC, would be subject to tax at the highest individual or corporate marginal tax rate, as applicable, in effect for that year, and an interest charge would be imposed with respect to the resulting tax liability;
- U.S. Holders will generally be required to file an annual report with the IRS if we are a PFIC for taxable years beginning on or after March 18, 2010; and
- any U.S. Holder who acquired our ordinary shares upon the death of a U.S. Holder would not receive a step-up of the income tax basis to fair market value for such shares. Instead, such U.S. Holder would have a tax basis equal to the lesser of the decedent's basis, or the fair market value of the ordinary shares on the date of the decedent's death.

Although a determination as to a non-U.S. corporation's PFIC status is made annually, an initial determination that a non U.S. corporation is a PFIC for any taxable year generally will cause the above-described consequences to apply for all future taxable years to U.S. Holders who held shares in the corporation at any time during a taxable year when the corporation was a PFIC and who made neither a QEF election nor a mark-to-market election (as discussed below) with respect to such shares with their tax return for the year that included the last day of the corporation's first taxable year as a PFIC. This will generally be true even if the corporation ceases to be a PFIC in later years.

Generally, if a U.S. Holder makes a valid QEF election with respect to our ordinary shares, the U.S. Holder would be required, for each taxable year for which we are a PFIC, to include in income such holder's pro-rata share of our: (i) ordinary earnings as ordinary income and (ii) net capital gain as long-term capital gain, in each case computed under U.S. federal income tax principles, even if such earnings or gains have not been distributed, unless the shareholder makes an election to defer this tax liability and pays an interest charge.

The QEF election is made on a shareholder-by-shareholder basis. Thus, any U.S. Holder of our ordinary shares can make its own decision whether to make a QEF election. A QEF election applies to all of our ordinary shares held or subsequently acquired by an electing U.S. Holder and can be revoked only with the consent of the IRS. A shareholder makes a QEF election by attaching a completed IRS Form 8621, using the information provided in the PFIC annual information statement, to a timely filed U.S. federal income tax return. In order to permit our shareholders to make a QEF election, we must supply them with certain information. We will supply U.S. Holders with the information needed to report income and gain pursuant to the QEF election in the event that we are classified as a PFIC for any taxable year and will supply such additional information as the IRS may require in order to enable U.S. Holders to make the QEF election. It should be noted that U.S. Holders may not make a QEF election with respect to warrants or rights to acquire our ordinary shares. Under certain circumstances, a U.S. Holder that has not made a timely QEF election may obtain treatment similar to that afforded a shareholder who has made a timely QEF election. Such a U.S. Holder may make an election in a taxable year subsequent to the first taxable year during the U.S. Holder's holding period that we are classified as a PFIC to treat such holder's interest in our Company as subject to a deemed sale of its PFIC stock and recognize gain, but not loss, on such deemed sale in accordance with the general PFIC rules, including the interest charge provisions, described above and thereafter treating such interest in our Company as an interest in a QEF. In addition, under certain circumstances U.S. Holders may make a retroactive QEF election, but may be

required to file a timely protective statement to preserve their ability to make a retroactive QEF election. U.S. Holders should consult their tax advisors regarding the advisability of filing a protective statement.

Alternatively, a U.S. Holder of shares in a PFIC can elect to mark "marketable stock" (e.g. stock that is "regularly traded" on the NASDAQ Global Select Market) to market annually recognizing as ordinary income or loss each year the shares are held, as well as on the disposition of the shares, in a taxable year that we are a PFIC, an amount equal to the difference between the shareholder's adjusted tax basis in the PFIC stock and its fair market value. Under current law, U.S. Holders may not make a mark-to-market election with respect to warrants or rights to acquire our ordinary shares. Ordinary loss generally is recognized only to the extent of net mark-to-market gains previously included in income by the U.S. Holder under the election in prior taxable years. A mark-to-market election applies for so long as our ordinary shares are "marketable stock and is irrevocable without obtaining the consent of the IRS.

The PFIC rules described above are complex. U.S. Holders of our ordinary shares (or warrants or rights to acquire our ordinary shares) are urged to consult their tax advisors about the PFIC rules, including the advisability, procedure and timing of making a QEF or mark-to-market election, in connection with their holding of our ordinary shares.

Tax Consequences for Non-U.S. Holders of Our Ordinary Shares

Except as described in "Information Reporting and Backup Withholding" below, a Non-U.S. Holder of our ordinary shares will not be subject to U.S. federal income or withholding tax on the payment of dividends on, and the proceeds from the disposition of, our ordinary shares, unless in the case of U.S. federal income taxes:

- such item is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States and, in the case of a resident of a country which has a treaty with the United States, such item is attributable to a permanent establishment or, in the case of an individual, a fixed place of business, in the United States, or

- in the case of the disposition or our ordinary shares, the Non-U.S. Holder is an individual who holds our ordinary shares as a capital asset and is present in the United States for 183 days or more in the taxable year of the disposition, and certain other conditions are met.

Information Reporting and Backup Withholding

U.S. Holders (other than certain exempt recipients, such as corporations) generally are subject to information reporting requirements and backup withholding (currently at a rate of 28%) with respect to dividends paid in the U.S. on, and the proceeds from the disposition of, our ordinary shares, unless they:

- furnish a correct taxpayer identification number and certify that they are not subject to backup withholding on an IRS Form W-9; or
- provide proof that they are otherwise exempt from backup withholding.

Non-U.S. Holders generally are not subject to information reporting or backup withholding with respect to dividends paid on, or upon the disposition of, our ordinary shares, provided that such Non-U.S. Holder provides a tax payer identification number, certifies to its foreign status, or otherwise establishes an exemption.

Backup withholding is not an additional tax. The amount of any backup withholding is allowable as a credit against the U.S. or Non-U.S. Holder's United States federal income tax liability, provided that such holder provides the requisite information to the IRS.

F.DIVIDENDS AND PAYING AGENTS

Not applicable.

G.STATEMENT BY EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

We are subject to the informational requirements of the Exchange Act applicable to foreign private issuers and fulfill the obligation with respect to such requirements by filing reports with the SEC. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we file with the SEC an annual report on Form 20-F containing consolidated financial statements audited by an independent accounting firm no later than four months after the close of each fiscal year. We also furnish reports on Form 6-K containing unaudited consolidated financial information after the end of each of the first three quarters. You may read and copy any document we file with the SEC at prescribed rates at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Copies of such material may be obtained by mail from the Public Reference Branch of the SEC at such address, at prescribed rates. Please call the SEC at l-800-SEC-0330 for further information on the public reference room. A copy of each report submitted in accordance with applicable U.S. law is also available for public review at our principal executive offices.

In addition, the SEC maintains an Internet website at http://www.sec.gov that contains reports, proxy statements, information statements and other material that are filed through the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system. We began filing our reports through the EDGAR system in November 2002.

The Israeli Securities Authority maintains an Internet website at http://www.isa.gov.il that contains reports, proxy statements, information statements and other material that are filed through the electronic disclosure system (MAGNA). We began filing our reports through the MAGNA system in August 2003.

I.SUBSIDIARY INFORMATION

Not applicable.

ITEM 11.QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to both interest rate and foreign exchange risk.

Interest risk:

We are exposed to Interest risk associated with the SVB Long Term Loan obtained in 2011.

Our investment portfolio includes held to maturity marketable securities. These securities include investments issued by agencies of the U.S. government that have an implied guarantee by the U.S. government or were nationalized by U.S. government or are investments issued by highly rated corporations. As of December 31, 2011, the rating of the securities in our portfolio were at least A. The declines in interest rates in 2010 and 2011 have reduced and are expected to continue to reduce our interest income. In addition as a result of the loan obtain in 2011, as the loan is linked to the LIBOR for three month plus a fixed percentage, and the fact that the LIBOR for three month might fluctuate over time our interest expense on the loan might change.

The table below provides information regarding our investments in cash, cash equivalents and marketable securities (in thousands), as of December 31, 2011 and 2010:

	Amortized cost Maturity 2012	Fair value at Dec. 31, 2011
Corporate bonds	$1,644	$1,650
Cash and short term bank deposit	62,764	62,764
Total	$64,408	$64,414

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	Amortized cost		Total Amortized cost	Fair value at Dec. 31, 2010
	Maturity 2011	2012		
US Government agencies	$1,318	$-	$1,318	$1,322
Corporate bonds	14,816	2,564	17,380	17,517
Cash and short term bank deposit	64,647	-	64,647	64,647
Total	$80,781	$2,564	$83,345	$83,486

Foreign Currency Risk –

We are exposed to financial market risk associated with changes in foreign currency exchange rates. To mitigate these risks, we use derivative financial instruments. The majority of our revenues and expenses are generated in U.S. dollars. A portion of our expenses, however, is denominated in NIS. In order to protect ourselves against the volatility of future cash flows caused by changes in foreign exchange rates, we use currency forward contracts and currency options. We hedge the part of our forecasted expenses denominated in NIS. If our currency forward contracts and currency options meet the definition of a hedge, and are so designated, changes in the fair value of the contracts will be offset against changes in the fair value of the hedged assets or liabilities through earnings. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in current earnings during the period of change. Our hedging program reduces, but does not eliminate, the impact of foreign currency rate movements, and as a result of the general economic slowdown along with the devaluation of the dollar, our results of operations may be adversely affected.

A majority of our revenues are generated in U.S. dollars. In addition, most of our costs are denominated and determined in U.S. dollars and NIS according to the salient economic factors indicated in ASC 830 “Foreign Currency Matters”. Our cash flow, sale price, sales market, expense, financing and inter-company transactions, and arrangement indicators, are predominantly denominated in U.S. dollars. In addition, the U.S. dollar is the primary currency of the economic environment in which we operate, and thus, the U.S. dollar is our functional and reporting currency. In our balance sheet, we re-measure into U.S. dollars all monetary accounts (principally cash and cash equivalents and liabilities) that are maintained in other currencies. For this re-measurement, we use the relevant foreign exchange rate at the balance sheet date. Any gain or loss that results from this re-measurement is reflected in the statement of operations as appropriate.

We measure and record non-monetary accounts in our balance sheet in U.S. dollars. For this measurement, we use the U.S. dollar value in effect at the date that the asset or liability was initially recorded in our balance sheet (the date of the transaction).

To hedge against the risk of overall changes in cash flows resulting from foreign currency trade payables and salary payments during the year, we have instituted a foreign currency cash flow hedging program. We hedge portions of our forecasted expenses denominated in NIS with currency forwards and option tools. These forward and option contracts are designated as cash flow hedges and are all effective.

As of December 31, 2011, we recorded accumulated other comprehensive net gain in the amount of approximately $2.7 million from our currency forward and option transactions with respect mainly to trade payables and payroll

expenses. Such amount will be recorded into earnings during 2012.

See also "Item 5—Operating and Financial Review and Prospects—Operating Results Impact of Inflation and Currency Fluctuations".

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

a. Disclosure Controls and Procedures

The Company's management, with the participation of its chief executive officer and chief financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act) as of December 31, 2011. Based on this evaluation, the Company's chief executive officer and chief financial officer have concluded that, as of such date, the Company's disclosure controls and procedures were (i) designed to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to its management, including the Company's chief executive officer and chief financial officer, by others within those entities, as appropriate to allow timely decisions regarding required disclosure, particularly during the period in which this report was being prepared and (ii) effective, in that they provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

b. Management's Annual Report on Internal Control Over Financial Reporting –

Our management, under the supervision of our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of our records that in reasonable detail accurately and fairly reflect our transactions and asset dispositions;
- provide reasonable assurance that our transactions are recorded as necessary to permit the preparation of our financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that our receipts and expenditures are made only in accordance with authorizations of our management and board of directors (as appropriate); and
- provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2011 based on the framework for Internal Control – Integrated Framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Management has excluded Wavion, which is included in the 2011 consolidated financial statements of Alvarion Ltd. and subsidiaries and constituted approximately $43.1 million and $27.9 million of total and net assets, respectively, as of December 31, 2011 and $4.3 million and $ 1.0 million of revenues and net income, respectively, for the year then ended because ownership was acquired by Alvarion during November 2011. Based on our assessment under that framework and the criteria established therein, our management concluded that the Company's internal control over financial reporting were effective as of December 31, 2011.

Our financial statements and internal control over financial reporting has been audited by Kost, Forer, Gabbay & Kasierer (A member of Ernst & Young Global), an independent registered public accounting firm.

c. Attestation Report of the Registered Public Accounting Firm

This Annual Report includes an attestation report of our registered public accounting firm regarding internal control over financial reporting on page F-3 of our audited consolidated financial statements set forth in "Item 18 – Financial Statements", and is incorporated herein by reference.

d. Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting identified with the evaluation thereof that occurred during the period covered by this Annual Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting

ITEM 16. Reserved.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Professor Amit, a member of our audit committee, qualifies as an "audit committee financial expert" and is "independent," each as defined in the applicable SEC and NASDAQ regulations.

