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AND ANNUAL REPORT TO STOCKHOLDERS

PROXY STATEMENT

FOR THE YEAR ENDED MARCH 31, 2012

IXYS CORPORATION  
1590 BUCKEYE DRIVE  
MILPITAS, CA 95035-7418

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON AUGUST 24, 2012**

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of IXYS Corporation, a Delaware corporation. The meeting will be held on Friday, August 24, 2012 at 9:00 a.m. local time at our headquarters, which is located at 1590 Buckeye Drive, Milpitas, California 95035 for the following purposes:

1. To elect seven directors to serve for the ensuing year and until their successors are elected;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To ratify the selection of BDO USA, LLP as our independent registered public accounting firm for our fiscal year ending March 31, 2013; and
4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

These items of business are more fully described in the proxy statement accompanying this notice.

Our Board of Directors has fixed the close of business on July 2, 2012, as the record date for the determination of stockholders entitled to notice of and to vote at this Annual Meeting and at any adjournment or postponement thereof.

By Order of the Board of Directors



Secretary

Milpitas, California  
July 27, 2012

**YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.**

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**IXYS CORPORATION  
1590 BUCKEYE DRIVE  
MILPITAS, CA 95035-7418**

**PROXY STATEMENT  
FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS  
AUGUST 24, 2012**

**QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING**

**Why am I receiving these materials?**

We have sent you this proxy statement and the enclosed proxy card because the Board of Directors of IXYS Corporation, or the Board, is soliciting your proxy to vote at the 2012 Annual Meeting of Stockholders, or Annual Meeting. You are invited to attend the Annual Meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card.

We are distributing this proxy statement and accompanying proxy card on or about July 27, 2012 to all stockholders of record entitled to vote at the Annual Meeting.

**Who can vote at the annual meeting?**

Only stockholders of record at the close of business on July 2, 2012 will be entitled to vote at the Annual Meeting. On this record date, there were 31,391,105 shares of common stock outstanding and entitled to vote.

***Stockholder of Record: Shares Registered in Your Name***

If on July 2, 2012 your shares were registered directly in your name with IXYS's transfer agent, BNY Mellon Shareowner Services, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card to ensure your vote is counted.

***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If on July 2, 2012 your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

**What am I voting on?**

There are three matters scheduled for a vote:

- Election of seven directors;
- Approval, on an advisory basis, of the compensation of our named executive officers;
- Ratification of BDO USA, LLP, or BDO, as our independent registered public accounting firm for our fiscal year ending March 31, 2013, or fiscal 2013.

The Board of Directors recommends a vote in favor of each nominee named in this proxy statement, a vote for the approval, on an advisory basis, of the compensation of our named executive officers, and a vote in favor of the ratification of the selection of BDO as our independent registered public accounting firm for fiscal 2013.



**How do I vote?**

You may either vote “For” all the nominees to the Board or you may “Withhold” your vote for any nominee you specify. For the advisory vote on the compensation of our named executive officers and the vote on the ratification of the appointment of BDO as our independent public registered accounting firm, you may vote “For,” “Against,” or “Abstain” with respect to each of these proposals. The procedures for voting are fairly simple:

***Stockholder of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy using the enclosed proxy card. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

- To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.
- To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

***Beneficial Owner: Shares Registered in the Name of Broker or Bank***

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the proxy card to ensure that your vote is counted. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

**How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you own as of July 2, 2012.

**What if I return a proxy card but do not make specific choices?**

If you return a signed and dated proxy card without marking any voting selections, your shares will be voted “For” the election of all seven nominees for director, “For” the approval, on an advisory basis, of the compensation of our named executive officers, and “For” the ratification of BDO as our independent registered public accounting firm for our fiscal year ending March 31, 2013. If any other matter is properly presented at the meeting, your proxyholder, who is one of the individuals named on your proxy card, will vote your shares using his or her best judgment.

**Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

**What does it mean if I receive more than one proxy card?**

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

**Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy card with a later date.
- You may send a timely written notice that you are revoking your proxy to IXYS Corporation's Secretary, Uzi Sasson, at 1590 Buckeye Drive, Milpitas, California 95035.
- You may attend the Annual Meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

**When are stockholder proposals due for next year's annual meeting?**

To be considered for possible inclusion in next year's proxy materials, your proposal must be submitted in writing by March 29, 2013 to IXYS Corporation's Secretary, Uzi Sasson, at 1590 Buckeye Drive, Milpitas, California 95035. If you wish to submit a proposal that is not intended to be included in next year's proxy materials or you wish to nominate a director, you must do so no earlier than April 26, 2013 and no later than May 26, 2013. You are also advised to review our Bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

**How are votes counted?**

Votes will be counted by the inspector of election appointed for the meeting, who will separately count "For" and "Withhold" and, with respect to proposals other than the election of directors, "Against" votes, abstentions and broker non-votes. Abstentions will be counted towards the vote total for each proposal, and will have the same effect as "Against" votes. Broker non-votes have no effect on voting on proposals and will not be counted towards the vote total for any proposal.

**How many votes are needed to approve each proposal?**

- For the election of directors, Proposal No. 1, the seven nominees receiving the most "For" votes (from the holders of shares present in person or represented by proxy and entitled to vote on the election of directors) will be elected. Votes "Withheld" will not affect the outcome of voting for directors.
- To be approved, Proposal No. 2, the approval, on an advisory basis, of the compensation of our named executive officers, must receive "For" votes from a majority of the shares voting on the proposal in person or by proxy and entitled to vote. If you "Abstain" from voting, it will have the same effect as an "Against" vote. Broker non-votes will have no effect.
- To be approved, Proposal No. 3, ratification of BDO as our independent registered public accounting firm for the year ending March 31, 2013, must receive "For" votes from the holders of a majority of the shares voting on the proposal either in person or by proxy and entitled to vote. If you "Abstain" from voting, it will have the same effect as an "Against" vote. Broker non-votes will have no effect.

**What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares as of the record date are present at the meeting in person or represented by proxy. On the record date, there were 31,391,105 shares outstanding and entitled to vote.

Your shares will be counted towards the quorum if you submit a valid proxy or if you vote in person at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of shares present at the meeting in person or represented by proxy may adjourn the meeting to another date.

**How can I obtain directions to be able to attend the Annual Meeting and vote in person?**

You will find directions to 1590 Buckeye Drive, Milpitas, California 95035 at the following website: [http://www.ixys.com/locations/IXYS\\_us\\_corporate.html](http://www.ixys.com/locations/IXYS_us_corporate.html) or you may send an email requesting directions to [investorrelations@ixys.net](mailto:investorrelations@ixys.net) or you may call 408-457-9000, extension 9000 or extension 9092 and ask for directions.

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Our Board consists of seven directors. There are seven nominees for director to be voted on at the Annual Meeting. Each director to be elected will hold office until the next annual meeting of stockholders and until his successor is elected, or until such director’s earlier death, resignation or removal. Each of the nominees listed below is currently a director of our company who was previously elected by the stockholders. It is our policy to encourage nominees for director to attend the Annual Meeting. Six of the nominees for election as a director at the 2011 annual meeting of stockholders attended the meeting.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote. The seven nominees receiving the highest number of affirmative votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the seven nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as management may propose. Each person nominated for election has agreed to serve if elected and our management has no reason to believe that any nominee will be unable to serve.

**THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE IN FAVOR OF EACH NAMED NOMINEE**

**Nominees**

The names of the nominees and certain information about them as of July 2, 2012 are set forth below:

<u>Name</u>	<u>Age</u>	<u>Principal Occupation/ Position Held With the Company</u>
Nathan Zommer . . . . .	64	Chairman of the Board and Chief Executive Officer of IXYS Corporation
Donald L. Feucht . . . . .	78	Investor
Samuel Kory . . . . .	69	Retired Executive and Consultant
S. Joon Lee . . . . .	73	Retired Executive
Timothy A. Richardson . . . . .	55	Director of Jupiter Research Foundation
James M. Thorburn . . . . .	56	Consultant
Kenneth D. Wong . . . . .	42	Investor

*Nathan Zommer.* Dr. Zommer, founder of our company, has served as a Director since our inception in 1983, and has served as Chairman of the Board and Chief Executive Officer since March 1993. From 1993 to 2009, Dr. Zommer served as President and, from 1984 to 1993, Dr. Zommer served as Executive Vice President. Prior to founding our company, Dr. Zommer served in a variety of positions with Intersil, Hewlett Packard and General Electric, including as a scientist in the Hewlett Packard Laboratories and Director of the Power MOS Division for Intersil/General Electric. As our founder, Dr. Zommer has the benefit of our company’s complete history. This, taken together with his technical skills, background as an executive and over three decades of experience in the semiconductor industry, make him uniquely qualified to be on our Board. Dr. Zommer received B.S. and M.S. degrees in Physical Chemistry from Tel Aviv University and a Ph.D. in Electrical Engineering from Carnegie Mellon University.

*Donald L. Feucht.* Dr. Feucht has served as a Director since July 2000. From 1992 until his retirement in 1998, Dr. Feucht served as Vice President for Operations for Associated Western Universities. He was employed as a Program Management Specialist for EG&G Rocky Flats, Inc. from 1990 until 1992. Prior to 1990, Dr. Feucht served in several positions with the National Renewable Energy Laboratory, including Deputy Director. Prior to joining the National Renewable Energy Laboratory, he served as Professor of Electrical Engineering and Associate Dean at Carnegie Mellon University. Dr. Feucht adds an extensive technical background in semiconductor design and solar energy, analytical skills and experience in managing research and scientific organizations to the Board's set of skills and experience. Dr. Feucht received his B.S. degree in Electrical Engineering from Valparaiso University and his M.S. and Ph.D. degrees in Electrical Engineering from Carnegie Mellon University.

*Samuel Kory.* Mr. Kory has served as a Director since November 1999. In 1988, he founded Samuel Kory Associates, a management consulting firm. Since founding the firm, Mr. Kory has served as the firm's sole proprietor and principal, as well as a consultant for the firm. He has substantially retired from this business, limiting his work to occasional assignments. Mr. Kory previously served as President and Chief Executive Officer of Sensor Technologies USA, Vice President for Business Development and Sales of our company, Division General Manager and Corporate Director of Marketing for Seiko Instruments USA, and International Manager for Spectra Physics Inc. During his career, Mr. Kory worked in and consulted with a variety of companies in high technology businesses. His experience in business development and sales in the semiconductor industry, combined with his international background in managing operations, sales and marketing, permits him to bring a perspective on marketing and business development issues to the Board. Mr. Kory received his B.S.M.E. from Pennsylvania State University.

*S. Joon Lee.* Dr. Lee has served as a Director since July 2000. From 1990 to March 2008, Dr. Lee served as President of Omni Microelectronics, a consulting and engineering company. Dr. Lee also served as President of Adaptive Logic, a semiconductor company, from 1991 until 1996. Previously, Dr. Lee served as President of Samsung Semiconductor. Dr. Lee's technical expertise, combined with his operational experience running an international semiconductor manufacturer, adds depth to the Board's understanding of the semiconductor business. Dr. Lee received his B.S., M.S. and Ph.D. degrees in Electrical Engineering from the University of Minnesota.

*Timothy A. Richardson.* Mr. Richardson has served as a Director since June 2007. He is an electronics industry veteran who has been a director of the Jupiter Research Foundation since May 2007. Mr. Richardson is also a director of Simplify Systems, a private compression technology company. From May 2007 to January 2011, he was the Chief Operating Officer of Liquid Robotics, the developer of a surface vessel that derives its energy from the surrounding environment. From May 2007 to January 2011, he also served as the Chief Financial Officer of the Jupiter Research Foundation. At Sirenza Microdevices, Inc., a supplier of radio frequency components for electronics, he was the Chief Strategy Advisor from October 2006 to April 2007. From May 2002 to October 2006, Mr. Richardson was the President and Chief Executive Officer of Micro Linear Corporation, an integrated circuit company specializing in wireless applications. Prior to that, he served as the Executive Vice President of Business Development of Bandwidth 9, a manufacturer of optical components for the telecommunications market, and as the President and co-founder of VeriFiber Technologies, an optical component and systems manufacturer. Mr. Richardson's service as the chief executive officer and member of the board of directors of a public semiconductor company, as well as his service as a strategic officer of another semiconductor company and extensive experience in the semiconductor industry, enables him to provide operational, financial and business development expertise to apply on behalf of our company.

*James M. Thorburn.* Mr. Thorburn has served as a Director since March 2007. Since April 2010, Mr. Thorburn has been consulting, principally to private equity and startup firms. He was an operator affiliate with Francisco Partners, a private equity firm, from August 2006 to February 2009 and served as the Chief Financial Officer of Fisker Automotive, Inc., a plug-in hybrid electric vehicle manufacturer, from February 2009 to April 2010. He served as Chief Executive Officer and Chairman of Zilog, Inc. from January 2002 until August 2006. Mr. Thorburn was hired at Zilog to oversee a pre-packaged bankruptcy under federal law and the reemergence of the company following bankruptcy. The petition for bankruptcy was filed in February 2002. Prior

to being Chief Executive Officer at Zilog, Mr. Thorburn held various executive positions including Senior Vice President and Chief Operating Officer of ON Semiconductor, operating consultant with Texas Pacific Group, Chief Financial Officer at Zilog and management positions at National Semiconductor. Mr. Thorburn, through his background in private equity and executive experience in public and private companies, brings leadership skills, mergers and acquisition skills, and capital financing and financial reporting experience to the mix of skills on the Board. Mr. Thorburn holds a BSc. (Hons.) degree from University of Glasgow and is a qualified accountant with the Chartered Institute of Management Accountants in the United Kingdom.

*Kenneth D. Wong.* Mr. Wong has served as a Director since June 2011. Previously, he served as a Director from 2004 to 2007. Mr. Wong has also served as a director of Goodwill Industries of San Francisco, San Mateo and Marin Counties since January 2012. Since 2011, he has been a private investor. From 1997 to 2011, Mr. Wong was with Menlo Equities, a developer and owner-operator of commercial real estate in California. He served as its Chief Financial Officer from 1997 to 2011 and as its Chief Operating Officer from 2001 to 2011. From 1993 to 1997, Mr. Wong served in several positions at Coopers & Lybrand LLP, his last role as a Manager. Mr. Wong's work in finance and accounting adds to the Board's expertise in these fields. He received a B.S. degree in Business Administration from the University of California at Berkeley.

There are no family relationships among any of our directors or executive officers.