ITEM 16B.CODE OF ETHICS

In 2003, we adopted a Code of Ethics that applies to our Chief Executive Officer, Chief Financial Officer, all other senior officers and all of our employees. In March 2008 and July 2011, we updated the Code of Ethics. The updated Code of Ethics is included as an Exhibit hereto.

ITEM 16C.PRINCIPAL ACCOUNTANT FEES AND SERVICES –

The following is a summary of the fees billed to us for audit, audit-related, tax and other services provided by Kost, Forer, Gabbay & Kasierer for the years ended December 31, 2010 and December 31, 2011:

Fee Category	2010	2011
Audit Fees	$ 340,000	$ 280,000
Audit-Related Fees	$ -	$ -
Tax Fees	$ 74,914	$ 89,639
All other fees	$ -	$ -
Total Fees	$ 414,914	$ 369,639

Audit Fees: Consists of the aggregate fees billed and accrued for professional services rendered for the audit of our annual financial statements and services that are normally provided by Kost, Forer, Gabbay & Kasierer in connection with statutory and regulatory filings or engagements.

Audit Related Fees: Consists of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees." We did not have such services in 2011 or 2010.

Tax Fees: Consists of the aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning. These services include assistance regarding international and Israeli tax services.

All Other Fees: Consists of the aggregate fees billed for products and services other than the services reported above. We did not have such services in 2011 or 2010.

Our audit committee has adopted a policy for pre-approval of audit and non-audit services. Under the policy, proposed services either may be pre-approved without consideration of specific case-by-case services by the audit committee ("general pre-approval") or they may require the specific pre-approval of the audit committee ("specific pre-approval"). The audit committee employs a combination of these two approaches. Unless a type of service has received general pre-approval, it will require specific pre-approval by the audit committee if it is to be provided by the independent auditor. The term of any general pre-approval is 12 months from the date of pre-approval, unless the audit committee considers a different period and states otherwise. The audit committee reviews annually and pre-approves the services that may be provided by the independent auditor without obtaining specific pre-approval from the audit committee. The audit committee adds to or subtracts from the list of general pre-approved services from time to time, based on subsequent determinations. Pre-approval fee levels or budgeted amounts for all services to be provided by the independent auditor are to be established annually by the audit committee. Any proposed services exceeding these levels or amounts require specific pre-approval by the audit committee. All of the fees listed in the table above were approved by the audit committee.

ITEM 16D.EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E.PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

In October 2008, following the approval of our board of directors and the receipt of a court approval, we were authorized to use up to $30 million of our available cash to repurchase our shares. Through December 31, 2008, we repurchased under this repurchase program 1,449,999 ordinary shares at a weighted average price of approximately $3.44 per share for an aggregate price of approximately $5.0 million. During 2010 and 2011 we did not repurchase any additional ordinary shares under this repurchase program or otherwise.

Under our first repurchase program in 2002, our board of directors authorized a share repurchase of up to $9 million of our ordinary shares. Under this 2002 repurchase plan, we repurchased until December 31, 2003 3,796,773 ordinary shares at a weighted average price per share of approximately $2.07 for an aggregate of $7.9 million. Since such date, we have not utilized the remainder of this first repurchase program.

ITEM 16F.CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G.CORPORATE GOVERNANCE

As a foreign private issuer whose shares are listed on the NASDAQ Global Select Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of the NASDAQ Listing Rules.

We do not comply with the NASDAQ requirement that we obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain equity based compensation plans. Instead, we follow Israeli law and practice in accordance with which the establishment or amendment of certain equity based compensation plans is approved by our board of directors.

As a foreign private issuer listed on the NASDAQ Global Select Market, we may also follow home country practice with regard to other matters, including those set forth below:

- Nomination – NASDAQ rules require that director nominees be selected, or recommended for the board of directors, either by (a) a majority of independent directors or (b) a nominations committee comprised solely of independent directors. Under Israeli law and practice, directors are recommended by our board of directors for election by our shareholders.
- Compensation – NASDAQ rules regarding compensation of executive officers require that the compensation of the chief executive officer and all other executive officers be determined, or recommended to the board of directors for determination, either by (i) a majority of the independent directors or (ii) a compensation committee comprised solely of independent directors. Under the Israeli Companies Law, the compensation arrangements for officers who are not directors require the approval of the audit committee and the board of directors. The audit committee approval may be substituted by the approval of the compensation committee, provided the compensation committee complies with the audit committee requirements prescribed by the Israeli Companies Law. If the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director, the approval of the audit committee is sufficient. Arrangements regarding the compensation of directors require the approval of the audit committee, the board and the shareholders, in that order.
- Shareholder Approval for Dilutive Events – NASDAQ rules require that we obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain equity based compensation plans and arrangements, an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company. Under Israeli law and practice, in general, the approval of the board of directors is

required for the establishment or amendment of equity based compensation plans and arrangements, unless the arrangement is for the benefit of a director, or a controlling shareholder, in which case audit committee and shareholder approval are also required. Similarly, the approval of the board of directors is generally sufficient for a private placement unless the private placement involves a director, a controlling shareholder or is deemed a “significant private placement,” in which case shareholder approval, and, in some cases, audit committee approval, would also be required. The Israeli Companies Law defines a “significant private placement” as a private placement (i) resulting in a party becoming a controlling shareholder, or (ii) involving the issuance of a 20% or more voting rights in the company, which (A) results in a 5% or more shareholder increasing its interest in the company or an offeree becoming a 5% or more shareholder, and (B) involves consideration that is not solely cash or public traded securities, or is not on fair market terms.

For a discussion of the requirements of Israeli law in this regard, see Item 6.C. "Directors, Senior Management and Employees –Board Practices," and Item 10.B. "Additional Information – Memorandum and Articles of Association."

ITEM 16H.MINE SAFETY DISCLOSURE

Not applicable

PART III

ITEM 17.FINANCIAL STATEMENTS

We have responded to Item 18 in lieu of this item.

ITEM 18. FINANCIAL STATEMENTS

The financial statements required by this item are at the end of this Annual Report, beginning on page F-1.

ITEM 19.EXHIBITS

The exhibits filed with or incorporated into this Annual Report are listed on the index of exhibits below.

Exhibit No.	Description
1.1	Memorandum of Association (English translation accompanied by Hebrew original) (1)
1.2	Articles of Association(2)
1.3	Certificate of Name Change (English translation accompanied by Hebrew original) (3)
2.1	Form of Ordinary Share Certificate (4)
4.1	Lease Agreement, dated April 16, 2000, between the Registrant and Bet Dror Ltd. And Ziviel Investments Ltd. (English summary accompanied by Hebrew original) (1)
4.2	Form of Indemnity Agreement for Directors and Executive Officers*
4.3	Addendum, dated September 2000, to Lease Agreement between the Registrant and Bet Dror Ltd. and Ziviel Investments Ltd. (English summary accompanied by Hebrew original) (5)
4.4	Sublease Agreement, dated July 5, 2001, between Floware Wireless Systems Ltd. and Ceragon Networks Ltd. (English summary accompanied by Hebrew original) (5)
4.5	Addendum, dated October 5th, 2010, to Lease Agreement between the Registrant and Bet Dror Ltd. and Ziviel Investments Ltd. (English summary translation accompanied by Hebrew original) *
8.1	Subsidiaries of Alvarion Ltd.*
10.1	Loan and Security Agreement, dated June 21, 2011, between Alvarion and Silicon Valley Bank (the "Long Term Loan Agreement with SVB")*
10.2	First Modification, dated November 17, 2011 to the Long Term Loan Agreement with SVB*
10.3	Second Modification, dated January 31, 2012 to the Long Term Loan Agreement with SVB*
10.4	Third modification, dated April 5 2012, to the Long Term Loan Agreement with SVB*
10.5	Fourth Modification , dated April 25 2012 to the Long Term Loan Agreement with SVB*
10.6	Agreement and Plan of Merger, dated November 2, 2011, among Alvarion Inc., Alvarion Acquisition Inc. and Wavion Inc. *
11	Amended Code of Ethics*
12.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *

12.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
13.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
13.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
15.1	Consent of Kost, Forer, Gabay & Kasierer*

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* Filed herewith

(1) Incorporated herein by reference to the Registration Statement on Form F-1 (File No. 333-11572).

(2) Incorporated by reference to the Annual Report on Form 20-F for the fiscal year ended December 31, 2008.

(3) Incorporated by reference to the Registration Statement on Form S-8 (File No. 333-13786).

(4) Incorporated by reference to the Registration Statement on Form S-8 (File No. 333-14142).

(5) Incorporated by reference to the Annual Report on Form 20-F for the fiscal year ended December 31, 2001.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

ALVARION LTD.

By: /s/ Eran Gorev
Eran Gorev
Chief Executive Officer
Date: April 30, 2012

ALVARION LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011

IN U.S. DOLLARS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

ALVARION LTD.

We have audited the accompanying consolidated balance sheets of Alvarion Ltd. ("the Company") and subsidiaries as of December 31, 2010 and 2011, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and subsidiaries as of December 31, 2010 and 2011, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's and its subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 30, 2012 expressed an unqualified opinion thereon.

Tel-Aviv, Israel
April 30, 2012

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

ALVARION LTD.

We have audited Alvarion Ltd. ("the Company") and subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("the COSO criteria"). The Company and its subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Annual Report on Internal Control Over Financial Reporting management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Wavion, Inc. ("Wavion"), which is included in the 2011 consolidated financial statements of Alvarion Ltd. and subsidiaries and constituted approximately $43,068 thousands and $27,883 thousands of total and net assets, respectively, as of December 31, 2011 and $4,316 thousands and $ 1,013 thousands of revenues and net income, respectively, for the year then ended. Our audit of internal control over financial reporting of Alvarion Ltd. and subsidiaries also did not include an evaluation of the internal control over financial reporting of Wavion Inc.

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In our opinion, the Company and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company and subsidiaries as of December 31, 2010 and 2011, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2011 and our report dated April 30, 2012 expressed an unqualified opinion thereon.

Tel-Aviv, Israel
April 30 , 2012

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

ALVARION LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2010	2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$61,297	$57,787
Short-term bank deposits	3,350	4,977
Marketable securities (Note 3)	16,134	1,644
Trade receivables, net (Note 2t)	49,931	48,294
Other accounts receivable and prepaid expenses (Note 4)	10,807	7,658
Inventories (Note 5)	56,078	36,215
Total current assets	197,597	156,575
LONG TERM MARKETABLE SECURITIES (Note 3)	2,564	-
LONG TERM TRADE RECEIVABLES	-	6,986
LONG TERM PREPAID EXPENSES	-	171
PROPERTY AND EQUIPMENT, NET (Note 7)	14,603	9,774
INTANGIBLE ASSETS, NET (Note 8)	-	20,245
GOODWILL (Note 1g)	-	13,087
Total assets	$214,764	$206,838

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

ALVARION LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands, except share and per share data

	December 31,	
	2010	2011
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturity on long-term loan (note 10)	$-	$12,813
Trade payables	51,242	36,243
Other accounts payable and accrued expenses (Note 9)	36,377	45,441
Total current liabilities	87,619	94,497
LONG-TERM LIABILITIES:		
Long term accrued expenses	-	547
Severance pay and long term employee liabilities	2,712	1,173
Other long-term liabilities	2,346	7,280
Long-term loan (note 10)	-	17,187
Total long term liabilities	5,058	26,187
COMMITMENTS AND CONTINGENT LIABILITIES (Note 11)		
SHAREHOLDERS' EQUITY:		
Share capital (Note 12) -		
Ordinary shares of NIS 0.01 par value -		
Authorized: 120,080,000 shares at December 31, 2010 and 2011; Issued: 67,507,508 and 67,625,573 shares at December 31, 2010 and 2011, respectively; Outstanding: 62,260,736 and 62,378,801shares at December 31, 2010 and 2011, respectively	166	166
Additional paid-in capital	431,368	434,530
Treasury shares at cost: 5,246,772 shares at December 31, 2010 and 2011	(12,872)	(12,872)
Other accumulated comprehensive income (loss)	2,599	(2,674)
Accumulated deficit	(299,174)	(332,996)
Total shareholders' equity	122,087	86,154
Total liabilities and shareholders' equity	$214,764	$206,838

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

ALVARION LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands, except per share data

	Year ended December 31,		
	2009	2010	2011
Sales (Note 14)			
Products	$ 218,137	$ 180,447	$ 163,744
Services	27,102	25,368	26,293
Total Sales	245,239	205,815	190,037
Cost of Sales			
Products	113,576	101,955	95,129
Services	14,885	26,623	23,726
Write-off of excess inventory and provision for inventory purchase commitments (Note 2g)	3,993	4,897	2,580
Inventory write-off related to bankruptcy of a customer (Note 15a)	-	-	7,144
Gross profit	112,785	72,340	61,458
Operating costs and expenses:			
Research and development, net (Note 15b)	50,790	38,717	27,964
Selling and marketing	52,022	43,376	37,576
General and administrative	15,087	19,920	13,877
Amortization of intangible assets	132	130	186
Impairment of investment (Note 2y)	1,554	-	-
Acquisition related expenses (Note 1b)	-	-	2,622
Impairment of goodwill and intangible assets (Note 2j)	-	57,110	-
Restructuring and other charges (Note 2z)	2,787	3,573	12,040
Total operating costs and expenses	122,372	162,826	94,265
Operating loss	(9,587)	(90,486)	(32,807)
Other (loss) income (Note 1f and Note 6)	731	(7,000)	-
Financial income (expense), net (Note 15c)	1,668	(99)	(1,015)
Loss before income taxes	(7,188)	(97,585)	(33,822)
Taxes on income (Note 13e)	-	894	-
Net loss	$ (7,188)	$ (98,479)	$ (33,822)
Net loss per share (Note 15d):			

Basic and diluted	$	(0.12)	$	(1.58)	$	(0.54)

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

ALVARION LTD. AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands, except share data

	Ordinary shares		Additional paid-in	Treasury	Other accumulated comprehensive income (loss)	Accumulated	Total comprehensive income (loss)	Total shareholders'
	Number	Amount	capital	shares		deficit		equity
Balance at January 1, 2009	61,929,895	$165	$423,303	$(12,872)	$ (1,183)	$ (193,507)		$ 215,906
Exercise of employee stock options	214,539	1	371	-	-	-		372
Stock-based compensation expenses related to ASC 718		-	4,246	-	-	-		4,246
Unrealized gains on foreign currency cash flow hedges		-	-	-	3,308	-	$ 3,308	3,308
Net loss		-	-	-	-	(7,188)	(7,188)	(7,188)
Total comprehensive loss							$ (3,880)	
Balance at December 31, 2009	62,144,434	166	427,920	(12,872)	2,125	(200,695)		216,644
Exercise of employee stock options	116,302	-	114	-	-	-		114
Stock-based compensation expenses related to ASC 718	-	-	3,334	-	-	-		3,334
Unrealized gains on foreign currency cash flow hedges	-	-	-	-	474	-	$ 474	474
Net loss	-	-	-	-	-	(98,479)	(98,479)	(98,479)

Total comprehensive loss							$ (98,005)	
Balance at December 31, 2010	62,260,736	166	431,368	(12,872)	2,599	(299,174)		122,087
Exercise of employee stock options	118,065	-	9	-	-	-		9
Stock-based compensation expenses related to ASC 718	-	-	3,153	-	-	-		3,153
Unrealized losses on foreign currency cash flow hedges	-	-	-	-	(5,273)	-	$ (5,273)	(5,273)
Net loss	-	-	-	-	-	(33,822)	(33,822)	(33,822)
Total comprehensive loss							$ (39,095)	
Balance at December 31, 2011	62,378,801	$ 166	$ 434,530	$ (12,872)	$ (2,674)	$ (332,996)		$ 86,154

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

ALVARION LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2009	2010	2011
Cash flows from operating activities:			
Net loss	$(7,188)	$(98,479)	$(33,822)
Adjustments required to reconcile net loss to net cash used in operating activities:			
Depreciation	7,231	6,662	5,433
Capital loss on disposal of property and equipment	267	363	3,908
Other income from LGC transaction	(716)	-	-
Stock-based compensation expenses related to ASC 718	4,246	3,334	3,153
Accrued interest, amortization of premium and accretion of discounts on held-to-maturity marketable securities and bank deposits	589	786	108
Amortization of other intangible assets	132	130	1,764
Impairment of goodwill and other intangible assets	-	57,110	-
Impairment of investment in affiliate	1,554	-	-
Impairment of short term investment	-	7,000	-
Decrease (increase) in trade receivables, net	(5,676)	15,559	5,397
Decrease (increase) in other accounts receivable and prepaid expenses	2,487	(3,526)	2,323
Decrease (increase) in inventories	17,693	(20,096)	21,299
Increase in long term prepaid expenses	-	-	(171)
Increase in long-term trade receivables	-	-	(6,986)
Increase (decrease) in trade payables	(21,452)	15,661	(18,552)
Increase (decrease) in other accounts payable and accrued expenses	(13,218)	(5,392)	164
Increase in long term accrued expenses	-	-	547
Increase (decrease) in other long-term liabilities, net	26	91	(864)
Decrease in severance pay net and long-term employee liabilities	(1,477)	(1,642)	(1,742)
Net cash used in operating activities	(15,502)	(22,439)	(18,041)
Cash flows from investing activities:			
Purchase of property and equipment	(7,196)	(5,025)	(3,344)
Proceeds from property and equipment	43	7	149
Investment in short term investment	-	(7,000)	-
Proceeds from bank deposits	15,112	8,056	3,350
Investment in bank deposits	(8,020)	(3,345)	(4,916)
Investment in held-to-maturity marketable securities	(9,281)	(2,424)	-
Proceeds from maturity of held-to-maturity marketable securities	29,161	24,273	16,885
Proceeds related to the LGC transaction	716	-	-
Acquisition of Wavion (a)	-	-	(24,618)

Net cash provided by (used in) investing activities	20,535	14,542	(12,494)

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

ALVARION LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2009	2010	2011
Cash flows from financing activities:			
Proceeds from exercise of employee stock options	372	114	9
Receipt of long term loan	-	-	30,000
Repayment of Long term loan	-	-	(2,984)
Net cash provided by financing activities	372	114	27,025
Increase (decrease) in cash and cash equivalents	5,405	(7,783)	(3,510)
Cash and cash equivalents at the beginning of the year	63,675	69,080	61,297
Cash and cash equivalents at the end of the year	$69,080	$61,297	$57,787
Supplemental disclosure of cash flows activities:			
Cash paid during the year for taxes	$461	$572	$500
(a) Payment for the acquisition of Wavion:			
Estimated fair value of assets acquired and liabilities assumed at the acquisition date:			
Working capital deficit (excluding cash and cash equivalents)	$-	$-	$102
Property and equipment	-	-	1,317
Accrued severance pay	-	-	(203)
Other intangible assets	-	-	22,009
Goodwill	-	-	13,087
Less - accrued OCS commitment	-	-	(5,992)
Long-term loan	-	-	(2,984)
	-	-	27,336
Less - accrued earn out payment	-	-	(2,718)
	$-	$-	$24,618

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

U.S. dollars in thousands, except share and per share data

NOTE 1:- GENERAL

a. Alvarion Ltd. together with its worldwide subsidiaries ("the Company") is a provider of wireless broadband systems. The Company supplies top-tier carriers, Internet Service Providers ("ISPs") and private networks in vertical markets with solutions based on WiMAX, Wi-Fi and other wireless broadband technologies.

As for geographic markets and major customers, see Note 14.

b. Acquisition of Wavion:

On November 23, 2011, the Company completed the acquisition of all of the outstanding shares of Wavion Inc. and its subsidiary (together “Wavion”), a technology leader in outdoor WiFi applications for metro and rural areas with deployments in more than 75 countries. Wavion offers end-to-end solutions including access, backhaul, CPEs, management and service provisioning tools, and was acquired for for an aggregate consideration of $ 28,433. The total purchase price of Wavion was composed of the following:

Cash	$25,715
Earn out *)	2,718
Total purchase price	$28,433

*) The agreement stipulated for an Earn out based on performance milestones for up to an amount of $3,750. The performance milestone was for the period from acquisition date through December 31, 2011. The actual calculated Earn out amounted to $2,718 based on Wavion's result for the stipulated period and has been paid subsequent to the balance sheet date.

The acquired business provides a significant new market opportunity. The cash consideration was financed by a loan that we received from Silicon Valley Bank (“SVB”) (see Note 10) . The Company believes that the acquisition of Wavion will enable the Company to expand our solutions and to become a multi-technology wireless broadband solution powerhouse.

Certain shareholders are entitled to $ 785 if they will complete a retention period as Wavion's employees. This amount was placed in escrow as an assurance for employees' undertaking to continue their employment with the Company. If an employee does not complete full term of retention, the amount in escrow related to him will be released to the Company. This amount will be recorded as compensation and not as part of the purchase price of Wavion. As of December 31, 2011 there is a short term and long term prepaid balance of $ 565 and $ 171 relating to this amount, which will be recorded as compensation expense on a straight line basis over the retention period.

The acquisition was accounted for by the acquisition method. The results of operations were included in the consolidated financial statements of the Company commencing November 23, 2011. The consideration for the acquisition was attributed to acquired net assets and assumed liabilities on the basis of their fair value, based on a valuation performed by an outsourced advisor which included a number of factors.

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 1:- GENERAL (Cont.)

Identifiable intangible assets acquired included Customer relationships and Backlog which were valued using the income approach, and Technology which was valued using the income approach, specifically the “Relief From Royalty method”.

The Company also assumed a liability related to Wavion's Officer Chief Scientist ("OCS") royalty bearing grant obligation. The liability was valued based on 100% of the outstanding obligation discounted based on a Market Participant interest rate.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed:

Cash	$ 1,097
Trade receivables	3,760
Other receivables and prepaid expenses	942
Current deferred tax assets	1,334
Inventories	1,436
Property and equipment	1,317
Long-term deferred tax assets	6,480
Other intangible assets	22,009
Goodwill	13,087
Total assets acquired	51,462
Trade payables	(3,553)
Accrued expenses and other liabilities	(3,532)
Other long-term liabilities	(4,943)
Severance pay	(203)
Long-term loan	(2,984)
Long-term deferred tax liabilities	(7,814)
Total liabilities assumed	(23,029)
Net assets acquired	$ 28,433

The excess of cost of acquisition over the fair value of net tangible and identifiable intangible assets on acquisition amounted to $13,087, and was allocated to goodwill, which is due to primarily the expected synergies.

As part of the acquisition the Company incurred certain acquisition related expenses in an aggregate amount of $1,122. These expenses, as well as other transaction related expenses, have been recorded as Acquisition related expenses in the statement of operation.

Below are certain unaudited pro forma combined statements of income data for the years ended December 31, 2010 and 2011, as if the acquisition had occurred January 1, 2010, after giving effect to purchase accounting adjustments, including amortization of identifiable intangible assets. This pro forma financial information is not necessarily indicative of the combined results that would have been attained had the acquisition taken place at the beginning of 2010, nor is it necessarily indicative of future results. The amounts of revenue and earnings of Wavion since the acquisition date included in the consolidated statement for the the year ended December 31, 2011 was $ 4,316 and $1,013, respectively.

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 1:- GENERAL (Cont.)

	Year ended December 31,	
	2010	2011
	Unaudited	Unaudited
Total revenues	$ 215,413	$ 208,456
Net loss	106,409	42,738
Net loss per share basic and diluted	$ 1.71	$ 0.69

c. Acquisition of Clariton:

At the beginning of 2011, the Company acquired the intellectual property of Clariton Ltd., ("Clariton") for indoor wireless solution called Clariton's Distributed Antenna System (DAS) for no consideration. The Company also assumed Clariton's related OCS royalty bearing grant obligation, Clariton Networks.

d. Alvarion Ltd. has wholly-owned active subsidiaries in the United States, France, Romania, Brazil, Singapore, Mexico, Poland, Uruguay, Spain, South-Africa, Italy, Argentina, India, Chile, Taiwan, Indonesia, Canda, Japan and the Philippines primarily engaged in marketing, pre-sales, sales and developing activities.

e. Certain of the raw materials, components, and subassemblies included in the products manufactured by the Company's subcontractors, are obtained from and manufactured by a limited group of suppliers and manufaturers. Disruptions, shortages, termination of certain of these sources of supply, or termination of manufacturing subcontractors agreements could occur and could negatively affect the Company's financial condition and results of operations.

f. Discontinued operations of the Cellular Mobile Unit ("CMU"):

In September 2007, the Company converted convertible notes into LGC Wireless Inc. ("LGC") Common shares as part of an agreement to sell substantially all of the Company's assets and certain liabilities related to the Company's CMU, representing the majority of former interWAVE Communications International Ltd ("interWAVE") business. On November 30, 2007, ADC Telecommunication Inc. ("ADC"), a U.S. publicly traded company, completed its acquisition of LGC. As of December 31, 2008, the Company received approximately $ 16,100, out of which approximately $ 8,900 was received during 2008, in respect of the Common shares of LGC while an additional $ 1,000 was secured in escrow. During the year ended December 31, 2009 the Company received approximately $ 700 and the residual $ 300 represented all indemnification obligations, costs and expenses. The amount received of approximately $700 was recorded as additional proceeds in 2009 as "other income".