## **INFORMATION REGARDING THE BOARD AND CORPORATE GOVERNANCE**

### **Independence of the Board**

Under The Nasdaq Stock Market, or Nasdaq, listing standards, a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by the board of directors. Under its charter, the Nominating and Corporate Governance Committee of the Board, or the Nominating and Corporate Governance Committee, determines the independence of our directors. The Nominating and Corporate Governance Committee consults with our counsel to ensure that its determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of the Nasdaq, as in effect from time to time.

Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and our company, our senior management and our independent registered public accounting firm, the Nominating and Corporate Governance Committee has affirmatively determined that Messrs. Feucht, Kory, Lee, Richardson, Thorburn and Wong are independent directors within the meaning of the applicable Nasdaq listing standards. Dr. Zommer, our Chief Executive Officer, is not an independent director.

### **Meetings of the Board of Directors**

The Board met five times during the last fiscal year. Each Board member attended 75% or more of the aggregate of the meetings of the Board and of the committees on which he served, held during the period for which he was a director or committee member. The Board reviews its own performance at meetings every third year. Independent directors meet regularly without other directors being present.

### **Information Regarding Committees of the Board of Directors**

The Board has three committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Below is a description of each committee of the Board. Each of the committees has authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities. The Board has determined that each member of each committee meets the applicable Nasdaq rules and regulations regarding "independence."

#### **Audit Committee**

The Audit Committee of the Board, or Audit Committee, was established by the Board in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 to oversee our corporate accounting and financial

reporting processes and audits of our financial statements. For this purpose, the Audit Committee performs several functions. The Audit Committee evaluates the performance of and assesses the qualifications of the independent registered public accounting firm; determines and approves the engagement of the independent registered public accounting firm; determines whether to retain or terminate the existing independent registered public accounting firm or to appoint and engage a new independent registered public accounting firm; reviews and approves the retention of the independent registered public accounting firm to perform any proposed permissible non-audit services; monitors the rotation of partners of the independent registered public accounting firm on our audit engagement team as required by law; reviews and approves or rejects transactions between our company and any related persons; confers with management and the independent registered public accounting firm regarding the effectiveness of internal controls over financial reporting; establishes procedures, as required under applicable law, for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and meets to review our annual audited financial statements and quarterly financial statements. The Audit Committee is composed of four directors: Messrs. Feucht, Richardson, Thorburn and Wong. The Audit Committee met eight times during the fiscal year. The Audit Committee has adopted a written charter that is available to stockholders on our website, [www.ixys.com](http://www.ixys.com), at the following address: <http://www.ixys.com/Documents/InvestorRelations/auditcommitteecharter.pdf>.

The Nominating and Corporate Governance Committee reviews the Nasdaq listing standards definition of independence for Audit Committee members on an annual basis and has determined that all members of our Audit Committee are independent. The Nominating and Corporate Governance Committee has also determined that each of Messrs. Richardson, Thorburn and Wong qualifies as an “audit committee financial expert,” as defined in the applicable rules of the Securities and Exchange Commission, or SEC.

#### **Report of the Audit Committee of the Board<sup>1</sup>**

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended March 31, 2012 with our management. The Audit Committee has discussed with the independent registered public accounting firm that serves as our auditors, BDO USA, LLP, the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board, or PCAOB, in Rule 3200T. The Audit Committee has also received the written disclosures and the letter from BDO required by the applicable requirements of the PCAOB regarding BDO’s communications with the Audit Committee concerning independence and has discussed with BDO its independence. Based on the foregoing, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in our Annual Report in Form 10-K for the fiscal year ended March 31, 2012.

Donald L. Feucht  
Timothy A. Richardson  
James M. Thorburn  
Kenneth D. Wong

#### **Compensation Committee**

The Compensation Committee of the Board, or the Compensation Committee, is composed of four directors: Messrs. Kory, Lee, Richardson and Wong. All members of our Compensation Committee are independent under the Nasdaq listing standards. The Compensation Committee met nine times during the fiscal year. The Compensation Committee has adopted a written charter that is available to stockholders on our website, [www.ixys.com](http://www.ixys.com), at the following address: <http://www.ixys.com/Documents/InvestorRelations/compensationcommitteecharter.pdf>.

<sup>1</sup> The material in this Audit Committee Report is not “soliciting material,” is not deemed “filed” with the SEC, and is not to be incorporated by reference into any filing of the Company under the 1933 or 1934 Act, whether made before or after the date hereof and irrespective of any general incorporation by reference language in any such filing.

The Compensation Committee acts on behalf of the Board to review, adopt, recommend for adoption and oversee various elements of compensation for our company, including:

- establishment of corporate and individual performance objectives relevant to the compensation of our executive officers and evaluation of performance in light of these stated objectives;
- review and approval of the compensation and other terms of employment or service of the executive officers, including severance and change-in-control arrangements;
- review and recommend to the Board the elements of compensation for the directors; and
- administration of our equity compensation plans and other compensation plans and programs that may be adopted from time to time.

The Compensation Committee also reviews with management our Compensation Discussion and Analysis and considers whether to recommend that it be included in proxy statements and other filings. The Compensation Committee may delegate its authority to one or more of its members, subject to such reporting to or ratification by the committee as it directs. The Compensation Committee's philosophy and approach to executive compensation, as well as its specific determinations with respect to executive compensation for the fiscal year ended March 31, 2012, or fiscal 2012, are described in greater detail in the Compensation Discussion and Analysis section of this proxy statement.

### **Compensation Committee Interlocks and Insider Participation**

None of the members of the Compensation Committee who served as such during fiscal 2012 is, or was at the time of such service, an employee or officer of our company. During the 1980s, Mr. Kory was a vice president of a predecessor of our company. None of our executive officers serves as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving on the Board or Compensation Committee of our company.

### **Compensation Committee Report<sup>2</sup>**

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained herein. Based on this review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in our proxy statement following the fiscal year ended March 31, 2012 and incorporated into our Annual Report on Form 10-K for the fiscal year ended March 31, 2012.

Samuel Kory  
S. Joon Lee  
Timothy A. Richardson  
Kenneth D. Wong

### **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee is responsible for identifying, reviewing and evaluating candidates to serve as our directors, reviewing and evaluating incumbent directors, recommending to the Board for selection candidates for election to the Board, making recommendations to the Board regarding the membership of the committees of the Board and addressing corporate governance matters for us. The Nominating and Corporate Governance Committee is composed of five directors: Messrs. Feucht, Kory, Lee,

<sup>2</sup> The material in this Compensation Committee Report is not "soliciting material," is not deemed "filed" with the SEC, and is not to be incorporated by reference into any filing of the Company under the 1933 or 1934 Act, whether made before or after the date hereof and irrespective of any general incorporation by reference language in any such filing.

Richardson and Thorburn. All members of the Nominating and Corporate Governance Committee are independent under the Nasdaq listing standards. The Nominating and Corporate Governance Committee met four times during the fiscal year. The Nominating and Corporate Governance Committee has adopted a written charter that is available to stockholders on our website, [www.ixys.com](http://www.ixys.com/Documents/InvestorRelations/nominatingcommitteecharter.pdf), at the following address: <http://www.ixys.com/Documents/InvestorRelations/nominatingcommitteecharter.pdf>.

Under its charter, the Nominating and Corporate Governance Committee will consider individuals who are suggested by our stockholders as potential company nominees to serve on the Board in the same manner that the committee considers potential nominees identified through other channels. Stockholder recommendations for directors must be in writing and sent by U.S. mail to: General Counsel, IXYS Corporation, 1590 Buckeye Drive, Milpitas, California 95035. The General Counsel will forward any recommendation to the members of the Nominating and Corporate Governance Committee.