NOTE 1:- GENERAL (Cont.)

g. Goodwill impairment:

In accordance with ASC 350 "Intangibles - Goodwill and Others", the Company tests for goodwill impairment on an annual basis for its single reporting unit. The continuing global economic downturn during 2010 had negatively affected the Company and significantly reduced the Company's market capitalization. As a result of its impairment test, the Company determined that there would be no implied value attributable to its reporting unit's goodwill and fully impaired the recorded amount.

The Goodwill as of December 31, 2011 resulted from Wavion's acquisition. See also Note 2j.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements are prepared in accordance with U.S generally accepted accounting principles ("U.S. GAAP").

a. Use of estimates:

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions. The Company's management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

b. Financial statements in U.S. dollars ("dollars"):

A majority of the Company's revenues are generated in dollars. In addition, most of the Company's costs are denominated and determined in dollars. The Company's management believes that the dollar is the currency in the primary economic environment in which the Company operates. Thus, the functional and reporting currency of the Company is the dollar.

Accordingly, monetary accounts maintained in currencies other than the dollar are remeasured into dollars in accordance with Accounting Standards Codification ("ASC") 830, "Foreign Currency Matters". All transaction gains and losses from the remeasurement of monetary balance sheet items are reflected in the statement of operations as appropriate.

c. Principles of consolidation:

The consolidated financial statements include the accounts of Alvarion Ltd. and its wholly-owned subsidiaries. Intercompany transactions and balances, including profits from intercompany sales not yet realized outside the Company, have been eliminated in consolidation.

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ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

d. Cash equivalents:

Cash equivalents are short-term highly liquid investments that are readily convertible to cash, with maturities of three months or less at the date acquired.

e. Short-term bank deposits:

Bank deposits with maturities of more than three months and up to one year were included in short-term bank deposits. As of December 31, 2010 and 2011, most of the bank deposits are in U.S. dollars and bore interest at a weighted average interest rate of 0.81% and 2.48%, respectively. The deposits are presented at their cost, including accrued interest.

f. Held-to-maturity securities:

The Company accounts for investments in debt securities in accordance with ASC 320 "Investments - Debt and Equity Securities".

Management determines the appropriate classification of its investments in debt securities at the time of purchase and reevaluates such determinations at each balance sheet date. Debt securities are classified as held-to-maturity when the Company has the positive intent and ability to hold the securities to maturity, and are stated at amortized cost. The amortized cost of held-to-maturity securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization, impairment of value judged to be other than temporary, and interest are included in financial income, net.

For the years ended December 31, 2009, 2010 and 2011, all securities covered by ASC 320 were designated by the Company's management as held-to-maturity.

The Company recognizes an impairment charge when a decline in the fair value of its investments below the amortized cost basis is judged to be other-than-temporary. The Company periodically assesses whether its investments with unrealized losses are other than temporarily impaired.

Under the impairment model, an other-than-temporary impairment loss is recognized in earnings when the Company does not expect to recover the entire amortized cost basis of the security (that is, a credit loss exists). The amount of impairment to be recognized in earnings is limited to the amount related to credit losses, while impairment related to other factors is recognized in other comprehensive income.

For the years ended December 31, 2009, 2010 and 2011, no other-than-temporary impairment losses have been identified.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

g. Inventories:

The Company manages its inventory according to the FIFO method.

Inventories are stated at the lower of cost or market value. Cost is determined as follows:

Raw materials and components - using the "weighted moving average cost" method.

Work in progress and finished products are based on the cost of raw materials and components used and the cost of production including labor and overhead calculated on a periodic basis.

Inventory write-offs have been provided to cover risks arising from dead and slow moving items, technological obsolescence and excess inventories according to revenue forecasts.

During 2009, 2010 and 2011, the Company recorded inventory write-off for inventory and for inventory purchase commitments, for inventory no longer required in a total amount of $ 3,993, $ 4,897 and $ 2,580, respectively.

In 2009, 2010 and 2011, approximately $ 578, $ 388 and $ 375, respectively, of inventory previously written-off was used as product components in the Company's ordinary production course and was sold as finished goods to end users. The sales of these related manufactured products were reflected in the Company's revenues without an additional charge to the cost of sales in the period in which the inventory was utilized.

h. Property and equipment, net:

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets, at the following annual rates:

	%
Office furniture and equipment	6 - 15
Computers and electronic equipment	14 - 33
Motor vehicles	15
Leasehold improvements	Over the shorter of the related lease period or the life of the asset

i. Impairment of long-lived assets:

The Company's property and equipment and certain identifiable intangible assets are reviewed for impairment in accordance with ASC 360, "Property, Plant, and Equipment”, whenever events or changes in circumstances indicate

that the carrying amount of an asset may not be recoverable. Intangible assets that are not considered to have an indefinite useful life have been amortized using the straight-line basis over their estimated useful lives (Customer relationship 6 years and Technology 4-12 years). Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets (or asset group) exceeds the fair value of the assets (or asset group). For the year ended December 31, 2009, no impairment losses were recorded. As of December 31, 2010, all of the Company's intangible assets have been amortized or written off. In November 2011 due to the completion of Wavion acquisition, the Company recorded intangible assets in an amount of $22,009. Since the acquisition date, no indications for impairment have been noted.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

j. Goodwill:

The Company reviews goodwill for impairment annually and whenever events or changes in circumstances indicate its carrying value may not be recoverable in accordance with ASC 350 "Intangibles - Goodwill and Others".

Goodwill impairment testing is a two-step process. The first step involves comparing the fair value of a company's reporting units to their carrying amount. If the fair value of the reporting unit is determined to be greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is determined to be greater than the fair value, the second step must be completed to measure the amount of impairment, if any. Step two calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of the goodwill in this step is compared to the carrying value of goodwill. If the implied fair value of the goodwill is less than the carrying value of the goodwill, an impairment loss equivalent to the difference is recorded.

For purposes of testing goodwill in accordance with ASC 350 for the year ended December 31, 2010, the Company operated in one operating segment, and this segment comprises of a single reporting unit. During 2010, the global economic downturn had negatively affected the Company's results of operations with a significant reduction in the Company's market capitalization. In calculating the fair value of the reporting unit, the Company used Discounted Cash Flow (DCF) approach. The Company further applied a market approach, using multiples of earnings, to corroborate the results achieved in the estimated discounted cash flows model. As a result of performing step two, the Company's implied fair value of the reporting unit goodwill has decreased to zero.

For the year ended December 31, 2009 no impairment losses were recorded; In 2010, the Company recorded impairment of the outstanding Goodwill balance in the amount of $ 57,106.

The acquisition of Wavion in November 2011 has been incorporated into the single reportable segment of the Company. Nevertheless, Wavion’s full integration into the activity of the Company has not yet been completed. As part of Wavion acquisition, the Company recorded goodwill in amount of $13,087. Since the transaction occurred in November 2011, there are no indicators of impairment at December 31, 2011 and no outstanding Goodwill balances remained prior to the acquition, no annual impairment test has been completed and no impairment has been recorded in 2011.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

k. Income taxes:

The Company accounts for income taxes in accordance with ASC 740, "Income Taxes". This guidance prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to the amount that is more likely than not to be realized. The operating expenses for the year ended December 31, 2009 includes $ 783 income tax expenses respectively. These expenses were not presented in income tax due to immateriality.

The Company implements a two-step approach to recognize and measure uncertain tax positions. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% (cumulative basis) likely to be realized upon ultimate settlement.

The Company recognizes interest, if any, related to unrecognized tax benefits in financial expenses. The Company recognizes penalties, if any, related to unrecognized tax benefits for the year ended December 31, 2009 in general and administrative expenses and for the years ended December 31, 2010 and 2011 in taxes on income.

l. Accounting for stock-based compensation:

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation. ASC 718 requires companies to estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations.

During 2008, the Company granted 963,000 options at par value and Restricted Shares Unit to Management and Senior Executives, the vesting of which is subject to the Company achieving certain performance related ratios, 33% of each grant's vesting being accrued respectively on February 28, 2010, February 28, 2011 and February 28, 2012. The Company accounts for these grants in accordance with ASC 718 and estimates the fair value of equity based payment awards only when the achieving the performance criteria is probable. As of December 31, 2011, the performance related ratios for the first and second installments have not achieved, and the corresponding part (66%) of the grant has been cancelled. Further, the Company estimates that it is less than probable that the last installments' performance related ratio criteria will be achieved and has not recorded any expenses related to this equity based award. Subsequent to balances sheet date, the February 2012 performance criteria has not been met and an additional corresponding (33%) of the grant has been cancelled.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company recognizes compensation expenses for the value of its awards granted based on the straight line method over the requisite service period of each of the awards, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Estimated forfeitures are based on actual historical pre-vesting forfeitures.

The Company estimates the fair value of stock options granted under ASC 718 using the Black-Scholes-Merton option-pricing model that uses the weighted-average assumptions noted in the following table. The Company values restricted stock units and options granted at par value based on the market value of the underlying shares at the date of grant.

Expected volatility is based on historical volatility that is representative of future volatility over the expected term of the options. In 2009, 2010 and 2011, the expected term of options granted is estimated based on historical experience and represents the period of time that options granted are expected to be outstanding. The risk free interest rate is based on the yield of U.S. treasury bonds with equivalent terms. The dividend yield is based on the Company's historical and future expectation of dividends payouts. Historically, the Company has not paid cash dividends and has no foreseeable plans to pay cash dividends in the future.

	Year ended December 31,		
	2009	2010	2011
Volatility	56.1%	56.5%	59.4%
Risk-free interest rate	2.5%	1.45%	1.40%
Dividend yield	0%	0%	0%
Expected term	4.7 years	4.47 years	4.21 years
Average Forfeiture rate	8%	13%	19%

The Company's annual compensation cost for the years ended December 31, 2009, 2010 and 2011 totaled $ 4,246, $ 3,334 and $ 3,153, respectively.

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The total equity-based compensation expense related to all of the Company's equity-based awards, recognized for the years ended December 31, 2009, 2010 and 2011, was comprised as follows:

	Year ended December 31,		
	2009	2010	2011
Cost of goods sold	$ 331	$ 434	$ 295
Research and development	1,553	780	495
Sales and marketing	1,204	733	775
General and administrative	1,158	1,387	1,588
Equity-based compensation expenses	$ 4,246	$ 3,334	$ 3,153

m. Revenue recognition:

The Company generates revenues from sales of products, which include hardware and software, professional services and maintenance. Professional services include mainly installation, project management, consulting and training. The Company sells its products directly through its sales force and indirectly through a global network of distributors, system integrators and strategic partners, all of whom are considered end-users.

Revenues from maintenance and professional services are recognized ratably over the contractual period or as services are performed, respectively.

Revenues from products are recognized in accordance with ASC 605-10-S99-1 ("Revenue Recognition") and with ASC 605-25 "Multiple-Element Arrangements" as amended by ASU 2009-13, when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, the seller's price to the buyer is fixed or determinable, no further obligation exists and collection is probable.

The Company generally does not grant a right of return. However, the Company has granted to certain distributors limited rights of return on unsold products. Product revenues on shipments to these distributors are recognized based on their history of actual returns provided that all other revenue recognition criteria are met.

Starting January 1, 2011 the Company adopted the guidance of ASU 2009-13 "Multiple-Deliverable Revenue Arrangements", (amendments to FASB ASC Topic 605, Revenue Recognition) ("ASU 2009-13") and ASU 2009-14, "Certain Revenue Arrangements That Include Software Elements", (amendments to FASB ASC Topic 985, Software) ("ASU 2009-14"). ASU 2009-13 requires entities to allocate revenue in an arrangement using estimated selling prices of all deliverables in an arrangement based on a selling price hierarchy. The amendment eliminates the residual method of revenue allocation and requires revenue to be allocated using the relative selling price method. ASU 2009-14 removes tangible products from the scope of software revenue guidance and provides guidance in determining whether software deliverables in an arrangement that includes a tangible product are covered by the scope

of the software revenue guidance. Company's management determined that the software is incidental to the product as a whole and therefore ASC 985-605 and ASU 2009-14 should not apply.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company prospectively applied these provisions to all revenue arrangements entered into or materially modified after January 1, 2011. This guidance does not generally change the units of accounting for the Company's revenue transactions. Most products and services qualify as separate units of accounting and the revenue is recognized when the applicable revenue recognition criteria are met. The Company's arrangements generally do not include any provisions for cancellation, termination, or refunds that would significantly impact recognized revenue. While certain of the Company's bundled products are now accounted for following the ASU 2009-13 amendments to ASC 605, the impact of the adoption of these standards was immaterial in 2011 and is expected to remain so in periods after adoption.

The Company's revenue recognition policies provide that, when a sales arrangement contains multiple elements, the Company allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence ("VSOE"), if available, third party evidence ("TPE") if VSOE is not available, or estimated selling price ("ESP") if neither VSOE nor TPE is available. The Company establishes VSOE of selling price using the price charged for a deliverable when sold separately and, when they have not yet sold the deliverable separately, using the price established by management having the relevant authority. When VSOE cannot be established, the Company establishes selling price of each element based on TPE. TPE is determined based on competitor prices for similar deliverables when sold separately. The best estimate of selling price is established considering several external and internal factors including, but not limited to, historical sales, pricing practices and geographies in which the Company offers its products. The determination of ESP is judgmental.

For arrangements which include multiple elements, the Company considers the sale of equipment, professional services and maintenance to be three separate units of accounting in the arrangement in accordance with ASC 605-25, Since all three elements have value to the customer on a standalone basis.

Equipment includes the software as the software is deemed incidental to the product as a whole. The Equpiment element price was obtained by using management's best estimate based on the historical prices sold by the Company. The historical prices have been allocated based on product and region, due to variances between the regions in which the products have been sold.

Professional Services prices were based on TPE for which the Company has accumulated the prices from its suppliers throughout the year.

Maintenance price has been established using VSOE of the selling price of maintenance services, based on the price charged when sold separately at renewal.

In transactions where a customer's contractual terms include a provision for customer acceptance, revenues are recognized either when such acceptance has been obtained or the acceptance provision has lapsed.

Advances from customers include advances and payments received from customers, for which revenue has not yet been recognized.

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ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

n. Warranty costs:

The Company provides a 14 to 21 month warranty period for all of its products lines. The specific terms and conditions of a warranty vary depending upon the product sold and customer it is sold to. The Company estimates the costs that may be incurred under its warranty and records a liability in the amount of such costs at the time a product is delivered. Factors that affect the Company's warranty liability include the number of units, historical rates of warranty claims and cost per claim. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Changes in the Company's warranty allowance during the period are as follows:

	Year ended December 31,		
	2009	2010	2011
Balance at the beginning of the year	$ 3,186	$ 1,880	$ 1,605
Warranties issued during the year	1,552	1,447	500
Settlements/adjustments made during the year	(2,858)	(1,722)	(1,457)
Balance at the end of the year	$ 1,880	$ 1,605	$ 648

o. Research and development:

Research and development costs, net of participation funding received and grants, are charged to the statement of operations as incurred. See also Note 15b.

p. Participations and grants:

Grants and participations received for funding approved research and development projects are recognized at the time the Company is entitled to such grants, on the basis of the costs incurred and included as a deduction from research and development costs.

q. Severance pay and long term employee liabilities:

The Company's agreements with the majority of its employees in Israel are under section 14 of the Severance Pay Law -1963. The Company's contributions for severance pay shall be instead of its severance liability. Upon contribution of the full amount from the employee's monthly salary, no additional calculations shall be conducted between the parties regarding the matter of severance pay and no additional payments shall be made by the Company to the employee. Further, the related obligation and amounts deposited on behalf of such obligation are not stated on the balance sheet, as the Company is legally released from obligation to employees once the deposit amounts have been paid.

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Additional payments have been paid to Company's employees at the time of termination by the Company. The estimation of those payments is appropriately recorded as a liability at each of the balance sheet date.

Severance pay expenses for the years ended December 31, 2009, 2010 and 2011 were $ 3,059, $ 3,059 and $ 2,218, respectively.

r. Advertising expenses:

Advertising expenses are carried to the statement of operations as incurred. Advertising expenses for the years ended December 31, 2009, 2010 and 2011 were $ 1,923, $ 1,652 and $ 1,094, respectively.

s. Basic and diluted net loss per share:

Basic net loss per share is computed based on the weighted average number of Ordinary shares outstanding during each year. The diluted net earnings per share are computed based on the weighted average number of Ordinary shares outstanding during each year plus dilutive potential equivalent Ordinary shares considered outstanding during the year, in accordance with ASC 260, "Earnings Per Share". For the years ended December 31, 2009, 2010 and 2011, all outstanding options to purchase shares were excluded from the calculation of diluted loss per share because their effect on the loss per share is anti-dilutive.

t. Concentration of credit risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, short-term bank deposits, marketable securities, trade receivables and foreign currency derivative contracts.

The majority of the Company's cash and cash equivalents and short-term bank deposits are invested in U.S. dollar deposits with major U.S., European and Israeli banks, and the foreign currency derivative contracts are with the same banks. Deposits in the U.S. may be in excess of insured limits and are not insured in other jurisdictions. Generally cash and cash equivalents and short term deposits may be redeemed on demand and therefore low credit risk exists with respect to these investments.

The Company's marketable securities include investments in debentures of U.S. corporations and U.S. government agencies.

Since the turmoil in capital markets the Company tightened its control and monitoring over its marketable securities portfolio in order to minimize potential risks. Such measures included among others: Company's investment policy is approved by the Investment Committee, limits on the amount the Company may invest in any one type of investment or issuer and the grade of the security, thereby reducing credit risk concentrations.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The trade receivables of the Company are derived from sales to customers located primarily in North and South America, Asia Pacific, Africa and Europe and represent amounts with maturity dates of less than one year. Customers balances with maturity dates exceeding one year, are disclosed as Long Term Trade Receivables. Under certain circumstances, the Company and its subsidiaries may require letters of credit, other collateral, additional guarantees or advance payments. The Company obtains credit insurance where applicable. The Company and its subsidiaries perform ongoing credit evaluations of their customers and establish an allowance for doubtful accounts based upon a specific review of their accounts.

Allowance for doubtful accounts amounted to $ 5,052 and $ 5,525 as of December 31, 2010 and 2011, respectively. Balance as of December 31, 2011, includes allowance for doubtful accounts from Wavion acquisition in amount of $294. The Company charges off receivables when they are deemed uncollectible. Actual collection experience may not meet expectations and there may be an effect in the Company's ability to collect customers' debts in a timely manner or at all and this may result in increased bad debt expense.

Total doubtful debts expenses during 2009, 2010 and 2011 amounted to $ 904, $ 4,604 and $ 1,994, respectively. The 2010 expense is mainly a result of a single customer for which the Company deemed the balance as uncollectable. Total write offs amounted $ 0, $ 690 and $ 1,815 in 2009, 2010 and 2011, respectively.

u. Fair value of financial instruments:

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Includes other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In accordance with ASC 820 "Fair Value Measurements and Disclosures", the Company measures its foreign currency derivative contracts at fair value using a market approach valuation technique based on marketplace observable inputs foreign exchange rates, as follows:

	December 31, 2011			
	Fair value measurements using input type			
	Level 1	Level 2	Level 3	Total
Assets:				
Foreign currency option	$ -	$ 16	$ -	$ 16
Foreign currency forwards	-	86	-	86
Total financial assets	$ -	$ 102	$ -	$ 102
Liabilities:				
Foreign currency option	$ -	$ 1,033	$ -	$ 1,033
Foreign currency forwards	-	1,657	-	1,657
Total financial liabilities	$ -	$ 2,690	$ -	$ 2,690

	December 31, 2010			
	Fair value measurements using input type			
	Level 1	Level 2	Level 3	Total
Assets:				
Foreign currency option	$ -	$ 524	$ -	$ 524
Foreign currency forwards	-	2,176	-	2,176
Total financial assets	$ -	$ 2,700	$ -	$ 2,700
Liabilities:				
Foreign currency option	$ -	$ 41	$ -	$ 41
Foreign currency forwards	-	133	-	133
Total financial liabilities	$ -	$ 174	$ -	$ 174

The carrying amounts of cash and cash equivalents, short-term bank deposits, trade receivables, trade payables and loan approximate their fair values, due to the short-term maturities of these instruments.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

v. Derivative instruments:

The Company accounts for derivatives and hedging based on ASC 815 "Derivatives and Hedging". ASC 815 requires a company to recognize all derivative instruments on the balance sheet at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation.

The Company has instituted a foreign currency cash flow hedging policy in order to hedge against the risk of overall changes in future cash flows for a period of approximately 1 year resulting from foreign currency trade payables and salary payments during the year. The Company hedges portions of its forecasted expenses denominated in NIS and Romanian New Lei ("RON") with currency forwards contracts and put and call options. These forward and option contracts are designated as cash flow hedges. The Company does not have a master netting policy and as such each arrangement is accounted for separately.

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in current earnings during the period of change. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in current earnings during the period of change.

During 2010-2011 the Company performed organizational changes and headcount reductions, and as a result the payroll and trade payables payments have decreased. There was an ineffective portion of the hedging in an amount of $96 and $ 3, respectively which has been recognized in statement of operations in the financial income (expense) net, as ineffective hedge portion. The Company does not enter into derivative transactions for trading purposes.

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

As of December 31, 2011, the Company recorded accumulated other comprehensive loss in the net amount of $ 2,674 (as further detailed in the following tables) from its currency forward and put and call options transactions with respect to trade payables and payroll expenses expected to be incurred during 2012 and 2013. Such amount will be reclassified into earnings within the next 13 months.

The notional principal of foreign exchange contracts to purchase NIS with U.S. dollars was $39,700 and $ 81,158 at December 31, 2010 and 2011, respectively. The notional principal of foreign exchange contracts to purchase RON with U.S. dollars was $ 3,750 and $ 5,750 at December 31, 2010 and 2011, respectively.

The fair value of the Company's outstanding derivative instruments qualified as hedging instruments at December 31, 2010 and 2011 is summarized below:

	Balance sheet location	December 31, 2010	2011
Assets			
Foreign exchange option contracts	Other accounts receivable and prepaid expenses	$ 523	$ 16
Foreign exchange forward contracts		2,116	-
		$ 2,639	$ 16
Liabilities			
Foreign exchange option contracts	Other accounts payable and accrued expenses	$ (40)	$ (1,033)
Foreign exchange forward contracts		-	(1,657)
		$ (40)	$ (2,690)
Derivatives assets (liabilities), net		$ 2,599	$ (2,674)

ALVARION LTD. AND ITS SUBSIDIARIES

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The effect of derivative instruments in cash flow hedging relationships on income (loss) and other comprehensive income (loss) for the years ended December 31, 2009, 2010 and 2011 is summarized below:

	Increase (decrease) in gains recognized in other comprehensive income (loss) on derivative (effective portion) Year ended December 31,		
	2009	2010	2011
Derivative in cash flow hedging relationship			
Foreign exchange option contracts	$ 3,781	$ 662	$ (1,177)
Foreign exchange forward contracts	2,124	2,428	(1,229)
	$ 5,905	$ 3,090	$ (2,406)

The following is the change in the other comprehensive income (loss) of unrealized gains on foreign currency cash flow hedge during 2011:

	Other comprehensive income (loss)
Other comprehensive income from unrealized gains on foreign currency cash flow hedge as of January 1, 2011	$ 2,599
Reclassification to earnings of realized gains on foreign currency cash flow hedge	(2,867)
Unrealized net losses on foreign currency cash flow hedge	(2,406)
Other comprehensive loss from losses on foreign currency cash flow hedge as of December 31, 2011	$ (2,674)

		Gains (losses) reclassified from other comprehensive income (loss) into income (expenses) (effective portion) Year ended December 31,		
	Location	2009	2010	2011
Derivative in cash flow hedging relationship				
Foreign exchange option contracts	Cost of sales and operating expenses	$ (2,390)	$ 175	$ 273
Foreign exchange forward contracts	Cost of sales and operating expenses	(207)	2,441	2,591

	$ (2,597)	$ 2,616	$ 2,864

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company entered into forward contracts to hedge the fair value of assets and liabilities denominated in Euros. As of December 31, 2010, the Company had outstanding forward contracts that did not meet the definition of hedge accounting, in the notional amount of $ 5,938, the fair value of which is presented in other accounts payable and accrued expenses, and in the notional amount of $ 1,395 the fair value of which is presented in other accounts receivable and prepaid expenses. These contracts were for a period of up to twelve months. As of December 31,2011, the Company had outstanding forward contracts that did not meet the definition of hedge accounting, in the notional amount of $1,142, the fair value of which is presented in other accounts receivable and prepaid expenses. The Company measured the fair value of the contracts in accordance with ASC 820 at level 2. The net gains (losses) recognized in statement of operations in the financial income (expenses) net during 2009, 2010 and 2011 were $ (128), $ 528 and $ (307), respectively.

w. Comprehensive income:

The Company accounts for comprehensive income in accordance with ASC 220 "Comprehensive Income". This Statement establishes standards for the reporting and display of comprehensive income and its components in a full set of general purpose financial statements. Comprehensive income generally represents all changes in shareholders' equity during the period except those resulting from investments by, or distributions to, shareholders. The Company determined that its items of comprehensive income relate to gains and losses on hedging derivative instruments.

x. Treasury stock:

The Company repurchases its Ordinary shares from time to time in the open market and holds such shares as treasury stock. The Company presents the cost to repurchase treasury stock as a reduction of shareholders' equity.

y. Investment in affiliate:

The Company accounts for its investment in an affiliate in which the Company holds less than 20%, using the cost method of accounting since the Company does not have the ability to exercise significant influence over operating and financial policies of this investee.