### **Board Composition**

As an international semiconductor manufacturer, our business involves an operational structure that operates on a global scale and includes research, manufacturing and marketing functions in a context characterized by evolving technologies, exposure to business cycles and significant competition. The Nominating and Corporate Governance Committee is responsible for reviewing and assessing with the Board the appropriate skills, experience, and background sought of Board members in light of our business and the existing membership on the Board. This assessment of Board skills, experience, and background includes numerous factors, such as age; understanding of and experience in manufacturing, technology, finance and marketing; international experience; and culture. The priorities and emphasis of the committee and of the Board with regard to these factors change from time to time to take into account changes in the company's business and other trends, as well as the portfolio of skills and experience of current and prospective Board members.

We do not expect or intend that each director will have the same background, skills, and experience; we expect that Board members will have a diverse portfolio of backgrounds, skills, and experiences. One goal of this diversity is to assist the Board in its oversight and advice concerning our business and operations. Listed below are key skills and experience that we consider important for our directors to have in light of our current business and structure. The directors' biographies note each director's relevant experience, qualifications, and skills relative to this list.

- Semiconductor industry experience
- Senior leadership experience
- Technical expertise
- Public company board experience
- Financial expertise
- Business development and mergers and acquisitions experience
- International business experience

Board members should possess the highest personal and professional ethics, integrity and values, informed judgment, and sound business experience, and be committed to representing the long-term interests of our stockholders. They must also have an inquisitive and objective perspective, the ability to make independent analytical inquiries, practical wisdom and mature judgment. These factors, and others considered useful by the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time. Board members must be willing and able to devote sufficient time to the affairs of our company and are expected to rigorously prepare for, attend, and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director. These other commitments will be considered by the Nominating and Corporate Governance Committee and the Board when reviewing Board candidates.



## **The Board's Leadership Structure**

The Board currently combines the role of Chairman of the Board and Chief Executive Officer. The Board believes that the Chief Executive Officer is best situated to serve as Chairman of the Board because he is the director most familiar with the Company's business and industry and is therefore best able to identify the strategic priorities to be discussed by the Board. The Board believes that combining the role of Chairman of the Board and Chief Executive Officer facilitates information flow between management and the Board and fosters strategic development and execution. The Board has not appointed a lead independent director; however, the Board maintains effective independent oversight through a number of governance practices, including open and direct communication with management, input on meeting agendas and regular executive sessions. Further, the small size of the Board, set at seven members, and the extensive overlap of the independent directors on the three standing committees obviates the need for a single individual to assume, and be compensated for, the communication and coordination function of a lead director.

## **Risk Oversight and the Board**

One of the Board's functions is oversight of risk management. "Risk" is inherent in business, and the Board seeks to understand and advise on risk in conjunction with the activities of the Board and the Board's committees.

The Board and management consider "risk" for these purposes to be the possibility that an undesired event could occur that adversely affects the achievement of our objectives. Risks vary in many ways, including the ability of the company to anticipate and understand the risk, the types of adverse impacts that could occur if the undesired event occurs, the likelihood that an undesired event and a particular adverse impact would occur, and the ability of the company to control the risk and the potential adverse impacts. Examples of the types of risks faced by a company include:

- macro-economic risks, such as inflation, reductions in economic growth or recession;
- political risks, such as restrictions on access to markets, confiscatory taxation or expropriation of assets;
- "event" risks, such as natural disasters; and
- business-specific risks related to strategic position, operational execution, financial structure, legal and regulatory compliance and corporate governance.

Not all risks can be dealt with in the same way. Some risks may be easily perceived and controllable, and other risks are unknown; some risks can be avoided or mitigated by particular behavior and some risks are unavoidable as a practical matter. For some risks, the potential adverse impact would be minor, and, as a matter of business judgment, it may not be appropriate to allocate significant resources to avoid the adverse impact; in other cases, the adverse impact could be significant, and it is prudent to expend resources to seek to avoid or mitigate the potential adverse impact. In some cases, a higher degree of risk may be acceptable because of a greater perceived potential for reward. Our company engages in numerous activities seeking to align its voluntary risk-taking with company strategy, and understands that its projects and processes may enhance our business interests by encouraging innovation and appropriate levels of risk-taking.

Management is responsible for identifying risk and risk controls related to significant business activities; mapping the risks to company strategy; and developing programs and recommendations to determine the sufficiency of risk identification, the balance of potential risk to potential reward and the appropriate manner in which to control risk. The Board implements its risk oversight responsibilities by having management provide at least annual briefings on the significant voluntary and involuntary risks that the company faces and how the company is seeking to control risk if and when appropriate. Generally, risk oversight is addressed as part of the full Board's engagement with the CEO and management. In some cases, a Board committee is responsible for oversight of specific risk topics. For example, the Audit Committee oversees issues related to internal control over financial reporting and the Compensation Committee oversees risks related to compensation programs, as discussed in greater detail in "Executive Compensation."

## **Stockholder Communications with the Board**

The Board believes that management speaks for our company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with our company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with one or more of the independent directors, email messages can be sent to [directorcom@ixys.net](mailto:directorcom@ixys.net). The messages will be received by our General Counsel and forwarded to the Chairman of our Nominating and Corporate Governance Committee, who will determine their distribution to the appropriate committee of the Board or independent director and facilitate an appropriate response.

## **PROPOSAL 2**

### **ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our stockholders to vote to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules.

The compensation of our named executive officers subject to the vote is disclosed in the Compensation Discussion and Analysis, the compensation tables and the related narrative disclosure contained in this proxy statement. As discussed in those disclosures, we believe that our compensation policies and decisions are aligned with our stockholders' interests. Compensation of our named executive officers is designed to enable us to attract and retain talented and experienced executives to lead our company successfully in a competitive environment.

We are asking our stockholders to indicate their support for the compensation of our named executive officers as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on the compensation of our named executive officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies, and practices described in this proxy statement. Accordingly, we will ask our stockholders to vote "For" the following resolution at the Annual Meeting:

"RESOLVED, that the company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the company's Proxy Statement for the 2012 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure."

The say-on-pay vote is advisory, and therefore not binding on the company, our Board or our Compensation Committee. Our Board and our Compensation Committee value the opinions of our stockholders and will take into account the outcome of this vote in considering future compensation arrangements.

### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF PROPOSAL 2.**

## **PROPOSAL 3**

### **RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected BDO USA, LLP as the independent registered public accounting firm to conduct the audit for our fiscal year ending March 31, 2013 and has further directed that management submit the selection for ratification by the stockholders at the Annual Meeting. Representatives of BDO are expected to be present at the Annual Meeting, will have an opportunity to make a statement and will be available to respond to appropriate questions.

Neither our Bylaws nor other governing documents or law require stockholder ratification of the selection of BDO as our independent registered public accounting firm. However, the Audit Committee is submitting the selection of BDO to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of us and our stockholders.

**Fees Paid to Independent Registered Public Accounting Firm**

The following table shows the fees for audit and other services provided by BDO, our independent registered public accounting firm, for fiscal years 2012 and 2011. All figures are net of value added tax and other similar taxes assessed by non-U.S. jurisdictions on the amount billed by BDO, but include out-of-pocket expenses. All of the services described in the following fee table were approved in conformity with the Audit Committee’s pre-approval process.