The Company's investment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. Following the Company's decision not to continue funding the affiliate, the Company's holding was diluted into an immaterial amount during 2009, and the Company recorded an impairment of the entire investment in the amount of $ 1,554 in the year end December 31, 2009.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

z. Restructuring and other charges:

During 2009 and 2010, the Company implemented separate restructuring plans, their main purposes were to close and minimize several internal activities, reorganize its units, and reduce headcount of approximately 90 and 160 employees, respectively. During 2011 the Company implemented an additional plan for cost reduction and organizational changes to certain of the Company's units of operations and reduced by 194 the Company's headcount. The Company recorded in 2009, 2010 and 2011 charges of $ 2,787, $ 3,573 and $ 12,040, respectively. In addition to the charges to short and long term accrued amounts below, these charges included $ 282, $ 343 and $ 650, respectively, related to write-offs of leasehold improvements due to abandonment of rental premises as a result of the above mentioned plans. The 2011 plan also included costs amounting to approximately $ 3,000 due to fixed assets disposals, $ 154 due to reverse of grants receivable and $ 359 prepaid service R&D. The Company has accounted for the restructuring and cost reduction plans in accordance with ASC 420 "Exit or Disposal Cost Obligations".

As of December 31, 2011, the short term components of the restructuring and cost reduction plan accrual are as follows:

	Employee termination benefits	Repayments of grants	Lease abandonment	Other	Total
Balance as of January 1, 2010	$ 1,190	$ 923	$ 340	$ 42	$ 2,495
Charges	1,868	-	1,175	186	3,229
Cash outlays	(2,777)	-	(917)	(175)	(3,869)
Balance as of December 31, 2010	281	923	598	53	1,855
Charges (Reverse)	2,954	(923)	3,158	1,526	6,715
Cash outlays	(1,785)	-	(1,881)	(427)	(4,093)
Balance as of December 31, 2011	$ 1,450	$ -	$ 1,875	$ 1,152	$ 4,477

As of December 31, 2011, the long term components of the cost reduction plan amounted to $ 547 and are presented as Long term accrued expenses. These costs are due to lease abandonment and are expected to be paid during 2013.

The restructuring and other charges do not include the impact related to stock based compensation (for stock based compensation see Note 12c).

aa. Transfers of financial assets:

ASC 860 "Transfers and Servicing", establishes a standard for determining when a transfer of financial assets should be accounted for as a sale. The Company's arrangements are such that the underlying conditions are met for the transfer of financial assets to qualify for accounting as a sale, excluding transactions presented below as a secured borrowing. The transfers of financial assets are typically performed by the factoring of receivables to three Israeli financial institutions.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

During the years ended December 31, 2009, 2010 and 2011, the Company sold trade receivables to Israeli financial institutions in a total amount of $ 44,991, $ 43,046 and $ 52,303, respectively. Control and risk of those trade receivables were fully transferred in accordance with ASC 860. As of December 31, 2010 and 2011, the Company had a transaction that did not meet the guidance of ASC 860 and is presented as a secured borrowing as part of other accounts payable and accrued expenses in the amount of $ 1,770 and $ 987, respectively.

The agreements, pursuant to which the Company sells its trade receivables, are structured such that the Company (i) transfers the proprietary rights in the receivable from the Company to the financial institution; (ii) legally isolates the receivable from the Company's other assets, and presumptively puts the receivable beyond the lawful reach of the Company and its creditors, even in bankruptcy or other receivership; (iii) confers on the financial institution the right to pledge or exchange the receivable; and (iv) eliminates the Company's effective control over the receivable, in the sense that the Company is not entitled and shall not be obligated to repurchase the receivable other than in case of failure by the Company to fulfill its commercial obligation.

The aggregate amounts of financing expense related to the sales of trade receivables for the years ended December 31, 2009, 2010 and 2011 were $ 661, $ 578 and $ 818, respectively.

ab. Business Combination:

According to ASC 805 "Business Combination", the Company recognizes assets acquired, liabilities assumed and any non-controlling interest at the acquisition date measured at their fair values as of that date. ASC 805 also requires the fair value of acquired in-process research and development to be recorded as intangibles with indefinite lives, contingent consideration to be recorded on the acquisition date, and restructuring and acquisition-related deal costs to be expensed as incurred. According to ASC 805, the Company is required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired, and liabilities assumed based on their estimated fair values. In allocating the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed, the Company developed the required assumptions underlying the valuation work. Critical estimates in valuing certain of the intangible assets include but are not limited to: future expected cash flows from customer contracts, customer lists and distribution agreements,. Management’s estimates of fair value are based upon assumptions believed to be reasonable, utilizing a market participant approach, but which are inherently uncertain and unpredictable. Assumptions may be incomplete or inaccurate, and unanticipated events and circumstances may occur.

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

ac. Impact of recently issued Accounting Standards:

In May 2011, the Financial Accounting Standards Board, or FASB issued ASU 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs, codified in ASC 820 "Fair Value Measurement". The guidance requires an entity to use a consistent definition of fair value to ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. The guidance changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements, and will become effective for the Company beginning January 1, 2012. The Company does not expect the adoption of this new guidance to have a material impact on its financial statements.

In June 2011, the FASB issued ASU 2011-05 Presentation of Comprehensive Income, codified in ASC 220 "Comprehensive Income". The guidance requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The guidance also eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued ASU 2011-12, deferring indefinitely the effective date for some of the amendments outlined in ASU 2011-05, but the remainder of its provisions will become effective for the Company beginning January 1,2012. The Company is still evaluating whether to present other comprehensive income in a single continuous statement of comprehensive income or in two separate but consecutive statements.

In September 2011, the FASB issued ASU 2011-08, Testing Goodwill for Impairment, codified in ASC 350 "Intangibles – Goodwill and Other". The revised accounting standard update intends to simplify how an entity tests goodwill for impairment. The amendment will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. This accounting standard update will be effective for the Company beginning January 1, 2012. The Company does not expect the adoption of this new guidance to have a material impact on its financial statements.

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NOTE 3:- MARKETABLE SECURITIES

The following is a summary of held-to-maturity marketable securities:

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair market value
December 31, 2011:				
Maturing within one year:				
Corporate bonds	$ 1,644	$ 6	$ -	$ 1,650
	$ 1,644	$ 6	$ -	$ 1,650
December 31, 2010:				
Maturing within one year:				
U.S. Government agencies	$ 1,318	$ 4	$ -	$ 1,322
Corporate bonds	14,816	120	(1)	14,935
	16,134	124	(1)	16,257
Maturing over one year:				
Corporate bonds	2,564	18	-	2,582
	2,564	18	-	2,582
	$ 18,698	$ 142	$ (1)	$ 18,839

During 2011, a security with maturity date in 2012 and a callable feature was called by its issuer. This security was classified as held to maturity since at the acquisition there was no significant premium related to it, The net carrying amount of this security on the date of sale amounted to $ 808. The realized gain amounted to $ 1.

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NOTE 4:- OTHER ACCOUNTS RECEIVABLE AND PREPAID EXPENSES

	December 31, 2010	December 31, 2011
Government authorities	$ 3,648	$ 2,625
Deposits	717	672
Derivatives	2,700	102
Prepaid expenses	1,390	1,351
Advances to suppliers and others	2,352	2,908
	$ 10,807	$ 7,658

NOTE 5:- INVENTORIES

See also Note 2g.

	December 31, 2010	December 31, 2011
Raw materials and components	$ 12,746	$ 19,727
Work in progress	8,317	6,190
Finished products *)	35,015	10,298
	$ 56,078	$ 36,215

*) Includes inventory held by customers in the amount of $ 15,082 and $ 654 as of Decemeber 31, 2010 and 2011, respectively.

NOTE 6: - OTHER LOSS RELATED TO SHORT TERM INVESTMENT

On February 11, 2010, the Company and one of its customers (the "Customer") entered into a Note Purchase Agreement (the "Note Purchase Agreement"). Pursuant to the Note Purchase Agreement, the Company purchased from the Customer subordinated convertible promissory notes in the aggregate original principal amount of up to $ 7,000 (the "Notes") in 2010.

The outstanding principal balance of the Notes together with interest accrued and unpaid to date shall be due and payable at any time on or after such date that is the earliest of (a) August 11, 2011, (b) an Event of Default (as defined in the Notes), (c) at the Company's election, upon the consummation of an Acquisition Event or an Equity Financing (as defined in the Notes).

The Company's investment in the Note was reviewed for impairment whenever events or changes in circumstances indicated that the carrying amount of the investment may not be recoverable. The Company does not expect to collect,

therefore following the Company's review for impairment of the Note, the Company recorded an impairment of the entire investment in the amount of $ 7,000 in the year ended December 31, 2010. The Company has not collected any portion of the Note in 2011.

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NOTE 7: - PROPERTY AND EQUIPMENT

	December 31,	
	2010	2011
Cost:		
Office furniture and equipment	$ 5,218	$ 4,869
Computers and electronic equipment	52,598	48,974
Motor vehicles	100	79
Leasehold improvements	4,574	3,729
	62,490	57,651
Accumulated depreciation:		
Office furniture and equipment	2,480	2,527
Computers and manufacturing equipment	42,497	42,672
Motor vehicles	20	24
Leasehold improvements	2,890	2,654
	47,887	47,877
Depreciated cost	$ 14,603	$ 9,774

Depreciation expenses for the years ended December 31, 2009, 2010 and 2011 amounted to $ 7,231, $ 6,662 and $ 5,433, respectively.

During 2011, the Company recorded disposals and sales of property and equipment in the amount of $ 9,500 and accumulated depreciation in the amount of $ 5,443, out of which the amount of $ 8,516 and related accumulated depreciation in the amount of $ 4,842 was associated with the Company's restructuring activities.

NOTE 8:- INTANGIBLE ASSETS, NET

	December 31,	
	2010	2011
Cost:		
Current technology	$ 17,871	$ 18,557
Customer relations	500	1,874
Backlog	-	1,578
	18,371	22,009
Accumulated amortization:		
Current technology	17,871	160
Customer relations	500	26
Backlog	-	1,578

		18,371		1,764
Amortized cost	$	-	$	20,245

U.S. dollars in thousands, except share and per share data

NOTE 8:- INTANGIBLE ASSETS, NET (Cont.)

Amortization expenses for the years ended December 31, 2009, 2010 and 2011 amounted $ 132, $ 130 (including an impairment of the remaining other intangible assets, in amount of $ 4) and $ 1,764, respectively. Intangibles and the related accumulated amortization of $18,371 at December 31, 2010 were written off in 2011.

See also Note 1b regarding Wavion acquisition

Estimated amortization expenses for the years ended:

Year ended December 31,	Amortization expenses
2012	$ 2,235
2013	2,235
2014	2,235
2015	2,188
2016	1,671
Thereafter	9,681
	$ 20,245

NOTE 9:- OTHER ACCOUNTS PAYABLE AND ACCRUED EXPENSES

	December 31, 2010	2011
Service providers, consultants and accrued expenses	$ 9,768	$ 11,139
Employees and payroll accruals	11,061	14,013
Advances from customers	4,519	2,246
Provision for agent commissions	3,777	2,695
Secured borrowings *)	1,770	987
Restructuring and other charges **)	1,855	4,477
Warranty provision	1,605	648
Royalties	1,214	2,355
Derivatives	174	2,690
Advances from grants	570	1,413
Earn out provision	-	2,718
Others	64	60
	$ 36,377	$ 45,441

*) See Note 2aa.

**) See also Note 2z .

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NOTE 10:- LONG TERM LOAN

a. On June 21, 2011, the Company entered into a Loan & Security Agreement (the "Agreement"), with Silicon Valley Bank ("SVB"), whereby SVB provided a $ 30,000 credit line for the financing the acquisition of Wavion. The Company fully utilized the credit line on November 18, 2011.

As part of the transaction, the Company pledged all of its assets under a floating charge, and created a fixed charge on its Intellectual Property ("IP") rights and receivables (. The Agreement with SVB contains various provisions related to compliance with financial covenants, restrictive covenants, including negative pledges, and other commitments , typically contained in facility agreements of this type. The credit line consist of Facility A ($25,000) and Facility B ($5,000).

Facility A will be repaid in thirty six (36) equal monthly installments starting March 1st, 2012. Interest rate applicable to Facility A is LIBOR for three months plus 4.75%, payable monthly starting December 1, 2011. Facility B will be repaid in one (1) installment after thirty six (36) months following first repayment of Facility A of the credit line. Interest rate applicable to Facility B is LIBOR for three months plus 4.50%, payable monthly starting December 1, 2011.