	<u>2012 Fees</u>	<u>2011 Fees</u>
Audit Fees .....	\$1,138,147	\$1,117,966
Audit-Related Fees .....	—	—
Tax Fees .....	2,400	1901
All Other Fees .....	—	—
Total .....	<u>\$1,140,547</u>	<u>\$1,119,867</u>

*Audit Fees:* For fiscal 2011 and fiscal 2012, this category includes the integrated audit of our consolidated financial statements and internal control over financial reporting, the review of financial statements included in our Form 10-Q and statutory audits required by non-US jurisdictions.

*Tax Fees:* For fiscal 2011 and fiscal 2012, this category consists of services for international tax compliance.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to 18 months, and any pre-approval is detailed as to the particular service or category of services. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

The Audit Committee has determined that the rendering of non-audit services by BDO is compatible with maintaining its independence.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF PROPOSAL 3.**

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the ownership of our common stock as of July 2, 2012 by: (i) each director and nominee for director; (ii) each of the executive officers named in the Summary Compensation Table; (iii) all current executive officers and directors as a group; and (iv) all those known by us to be beneficial owners of more than five percent of our common stock.

Unless otherwise indicated, the address for each listed stockholder is: c/o IXYS Corporation, 1590 Buckeye Drive, Milpitas, California 95035.

<u>Name and Address of Beneficial Owner</u>	<u>Beneficial Ownership(1)</u>	
	<u>Number of Shares</u>	<u>Percent of Total</u>
<b>Directors and Executive Officers</b>		
Nathan Zommer (2) .....	7,600,657	23.5%
Uzi Sasson (3) .....	643,974	2.0%
James R. Jones (4) .....	123,913	*
Donald L. Feucht (5) .....	164,136	*
Samuel Kory (6) .....	160,833	*
S. Joon Lee (7) .....	134,583	*
Timothy A. Richardson (8) .....	128,333	*
James M. Thorburn (9) .....	113,505	*
Kenneth D. Wong (10) .....	25,833	*
All current directors and executive officers as a group (8 persons) (11) .....	8,971,854	26.7%
<b>5% Stockholders</b>		
Security Investors, LLC (12) .....	5,523,974	17.6%
One Security Benefit Place Topeka, Kansas 66636		
Tocqueville Asset Management, L.P. (13) .....	1,624,000	5.2%
40 West 57 <sup>th</sup> Street, 19 <sup>th</sup> Floor New York, NY 10019		
Columbia Wanger Asset Management, L.P. (14) .....	1,900,000	6.1%
227 West Monroe Street, Suite 3000 Chicago, IL 60606		
Sharkz L.P. (15) .....	2,000,000	6.4%

\* Represents less than 1%.

- (1) This table is based upon information supplied by executive officers, directors and principal stockholders and Schedules 13D and 13G filed with the SEC. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 31,391,105 shares outstanding on July 2, 2012, adjusted as required by rules promulgated by the SEC.
- (2) Includes an aggregate of 2,000,000 shares held by Sharkz L.P., a partnership controlled by Dr. Zommer, and 12,360 shares held by or on behalf of Dr. Zommer's child. Also includes 895,833 shares that Dr. Zommer has the right to acquire within 60 days of July 2, 2012. 2,020,000 shares are pledged as security for a loan.
- (3) Includes 607,500 shares that Mr. Sasson has the right to acquire within 60 days of July 2, 2012.
- (4) Includes 83,400 shares that Mr. Jones has the right to acquire within 60 days of July 2, 2012. Mr. Jones is a former executive officer and current employee of our company.

- (5) Includes an aggregate of 12,000 shares held by or on behalf of Mr. Feucht's wife, as to which Mr. Feucht disclaims beneficial ownership. Also includes 149,583 shares that Mr. Feucht has the right to acquire within 60 days of July 2, 2012.
- (6) Includes 149,583 shares that Mr. Kory has the right to acquire within 60 days of July 2, 2012.
- (7) Includes 129,583 shares that Mr. Lee has the right to acquire within 60 days of July 2, 2012.
- (8) Includes 128,333 shares that Mr. Richardson has the right to acquire within 60 days of July 2, 2012.
- (9) Includes 108,333 shares that Mr. Thorburn has the right to acquire within 60 days of July 2, 2012.
- (10) Includes 25,833 shares that Mr. Wong has the right to acquire within 60 days of July 2, 2012.
- (11) Includes 2,194,581 shares that current directors and executive officers have the right to acquire within 60 days of July 2, 2012.
- (12) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on January 31, 2012.
- (13) Based on a Schedule 13G filed with the Securities and Exchange Commission on January 30, 2012.
- (14) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 10, 2012.
- (15) These shares are also included in the number of shares reported for Dr. Zommer. Dr. Zommer is the general partner of Sharkz L.P. and has sole voting and investment power over the shares of common stock it holds.

#### **SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, or the 1934 Act, requires our directors and executive officers and persons who own more than ten percent of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other of our equity securities. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. Based on such forms, during fiscal 2012, all Section 16(a) reports were timely filed.

### EQUITY COMPENSATION PLAN INFORMATION

The following table is provided as additional information on our equity compensation plans. The information is as of March 31, 2012.

<u>Plan Category</u>	<u>(a) Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>(c) Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in Column (a))</u>
Equity compensation plans approved by securityholders (1) . . . . .	4,999,504	\$ 9.60	484,105
Equity compensation plans not approved by securityholders (2) . . .	<u>472,500</u>	\$11.41	<u>419,552</u>
Total . . . . .	<u>5,472,004</u>	\$ 9.75	<u>903,657</u>

(1) This row includes our 1999 Equity Incentive Plan, the 1999 Non-Employee Directors' Equity Incentive Plan, the 2009 Equity Incentive Plan and the 1999 Employee Stock Purchase Plan. Of these shares, 301,871 shares remain available as of March 31, 2012 for the grant of future rights under our 1999 Employee Stock Purchase Plan. Under our 1999 Employee Stock Purchase Plan, participants are permitted to purchase our common stock at a discount on certain dates through payroll deductions within a pre-determined purchase period. Accordingly, these numbers are not determinable. Number of securities to be issued upon exercise of outstanding options, warrants and rights includes stock options exercisable for 219 shares of our common stock at a weighted average exercise price of \$3.66 per share, which were assumed in business combinations.

(2) This row represents the Zilog 2002 Omnibus Stock Incentive Plan and the Zilog 2004 Omnibus Stock Incentive Plan, which were assumed upon the acquisition of Zilog. The Zilog 2002 Omnibus Stock Incentive Plan expired on May 15, 2012.

#### **Zilog 2002 Omnibus Stock Incentive Plan**

In connection with the acquisition of Zilog, the Board approved the assumption of the Zilog 2002 Omnibus Stock Incentive Plan, or the Zilog 2002 Plan, with respect to the shares available for grant as stock options. Employees of Zilog and persons first employed by our company after the closing of the acquisition of Zilog could receive grants under the Zilog 2002 Plan. At the time of the assumption of the Zilog 2002 Plan by our company, up to 366,589 shares of our common stock were available for grant under the plan.

Stock options granted under the Zilog 2002 Plan were permitted to be: (i) incentive stock options or nonqualified stock options or (ii) EBITDA-linked options and/or non-EBITDA linked options. We did not grant any EBITDA-linked options and none are outstanding. In general, non-EBITDA-linked options granted pursuant to the Zilog 2002 Plan are exercisable at such time or times and subject to such terms and conditions (including the vesting schedule, period of exercisability and expiration date) as is determined by the plan administrator, generally expected to be the Compensation Committee, in the applicable award agreements or thereafter. The exercise price per share payable upon the exercise of an option was established by such administrator, in its sole discretion, at the time of grant. The term of a non-EBITDA-linked option was determined at the time of grant, but did not exceed ten years. The Board could not grant restricted stock awards under the Zilog 2002 Plan. The Zilog 2002 Plan expired May 15, 2012 and no further stock options may be granted thereunder.

#### **Zilog 2004 Omnibus Stock Incentive Plan**

In connection with the acquisition of Zilog, the Board approved assumption of the Zilog 2004 Omnibus Stock Incentive Plan, or the Zilog 2004 Plan. Employees of Zilog and persons first employed by our company after the closing of the acquisition of Zilog may receive grants under the Zilog 2004 Plan. Under the Zilog 2004 Plan, incentive stock options, non-statutory stock options or restricted shares may be granted. At the time of the assumption of the Zilog 2004 Plan by our company, up to 652,963 shares of our common stock were available for grant under the plan.

In general, the options and shares granted pursuant to the Zilog 2004 Plan are exercisable at such time or times and subject to such terms and conditions (including the vesting schedule, period of exercisability and expiration date) as the plan administrator, generally expected to be the Compensation Committee of our Board of Directors, determines in the applicable option agreement. The exercise price per share, payable upon the exercise of an option, is established by such administrator at the time of the grant and is not less than the par value per share of common stock on the date of the grant and in the case of an incentive stock option generally is not less than 100% of the fair market value per share on the date of grant.

In general, restricted stock awards granted pursuant to the Zilog 2004 Plan are subject to a restricted stock award agreement that reflects the terms, conditions and restrictions related to the restricted stock award. The agreement includes, among other things, the period during which the restricted stock is subject to forfeiture, the imposition of any performance-based conditions or other restrictions on the award, if any.

## EXECUTIVE COMPENSATION

### Executive Summary

- Our annual executive compensation consists principally of salary, cash performance compensation and stock options.
- Total compensation paid to all named executive officers during fiscal 2012, as set forth in our summary compensation table, was less than \$2.9 million.
- In fiscal 2012, our CEO’s total compensation was reduced by 4.5% as compared to fiscal 2011, as reported in the summary compensation table.
- Our CEO beneficially owns more than one-fifth of our company’s outstanding common stock. This ownership interest constitutes a significant performance-based incentive that is not included in current executive compensation.
- Our CEO does not expect to receive additional equity compensation from our company, except in an amount commensurate with outside directors.

### Compensation Discussion and Analysis

*This discussion and analysis should be read along with the tables and text under “Executive Compensation” that follow hereafter. Throughout this discussion and analysis, the “Committee” refers to the Compensation Committee and “executives” refers to our executive officers. Generally, the Committee limits its deliberations to individuals determined by the Board to be executive officers under the rules of the SEC, except for equity compensation and except for compliance with rules of the SEC. The compensation of other employees is determined under the direction of the Chief Executive Officer.*

### Our Compensation Philosophy

Our success begins with our culture of innovation, cooperation and efficiency. Our compensation programs are designed to support this culture by allowing us to:

- *Motivate and reward performance.* We believe that compensation should vary with performance, and that a significant portion of an executive’s pay should be linked to individual and corporate performance.
- *Align employee pay with stockholder objectives.* We believe that our pay program should connect executives’ interests with stockholders’ interests. In particular, we believe that pay should reward executives for growing the market value of our company’s stock.
- *Manage resources efficiently.* Compensation is a significant expense, which should be managed appropriately to achieve our executive reward and retention goals while also protecting stockholder interests.
- *Attract and retain personnel.* The semiconductor industry is a competitive landscape, where experienced and talented employees are in demand. Executive compensation must be competitive to attract and retain the individuals we need to lead our business.

### Our Executive Compensation Program

Our executive compensation program consists of six components:

- Salary
- Cash performance compensation
- Other cash bonuses
- Equity compensation



- Employee benefits
- Severance and change-in-control compensation

Our philosophy is to offer competitive salaries to our executives and to provide significant rewards through incentive pay. Incentive cash opportunities are calibrated to be competitive when performance objectives are achieved and are primarily intended to reward for performance during the corresponding fiscal year. Exceptional rewards may be provided through equity compensation, but only to the degree that our stock price appreciation is strong. Equity compensation is intended to reward for long-term performance, in the expectation that is likely to constitute a significant sum in the event of long-term growth in the profitability of our company. In determining executive compensation, the Committee reflects on compensation in immediately preceding years, but considers every year to be a new page where goals and potential compensation could be substantially changed. In general, we place more emphasis on cash performance compensation and stock options than on salary. While we offer competitive salaries, we believe we can create a stronger link between pay and performance by directing executive pay towards incentive cash performance compensation and equity rewards. The Committee does not use an approach based on rigorous adherence to specific metrics; instead, it exercises a significant degree of judgment.

### ***Salaries***

We provide salaries sufficient to attract and retain key executives. To determine the appropriate salary for an executive, the Committee considers a number of factors, including the executive's responsibilities, experience, past performance, and expected future contribution to our company. The Committee also considers the salaries of executives in similar positions at comparable companies. Generally, in setting salaries the Committee seeks to pay competitive salaries and to provide the funds necessary for a current standard of living for the executive.

### ***Cash Performance Compensation***

Our cash performance compensation program is intended to provide economic incentives for executives to work for the achievement of objectives that the Committee believes will foster our growth and profitability. It rewards executives in light of their achievement of their performance objectives and for helping us to achieve our annual financial goals. Each year, the Committee develops a cash performance compensation program for the two most senior executives. To establish these programs, the Committee considers the executive's responsibilities and expected contributions to our company.

The cash performance compensation program is composed of a series of objectives, a set of weights for the objectives and, when the Committee believes that it can reasonably assess possible outcomes in advance, three potential measurement levels, consisting of a threshold level, a target level and a maximum level. Objectives are set in light of the Committee's views on the goals and challenges for our company and the individual for the corresponding fiscal year.

The Committee considers the measurement levels and objectives, along with the weights accorded the objectives, to be guidelines for the Committee to use in evaluating the cash performance compensation to be paid to executives and for executives to use in understanding the goals of the Committee for their performance. The amount of the cash performance compensation will be determined by the Committee in light of its evaluation of each executive's performance in total and not based on the mechanical application of any formula. The Committee may decide to award additional amounts for performance in excess of an objective or award lesser amounts for partial performance of an objective. The Committee may also consider other factors in ultimately determining the amount of cash performance compensation. Thus, the amount of cash performance compensation to be paid to an executive is in the discretion of the Committee, to be determined after completion of the fiscal year.

### ***Other Cash Bonuses***

From time to time, the Committee has awarded cash bonuses outside of the cash performance compensation structure. These bonuses relate to circumstances unique to the individual and often to recognition for years of service to our company or for a specific level of achievement.

**Equity**

We believe equity-based compensation is critical to our overall pay program for executives. Equity-based compensation provides several significant advantages:

- It allows us to provide exceptional potential rewards. Those exceptional rewards are realized, however, only if our growth is strong as evidenced by stock price appreciation and value is created for stockholders.
- It creates a strong incentive for executives to improve financial results and take the right actions to increase our value over the long term. Because the ultimate value of the award varies with our stock price, which is in turn affected by our results, equity-based compensation creates a strong link between pay and performance.
- It links executives' interests directly with stockholders' interests, since rewards depend on stock performance.