The Agreement was amended on January 31, 2012 with effective date as of December 31, 2011 to reflect certain changes to the Agreement (for example, changing the financial covenants). As of December 31, 2011, the Company was in full compliance with the covenants of the amended Agreement.

As of April 1, 2012 the Company was in breach of certain financial covenants set forth in the Long Term Loan but on April 25, 2012, it reached a general agreement with SVB for the grant of a temporary forbearance of the breached covenants and a modification of the terms of the Long Term Loan, which terms include (i) an increase of the interest rate applicable to Facility A and Facility B to LIBOR for three months plus 5.85% and (ii) the early repayment of $5,000 and $2,222 as of April 30, 2012 and July 1, 2012, respectively, of principal on the Long Term Loan.

b. As of December 31, 2011, the aggregate annual maturities according to the loan agreement are as follows:

Year ended December 31,	Repayment amount
2012 (current maturities)	$ 12,813
2013	5,625
2014	5,625
2015	5,937
Total	$ 30,000

c. In respect of the loan provided, the Company is required to meet certain financial covenants which includes non-gaap adjusted profit/loss, quick asset ratio and account receivable levels.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES

a. Premises occupied by the Company are leased under various lease agreements. The lease agreements for these premises will expire in 2012-2015.

The Company has leased various motor vehicles and computers under operating lease agreements. These leases expire in fiscal year 2014.

Future minimum rental payments under such leases as of December 31, 2011 are as follows:

	Rental of premises	Lease of computers	Lease of motor vehicles
2012	$ 3,657	$ 143	$ 1,133
2013	1,463	43	638
2014	130	6	235
2015	28	-	-
	$ 5,278	$ 192	$ 2,006

Rental of premises expenses for the years ended December 31, 2009, 2010 and 2011, were $ 6,809, $ 6,442 and $ 5,363, respectively. Motor vehicle leasing expenses for the years ended December 31, 2009, 2010 and 2011, were $ 3,633, $ 2,961 and $ 1,896, respectively. Computer leasing expenses for the years ended December 31, 2009, 2010 and 2011, were $ 542, $ 497 and $ 226, respectively.

b. Litigation:

On November 21, 2001, a purported Class Action lawsuit ("the Action") was filed against interWAVE (a company merged into the Company in 2003), certain of its former officers and directors, and certain of the underwriters for interWAVE's initial public offering ("the IPO"). On April 19, 2002, the plaintiffs filed an amended complaint. The amended complaint alleged that the prospectus from interWAVE's IPO failed to disclose certain alleged improper actions by various underwriters for the offering, in violation of the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended ("the Exchange Act"). Similar complaints have been filed concerning more than 300 other IPOs; all of these cases have been coordinated as In re Initial Public Offering Securities Litigation, 21 MC 92. On October 8, 2002, the Court entered an Order of Dismissal as to all of the individual defendants in the IPO litigation, without prejudice. In 2007, a settlement that had been pending with the Court since 2004, was terminated by stipulation. After a ruling by the Second Circuit Court of Appeals in six "focus" cases in the coordinated proceedings (interWAVE is not one of the six test cases) made it unlikely that the settlement would receive final Court approval, plaintiffs filed amended master allegations and amended complaints in the six test cases. In 2008, the Court largely denied the defendants' motion to dismiss the amended complaints.

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NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

This action has been resolved through a global settlement of the coordinated litigation. Under the settlement, the insurers pay the full amount of the settlement share allocated to the Company, and the Company bears no financial liability. InterWAVE, as well as the officer and director defendants who were previously dismissed from the Action pursuant to tolling agreements, receive complete dismissals from the case. On October 5, 2009, the Court entered an order granting final approval of the settlement. Although certain objectors filed appeals, by early 2012 all of those appeals had been withdrawn or dismissed and the settlement is now final.

c. Guarantees:

As of December 31, 2011, the Company:

Had outstanding bank guarantees in the total amount of approximately $ 4,647, in favor of customers, lessors and Government authorities.

d. Royalties:

The Company's research and development efforts have been partially financed through grants from the Office of the Chief Scientist ("OCS") of the Israeli Government. The Company entered an arrangement during 2003 with the OCS in Israel's Ministry of Industry and Trade where it participates in new OCS programs under which the Company is eligible to receive grants for research and development projects without any royalty repayment obligations, excluding OCS programs grants resulting from the acquisition of InnoWave, Clariton Networks and Wavion which were not included in this arrangement.

The Company did not receive grants-bearing royalties from the OCS during the years 2006 until 2011. Through the 2011 acquisition of Wavion (see Note 1b), the Company assumed Wavion's royalty bearing grant, and the royalties assumed has been recognized as a liability as part of the acquisition. In return for the OCS's participation for some of the grants applications (from InnoWave, Clariton Networks and Wavion), the Company is committed to pay royalties to the Israeli Government at the rate of 3.5% of sales of products in which the Israeli Government has participated in financing the research and development, up to the amounts granted. The grants received bear annual interest at LIBOR as of the date of approval. The grants are presented in the consolidated statements of operations as an offset to related research and development expenses.

Repayment of the grants is not required in the event that there are no sales of products developed within the framework of such funded programs. Royalties payable to the OCS are recorded as they become due and are classified as cost of sales. Royalty expenses relating to OCS grants included in cost of sales for the years ended December 31, 2009, 2010 and 2011, amounted to $ 159, $ 67 and $ 186, respectively. The maximum amount of the contingent liability related to royalty bearing grants payable to the Israeli Government was approximately $ 23,651 as of December 31, 2011.

NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

e. Liens:

Pursuant to its Loan and Security Agreement with SVB (see note 10), the Company pledged all of its assets under a floating charge and created a fixed charge on its IP rights and receivables.

NOTE 12:- SHAREHOLDERS' EQUITY

a. The Company's shares are listed for trading on the NASDAQ National Market and on the Tel-Aviv Stock Exchange.

b. Shareholders' rights:

The Ordinary shares confer upon the holders rights to receive notice to participate and vote in general meetings of the Company, to receive dividends, if and when declared and to receive, upon liquidation, a pro rata share of any remaining assets.

c. Share options:

The Company has six stock option plans under which 34,886,495 Ordinary shares were reserved for issuance.

In 2006, the Company adopted the 2006 shares options plan ("the 2006 Plan"). Under the 2006 Plan, the Company may grant restricted share units ("RSU"), restricted shares, options and other equity awards to employees, directors, consultants, advisers and service providers of the Company and its subsidiaries.

Pursuant to the 2006 Plan, 1,500,000 Ordinary shares were initially reserved for issuance upon the exercise of awards granted under the 2006 Plan. The number of Ordinary shares available for issuance under the 2006 Plan shall be reset annually on April 1 of each year to equal 4% of the total outstanding shares as of such reset date. The Company also grants its options under 2002 Plan. Options that are cancelled or forfeited become available for future grants. RSUs vest over a three year period of employment and may be subject to performance criteria. RSUs that are cancelled or forfeited become available for future grants.

During 2009, 2010 and 2011, the Company did not grant any performance based options. The Company did not record compensation expenses for 963,000 performance based options that were granted during 2008 since as of December 31, 2011, the Company did not reach the performance targets and the plan was canceled. During 2011, 174,000 performance based options were forfeited.

NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

Under the terms of the Company's plans, options generally vest ratably over a period of up to four years, commencing on the date of grant. The options expire no later than 6 years from the date of grant (under the old plans the options expired after 10 years), and are non-transferable, except under the laws of succession. Each option may be exercised to purchase one Ordinary share for an exercise price that is generally equal to the fair market value of the underlying share on the date of grant. Part of the options under the 2006 plan were granted at par value.

As of December 31, 2011, 9,212,839 Ordinary shares of the Company are still available for future grants under the various option plans.

A summary of option activity under the Company's stock option plans as of December 31, 2011 and changes during year than ended are as follows:

	Year ended December 31, 2011			
	Amount of options	Weighted average remaining contractual term (in years)	Weighted average exercise price	Aggregate intrinsic value
Options outstanding at beginning of year	11,178,511	3.68	$ 5.55	$ 4,938
Changes during the year:				
Granted	1,771,573		$ 1.49	
Exercised	(118,065)		$ 0.08	
Forfeited or cancelled	(3,518,691)		$ 5.60	
Options outstanding at end of year	9,313,328	2.95	$ 4.83	$ 1,447
Options vested or expected to vest	8,233,146	2.66	$ 5.26	$ 1,214
Options exercisable at end of year	6,164,768	2.00	$ 6.51	$ 459

The weighted-average grant-date fair value of options granted during the years ended December 31, 2009, 2010 and 2011 was $ 4.95, $ 2.44 and $ 0.92, respectively. The weighted-average fair value of the options vested during the year ended December 31, 2011 was $ 2.81. The total intrinsic value for the options exercised for the years ended December 31, 2009, 2010 and 2011 was, $ 436, $ 169 and $ 107, respectively.

As of December 31, 2011, there was approximately $ 4,003 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Company's stock option plans. That cost is expected to be recognized over the next 3 years.

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NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

The options outstanding as of December 31, 2011, have been separated into ranges of exercise prices, as follows:

Exercise price (range)	Options outstanding as of December 31, 2011	Weighted average remaining contractual life (years)	Weighted average exercise price	Options exercisable as of December 31, 2011	Remaining contractual life (years for exercisable options)	Weighted average exercise price
$ 0-0.003	1,579,466	4.13	0.003	506,345	3.15	0.003
$ 0.84-1.17	320,500	6.27	0.94	-	-	-
$ 1.49-2.19	2,017,323	3.32	1.99	1,044,174	1.42	2.04
$ 2.57-3.74	1,332,018	2.67	3.13	855,060	2.18	3.16
$ 3.88-5.80	939,900	3.66	4.53	655,900	3.38	4.80
$ 6.39-9.58	1,407,781	1.58	8.02	1,386,949	1.56	8.03
$ 10.24-15.404	1,716,340	1.75	12.22	1,716,340	1.75	12.22
	9,313,328			6,164,768		

A summary of the status of the Company's restricted shares units and options granted at par-value as of December 31, 2011, and changes during the year ended December 31, 2011, are presented below:

Unvested restricted share units and options at par value	Number of restricted share units and options at par value	Weighted average grant date fair value
Non vested at January 1, 2011	1,667,470	$ 4.01
Granted	250,000	$ 0.99
Vested	(607,231)	$ 4.28
Forfeited	(237,118)	$ 5.40
Non vested at December 31, 2011	1,073,121	$ 2.81

The total fair value of shares vested during the years ended December 31, 2009, 2010 and 2011 was $257, $358 and $932 respectively.

d. Dividends:

In the event that cash dividends are declared in the future, such dividends will be paid in NIS. The Company's Board of Directors has determined that tax exempt income if any, will not be distributed as dividends.

NOTE 13:- TAXES ON INCOME

a. Commencing taxable year 2003, the Company has elected to measure its taxable income and file its tax return under the Israeli Income Tax Regulations (Principles Regarding the Management of Books of Account of Foreign Invested Companies and Certain Partnerships and the Determination of Their Taxable Income), 1986. Accordingly, results for tax purposes are measured in terms of earnings in U.S. dollars.

b. Tax benefits under the Law for the Encouragement of Capital Investments, 1959:

Alvarion Ltd. has been granted status as an "Approved Enterprise" under the Law for the Encouragement of Capital Investments, 1959 ("the Investment Law").

According to the provision of the Investment Law, Alvarion Ltd. has elected the "alternative benefits" track provisions of the Investment Law, pursuant to which Alvarion Ltd. has waived its right to grants and instead receives a tax benefit on undistributed income derived from the "Approved Enterprise" program. The entitlement to tax benefits depends upon compliance with the Investment Law regulations.

In 1997, Alvarion Ltd.'s production facility in Nazareth was granted a status of "Approved Enterprise". During 2000, Alvarion Ltd.'s expansion request for its second "Approved Enterprise" regarding its production facilities in Migdal Haemek was approved. In connection with its merger with Floware Ltd. ("Floware") in 2001, Floware Ltd. was granted "Approved Enterprise" status for its 1997 plan regarding the production facility in Or-Yehuda.

The period of benefits for all plans will commence with the first year in which the Company earns taxable income after the commencement year. The duration of tax benefits is subject to limits of the earlier of 12 years from the commencement of production, or 14 years from receiving the approval. The period of benefits for all plans has not yet commenced. The limitation mentioned does not apply to the exemption periods and plans.

Alvarion Ltd.'s entitlement to the above benefits is conditional upon its fulfilling the conditions stipulated by the Investment Law, regulations published thereunder and the letters of approval for the specific investments in "Approved Enterprises". In the event of failure to comply with these conditions, any benefits which were previously granted may be canceled and the Company may be required to refund the amount of the benefits, in whole or in part, including interest and CPI adjustments.

If these retained tax-exempt profits are distributed they would be taxed at the corporate tax rate applicable to such profits as if the Company had not elected the alternative benefit track. As of December 31, 2011, the accumulated deficit of the Company does not include tax-exempt profits earned by the Company's "Approved Enterprise".

NOTE 13:- TAXES ON INCOME (Cont.)

Income from sources other than "Approved Enterprise" during the benefit period will be subject to tax at the regular corporate tax rate.

On April 1, 2005, an amendment to the Investment Law came into effect (the "Amendment") and significantly changed the provisions of the Investment Law. Generally, the Company's investment programs that obtained approval for Approved Enterprise status prior to enactment of the Amendment will continue to be subject to the old provisions of the Investment Law.

The Amendment enacted major changes in the manner in which tax benefits are awarded under the Investment Law so that companies are no longer required to get the Investment Center's prior approval to qualify for tax benefits. Such an enterprise is a "Privileged Enterprise", rather than the previous terminology of Approved Enterprise. The period of tax benefits for a new Privileged Enterprise commences in the "Year of Commencement", which is the later of: (1) the year of election, or (2) the year in which taxable income is first generated by the company after the election year.

The Amendment limits the scope of enterprises which may be approved by the Investment Center by setting criteria for the approval of a facility as a Privileged Enterprise, such as the provision generally requiring that at least 25% of the Privileged Enterprise's income will be derived from export.

Under the Amendment, in 2005 and 2007, the Company announced 2004 and 2006 (respectively) as the "Election Year" and submitted an expansion request for additional "Privileged Enterprise" status regarding its production facilities. A portion of the taxable income derived from this "Privileged Enterprise" will be tax-exempt for a period of 10 years. The 10 years period of benefits will commence with the first year in which the Company earns taxable income after the election year.

The Company has no taxable income since inception and does not have any profits under the Approved/Privileged Enterprise.

In December 2010, the "Knesset" (Israeli Parliament) passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011, which prescribes, among others, amendments in the Law for the Encouragement of Capital Investments, 1959 ("the Law"). The amendment was enacted in 2011 and became effective as of January 1, 2011. According to the amendment, the benefit tracks in the Law were modified and a flat tax rate applies to the Company's entire preferred income. The Company will be able to elect to apply (the waiver is irrevocable) the amendment and from then on it will be subject to the amended tax rates that are: 2011 and 2012 - 15% (in development area A - 10%), 2013 and 2014 - 12.5% (in development area A - 7%) and in 2015 and thereafter - 12% (in development area A - 6%).

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NOTE 13:- TAXES ON INCOME (Cont.)

c. Tax benefits under the Law for the Encouragement of Industry (Taxation), 1969:

The Company is an "industrial company" under the above law and, as such, is entitled to certain tax benefits, mainly accelerated depreciation of machinery and equipment. For tax purposes only, the Company may also be entitled to deduct over a three-year period expenses incurred in connection with a public share offering and to amortize know-how over an eight-year period.

d. Loss before income tax expense:

	Year ended December 31,		
	2009	2010	2011
Domestic	$ (11,557)	$ (65,207)	$ (21,464)
Foreign	4,369	(32,378)	(12,358)
	$ (7,188)	$ (97,585)	$ (33,822)

e. Taxes on income are comprised of the following:

	Year ended December 31,	
	2010	2011
Current	$ 894	$ -
Deferred	-	-
	$ 894	$ -
Domestic	$ 125	$ 144
Foreign	769	(144)
	$ 894	$ -

Income tax expenses for 2009 are not presented due to immateriality.

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NOTE 13:- TAXES ON INCOME (Cont.)

f. Reconciliation of the theoretical tax expenses:

Reconciliation between the theoretical tax expenses, assuming all income is taxed at the statutory rate applicable and the actual income tax as reported in the statements of income, is as follows:

	Year ended December 31,	
	2010	2011
Loss before taxes	$ 97,585	$ 33,822
Statutory tax rate in Israel	25 %	24 %
Tax benefit	(24,396)	(8,117)
Permanent differences	17,921	801
Loss for which a valuation allowance was provided	6,794	7,734
Tax expenses adjustment due to past years	45	124
Withholdings and other taxes	125	193
Differences in tax rate	404	163
Uncertain tax position and other differences	-	(898)
Tax expense	$ 894	$ -

Income tax expenses for 2009 are not presented due to immateriality.

The main reconciling items between the statutory tax rate of the Company and the effective tax rate are the permanent differences and the non-recognition of tax benefits resulting from the Company's accumulated net operating losses carryforward due to the uncertainty of the realization of such tax benefits.

g. Carryforward losses:

As of December 31, 2011, Alvarion Ltd. and Wavion Ltd. had an available tax loss carry forward amounting to approximately $ 205,900 and $38,500, respectively, which may be carried forward, in order to offset taxable income in the future, for an indefinite period.

As of December 31, 2011, the U.S. subsidiaries had approximately $ 42,330 in federal net operating loss carryforward for income tax purposes, which can be carried forward and offset against taxable income for 20 years and will expire between 2012 and 2031. The state tax losses carryforwards of the U.S. subsidiaries are approximately $14,370 and this balance will expire between 2012 through 2021.

The state and U.S. federal loss carry forwards per the income tax returns filed included uncertain tax positions taken in prior years. Due to application of uncertain tax positions, they are larger than the net operating loss deferred tax asset

recognized for financial statement purposes.

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 13:- TAXES ON INCOME (Cont.)

Utilization of U.S. net operating losses may be subject to substantial annual limitations due to the "change in ownership" provisions ("annual limitations") of the Internal Revenue Code of 1986 and similar state provisions. The annual limitation may result in the expiration of net operating losses before utilization.

h. Tax rates applicable to the income of the Company:

Taxable income of Israeli company is subject to tax at the rate of 26% in 2009, 25% in 2010 and 24% in 2011. In December 5, 2011, the Knesset (Israel's Parliament) passed a law for changing the tax burden (the Law), which cancels, among others, the gradual reduction in the corporate tax rates in Israel. In addition, the corporate tax in Israel will be increased to 25% starting in 2012. Accordingly, the real capital gains tax rate will increase to 25%. There was no effect on the Company as a result of the above mentioned changes.

i. Deferred taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets are as follows:

	December 31,	
	2010	2011
Tax assets in respect of:		
Allowance for doubtful accounts	$ 1,319	$ 1,604
Accrued severance pay and accrued vacation pay	1,053	862
Reaserch and development expenses	4,457	4,270
Other deductions for tax purposes	2,452	1,712
Net loss carry forward	43,119	76,181
Total deferred tax assets	52,400	84,629
Deferred tax liabilities:		
Acquired intangibles	-	(7,743)
Deferred tax assets, net before valuation allowance	52,400	76,886
Valuation allowance	(52,400)	(76,886)
Deferred tax assets	$ -	$ -

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 13:- TAXES ON INCOME (Cont.)

j. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	December 31, 2010	December 31, 2011
Opening balance	$ 3,223	$ 3,363
Additions for (settlement of) prior year tax positions	92	(878)
Additions for current year tax position	48	52
Closing balance	$ 3,363	$ 2,537

During the years ended December 31, 2009, 2010 and 2011, the Company recorded $ 26, $ 92 and $ 100, respectively for interest and penalties expenses related to uncertain tax positions. The liability for unrecognized tax benefits included accrued interest and penalties of $ 810 and $ 910 at December 31, 2010 and 2011, respectively.

As of December 31, 2011, the entire amount of unrecognized tax benefit could affect the Company's income tax provision and the effective tax rate.

k. The Company and its subsidiaries file income tax returns in Israel, USA and other foreign jurisdictions. With respect to Alvarion Ltd., the Israeli Tax Authorities had never examined the Company's tax returns, nevertheless the tax returns until 2006 tax year (including 2006 tax returns) are deemed to be approved. With respect to the Israeli subsidiary the tax returns until 2005 (including 2005 tax returns) are deemed to be approved. The statute of limitations relating to the U.S. Federal income tax return is closed for all tax years up to and including 2007.

NOTE 14:- INFORMATION ABOUT GEOGRAPHIC AREAS AND MAJOR CUSTOMERS

a. The Company operates in one reportable segment (see Note 1 for a brief description of the Company's business) and follows the requirements of ASC 280 "Segment Reporting".

b. Information on sales by geographic distribution:

The total revenues are attributed to geographic areas based on the location of the Company's end customers.

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 14:- INFORMATION ABOUT GEOGRAPHIC AREAS AND MAJOR CUSTOMERS (Cont.)

The following table presents total revenues for the years ended December 31, 2009, 2010 and 2011:

	Total revenues Year ended December 31,		
	2009	2010	2011
Israel	$ 697	$ 718	$ 736
United States	22,478	45,638	34,426
Canada	764	1,879	12,514
Europe (without, Italy, France, Spain and Denmark)	24,398	20,415	18,963
France	17,252	11,049	5,503
Italy	19,281	17,333	14,791
Spain	9,734	14,186	6,605
Denmark	35,483	7,115	5,608
Latin America (without Argentina)	29,313	21,980	26,388
Argentina	16,056	4,895	2,008
Africa (without Nigeria)	41,726	26,191	23,046
Nigeria	167	12,902	5,449
Asia (without India)	25,288	19,528	19,449
India	2,602	1,986	14,551
	$ 245,239	$ 205,815	$ 190,037

The following table presents total long-lived assets as of December 31, 2010 and 2011:

	Total long-lived assets December 31,	
	2010	2011
Israel	$ 10,185	$ 6,536
Romania	3,058	2,545
Other	1,360	693
	$ 14,603	$ 9,774

The total long-lived assets are attributed to geographic areas based on the location of the assets.

c. The following is a summary of the percentages of net sales from major customers:

	% of consolidated revenue Year ended December 31,		
	2009	2010	2011
Customer A	15 %	*) -	*) -

*) Less than 10% of the Company's consolidated revenues

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 15:- SELECTED STATEMENTS OF OPERATIONS DATA

a. One of the Company's customers ("ORC") has declared bankruptcy in 2011. As part of the bankruptcy, the Company recorded charges in the form of an inventory write-off which represents approximately $3,900 of Alvarion equipment which had been shipped to ORC but the related revenues had not been recognized, and this inventory can not be retrieved by the Company. In addition an approximate $3,300 of third-party equipment ordered by ORC, which had yet to be delivered by the Company to ORC as of the time of the bankruptcy filing, and equipment used for ORC by the Company, and the Company has no other line of business to sell or use the equipment in.

b. Research and development, net:

	Year ended December 31,		
	2009	2010	2011
Research and development costs	$ 54,674	$ 41,744	$ 32,404
Less - grants and participation	3,884	3,027	4,440
	$ 50,790	$ 38,717	$ 27,964

c. Financial income, net:

	Year ended December 31,		
	2009	2010	2011
Financial income:			
Interest on held-to-maturity marketable securities, amortization of premium and accretion of discounts on held-to-maturity marketable securities, interest on bank deposits and other interest	$ 2,583	$ 1,311	$ 778
Income related to ineffective derivative and derivative not designated as effective hedge	-	1,221	709
Foreign currency transaction differences, net	355	-	-
	2,938	2,532	1,487
Financial expenses:			
Interest and bank expenses including expense related to sale of trade receivables	(1,142)	(1,087)	(1,209)
Expenses related to ineffective derivative and derivative not designated as effective hedge	(128)	(597)	(1,016)

Foreign currency transaction differences, net	-	(947)	(277)
	(1,270)	(2,631)	(2,502)
	$ 1,668	$ (99)	$ (1,015)

ALVARION LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 15:- SELECTED STATEMENTS OF OPERATIONS DATA (Cont.)

d. Net loss per share:

The following table sets forth the computation of basic and diluted net loss per share:

	Year ended December 31,		
	2009	2010	2011
Numerator:			
Numerator for basic and diluted net loss per share	(7,188)	(98,479)	(33.822)
Denominator:			
Denominator for basic net loss per share - weighted average number of Ordinary shares	62,023,075	62,198,615	62,301,866
Effect of dilutive securities:			
Employee stock options	*) -	*) -	*) -
Denominator for diluted net loss per share - adjusted weighted average number of shares	62,023,075	62,198,615	62,301,866
Net loss per share Basic and Diluted	$ (0.12)	$ (1.58)	$ (0.54)

*) Antidilutive.

NOTE 16:- SUBSEQUENT EVENT

On April 5, 2012, the Company issued lower first quarter 2012 projected results, and as a result, indicated that it is in default on a financial covenant under its loan, however, on April 25, 2012, the Company reached an agreement with SVB, amending the loan agreement, following which the Company now complies with the amended loan covenants.