Currently, the Committee views stock options in various forms as the best method to motivate our executives. Stock options encourage executives to focus on value creation, since stock options provide rewards only when our stock price increases. The vesting schedules we use delay rewards until the future, thereby maintaining incentives for our executives and helping us retain key talent. The Committee awarded restricted stock units for about a year, but management found that employees did not readily understand restricted stock units or react to the award as an incentive to same degree as with stock options. Stock options, having been in common use in the semiconductor industry for decades, were judged to be better understood and a more effective incentive. The Committee, therefore, reverted to the use of stock options.

*Determining the Size of Individual Equity Incentive Awards*

To determine the appropriate size of an executive's equity incentive award, the Committee considers several factors, including the executive's past performance and expected future contribution, the retention value of the executive's prior unvested option grants and our growth and performance outlook.

*Timing of Grants*

Historically, executives generally received an equity incentive award following employment and, thereafter, a single equity incentive award each year. We do not grant re-load options, make loans to executives to exercise their stock options or grant stock options at a discount. The Committee generally grants equity incentives to our executives at regular quarterly meetings. The Committee does not have an express policy regarding the timing of grants to executives. The Board or the Committee may grant options when in possession of material non-public information.

*Exercise Price*

The exercise price of all stock option grants is at a minimum the closing price of a share of our common stock on Nasdaq on the date of grant.

### *Vesting*

Equity incentive awards cannot be exercised until they vest. The principal purpose of vesting is to serve as an employee retention tool. Employees who leave before their awards vest lose any value in their unvested equity incentive awards. The vesting requirements for our executives are typically the same as those for our employees. Generally, our equity incentive awards for employees vest in equal annual installments over a four year period or, in other words, at the rate of 25% per year.

### *Dr. Nathan Zommer*

Dr. Zommer has informed the Committee that henceforth he only wishes to receive equity compensation for his service as a director and, therefore, to be considered only for an equity incentive equivalent to the annual grant generally made for continuing directors. Currently, that is the grant of a stock option exercisable for 20,000 shares of our common stock, which vests over the course of a year. The Committee approves of this practice and expects to follow it in the future.

### ***Other Benefits***

We provide Dr. Zommer and Mr. Sasson with a limited number of benefits not generally made available to all employees. These benefits primarily consist of car allowances, term life insurance and reimbursement for tax planning and the preparation of tax returns. These benefits for senior executives are a longstanding practice by our company and the Committee has viewed them as immaterial in amount. These benefits are required by the terms of their employment agreements. See “Executive Compensation — Employment Agreement.” In addition, as a director, Dr. Zommer receives a benefit accorded directors, the reimbursement of estate planning expenses.

Like all of our full-time domestic employees, our executives are eligible to participate in our 1999 Employee Stock Purchase Plan, our 401(k) plan, and other health and welfare insurance programs. We believe we offer a competitive package of health and welfare programs. To ensure our total compensation package remains competitive with other companies, we compare our health and welfare benefits with the packages offered by other companies.

### ***Severance and Change in Control Provisions***

We have severance and change in control agreements with Dr. Zommer and Mr. Sasson. See “Executive Compensation — Potential Payments upon Termination or Change in Control.” The Committee believes that executive severance and change in control provisions are appropriate for our senior executives. These provisions are sometimes necessary to attract or retain key personnel and to assist executives in focusing on the best course for our company. The Committee has selected a double trigger in the event of a change in control for the payment of compensation, in the belief that incremental compensation is appropriate only if there is a loss of, or material change in, a position after a change in control.

### **Determining Executive Pay**

After the end of each fiscal year, the Committee reviews our executive compensation program. The review involves the analysis of market pay practices, the assessment of our existing pay practices and the consideration of our goals for the future. As a result of this review, the executive compensation program for the next fiscal year is formulated.

At the same time as establishing the compensation program for the current year, the process of evaluating individual performance and making incentive cash compensation decisions for the prior fiscal year is also occurring. The CEO reviews the pay and performance of each executive other than himself and makes pay recommendations to the Committee for each of those executives. The Committee reviews those recommendations, taking into account:

- The CEO’s assessment of the performance of each executive other than himself;
- Each executive’s pay history and unvested equity incentives;
- The difficulty of the executive’s role; and

- Periodically, but not annually, executive pay at comparable companies.

As necessary, the Committee discusses changes to the CEO's recommendations with the CEO and then approves compensation actions for each executive.

The Committee makes compensation decisions for the CEO separately without the CEO's participation. The Committee evaluates the CEO's performance in light of its judgment of results achieved. Input on our CEO's performance is also solicited from the other members of the Board.

At the end of this process, the Committee's decisions included the following compensation actions for our two most senior executives:

- Objectives, weights and measurement levels for the cash performance compensation programs for the current fiscal year;
- Any changes to salary; and
- The amount of any equity incentive awards for the fiscal year.

The decisions of the Committee were then communicated to the executives by the Chairman of the Committee.

***Stockholder Vote on Executive Compensation***

At the 2011 annual meeting of stockholders, more than 95% of the shares voted on the compensation of the named executive officers were voted for such compensation. The Committee considered the result of that vote, concluded that the vote constituted general support for the company's executive compensation policies and decisions and expects to continue on a similar path in the future.

***Executive Compensation Consulting***

From time to time, the Committee engages an executive compensation consulting firm. It is the Committee's practice to request of its compensation consulting firm, Hay Group, Inc., that it provide advice on compensation issues identified by the Committee and, when requested by the Committee, gather and analyze third-party data about the compensation practices of peer companies against which we measure our compensation. Hay Group provided the Committee with the following services during fiscal 2012:

- in consultation with the Committee, prepared a peer group of companies for comparison;
- analyzed data from the Radford Global Technology Survey;
- conducted an independent analysis and review of the compensation arrangements for our CEO and President in comparison to the compensation provided to similar executives in the peer group and as disclosed in the Radford survey; and
- updated the Committee on emerging trends/best practices in the area of executive compensation.

Hay Group, Inc. reported directly to the Committee and worked solely for the Committee. Our company did not employ other compensation consultants during fiscal 2012.

***Peer Group Assessment***

In setting executive pay, we are mindful of the competitive market. To gauge our pay against our competitors and against the broader marketplace, the Committee has, from time to time, requested our compensation consultant to provide us with information on the pay practices generally occurring in the semiconductor industry. In fiscal 2012, to determine our peer companies, Hay Group, Inc. provided data on public companies in the business of manufacturing semiconductors, and in one instance equipment to manufacture semiconductors,

that had annual revenues similar to ours, most of which were in the range of \$150 million to \$700 million. These companies were:

American Superconductor Corp.	Intersil Corporation	Semtech Corporation
Applied Micro Circuits Corp.	LTX-Credence Corporation	Silicon Laboratories
Cohu, Inc.	Micrel, Inc.	SMART Modular Technologies
Diodes Incorporated	Microsemi Corporation	(WWH), Inc.
Entropic Communications, Inc.	Monolithic Power Systems, Inc.	Standard Microsystems Corp.
Integrated Device Technology, Inc.	Power Integrations, Inc.	Trident Microsystems, Inc.
Integrated Silicon Solution, Inc.		TriQuint Semiconductor

The Committee used the information provided by the compensation consultant as guidance that the decisions of the Committee were within the range of compensation at companies viewed as peers. In that context, the Committee exercised discretion regarding compensation decisions rather than adhering to any particular benchmark or formula.

### **Executive Pay Decisions for Fiscal 2012**

Under their employment agreements in effect during fiscal 2012, Dr. Zommer's annual salary was at least \$566,000 and Mr. Sasson's annual salary was at least \$330,000. As a part of its regular practice in setting the salaries of the two executives, the Committee considers the responsibilities of the executives beyond those typically associated with their roles; in particular, that Dr. Zommer serves as the senior technical executive of our company and that Mr. Sasson has significant operational responsibilities and serves as the senior sales executive of our company. For fiscal 2012, the salaries of Dr. Zommer and Mr. Sasson were paid at annual rates of \$580,000 and \$355,000, respectively, the same rates applicable during most of fiscal 2011. During fiscal 2012, in accordance with our general policy for employees, Mr. Sasson cashed out vacation days for a payment of \$13,654. Mr. Jones's cash pay consists of a modest salary and additional payments based on hours worked. In June 2011, Mr. Jones ceased being an executive officer of our company, but continued as an employee.

### ***Cash Performance Compensation***

In establishing the cash performance compensation program for fiscal 2012, the Committee set a target award for Dr. Zommer of \$580,000 and a target award for Mr. Sasson of \$355,000. The Committee established a maximum potential award for each executive of 1.75 times the amount of his target award. For both executives, the set of objectives consisted of four quantitative objectives and one qualitative objective. Each quantitative objective consisted of three numbers, with a number corresponding to each of the concepts of threshold, target and maximum.

The fiscal 2012 objectives, weights and measurement levels were as follows:

<u>Objective</u>	<u>Weight</u>	<u>Threshold</u>	<u>Target</u>	<u>Maximum</u>
		(Dollars in millions)		
Net revenues .....	25%	\$ 350	\$ 400	\$ 435
Gross margin .....	25%	31.7%	33.0%	34.3%
Cash flow from operations .....	25%	\$ 34	\$35.5	\$ 37
Return on assets .....	10%	8.5%	9.5%	11.0%
Discretionary .....	15%			

Gross margin was defined as gross profits divided by net revenues. Return on assets was defined as net income divided by average total assets during the fiscal year.

After the end of fiscal 2012, the Committee exercised discretion in determining the amount of the cash performance compensation awarded to Dr. Zommer and Mr. Sasson for the year. In reviewing performance in comparison to the quantitative objectives, the Committee concluded that the net revenues, gross margin and return on asset objectives had exceeded the threshold measurement levels, but that the target measurement levels had not been achieved. The Committee concluded that the objective for cash flow from operations had exceeded the maximum measurement level. In evaluating the discretionary objective for Dr. Zommer, the Committee considered items such as leadership development; building infrastructure and capacity; overall management of organization; research, development and new products; and five-year stock price performance. In evaluating the discretionary objective for Mr. Sasson, the Committee considered items such as development of intermediate managers; development of a gross margin improvement strategy; tax reduction strategy; inventory control and five-year stock price performance. For each executive, the Committee then went through the process of multiplying the weight for each objective against the target potential award payable to the executive, interpolating the quantitative performance achieved for an objective between the nearest measurement levels and calculating an amount for the objective based on the interpolation. In this context, threshold performance was interpreted to warrant a payment equal to 0.25 times the target award, an amount symmetrical with the payment for maximum performance. The cash from operations objective was calculated at the 1.75 limit. The Committee regarded the discretionary performance as two-thirds of the target level. The Committee then added the calculated amounts to determine the award for each executive. Ultimately, through its quantitative and qualitative assessments, the Committee awarded Dr. Zommer \$521,788 and Mr. Sasson \$319,372. For each executive, the amount awarded constituted 90% of his target award.

***Other Cash Bonuses***

The Compensation Committee did not award any other cash bonuses to executive officers in fiscal 2012.

***Equity***

In fiscal 2012, consistent with practice, the Board granted an option for 20,000 shares to Dr. Zommer on the same terms as the options granted to nonemployee directors. The Committee granted Mr. Sasson an option for 80,000 shares. The size of the grants to Mr. Sasson reflected past individual and company performance and expected future contribution.

***Tax and Accounting Implications***

Section 162(m) of the Code places a limit of \$1,000,000 on the amount of compensation that we may deduct from our taxes in a year with respect to our executive officers. Section 162(m) limits the types of compensation that are deductible resulting in some compensation that does not qualify as tax deductible. While the Committee is mindful of the benefit to our company performance of full deductibility of compensation, we believe the Committee must not be constrained by the requirements of Section 162(m) where those requirements would impair flexibility in compensating our executive officers in a manner that can best promote our corporate objectives. Therefore, the Committee has not adopted a policy that requires that all compensation be deductible. The Committee intends to continue to compensate our executive officers in a manner consistent with the best interests of our company and the stockholders.

The authoritative guidance provided by the Financial Accounting Standards Board, or FASB, requires employee stock options and rights to purchase shares under stock participation plans to be accounted for under the fair value method and requires the use of an option pricing model for estimating fair value. Accordingly, stock-based compensation cost is measured at grant date, based on the fair value of the awards, and is recognized as an expense over the requisite employee service period. We use the Black-Scholes pricing model to estimate the fair value of each award.

### **Compensation and Risk**

Our Compensation Committee has discussed the concept of risk as it relates to our compensation of employees, reviewed the employee compensation used in our company and the Compensation Committee does not believe our employee compensation encourages excessive or inappropriate risk taking for the following reasons:

- Our use of different types of compensation methods provides a balance of long and short-term incentives with fixed and variable components.
- We grant equity-based awards with time-based vesting, which encourages participants to look to long-term appreciation in equity values.
- The objectives used to determine the amount of an executive officer's cash performance award address overall performance, which we believe promotes long-term value. In addition, an executive's cash performance award cannot exceed 1.75 times the target amount, no matter how much financial performance exceeds the objectives established at the beginning of the year.
- For our executive officers, our Compensation Committee retains discretion to modify or to eliminate performance compensation that would otherwise be payable based on actual financial performance.
- Our system of internal control over financial reporting, Code of Ethics, and whistle-blower program, among other things, reduce the likelihood of manipulation of our financial performance to enhance incentive payments.

**Summary Compensation Table**

The following table shows for the fiscal year ended March 31, 2012, compensation awarded to or paid to, or earned by, our Chief Executive Officer, our Chief Financial Officer and a former executive officer, together referred to as our Named Executive Officers, at March 31, 2012.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Nathan Zommer . . . . . Chairman of the Board and Chief Executive Officer	2012	580,000	58,000(2)	126,804(3)	463,788	30,856(4)	1,259,448
	2011	574,155	208,119	91,469	401,881	42,707	1,318,331
	2010	509,400	330,000	—	—	48,723	888,123
Uzi Sasson . . . . . President and Chief Financial Officer	2012	368,654(5)	35,500(2)	507,217	283,872	12,107(6)	1,207,350
	2011	361,619	135,176	373,765	244,824	17,931	1,133,315
	2010	308,423	165,000	—	—	17,797	491,220
James R. Jones . . . . . Vice President and General Counsel (7)	2012	383,965(8)	—	—	—	7,350(9)	391,315
	2011	398,729	—	93,441	—	5,930	498,100

- (1) Note 10 of the Notes to Consolidated Financial Statements set forth in our Annual Report on Form 10-K for the year ended March 31, 2012 discloses the assumptions made in valuing the rights.
- (2) Consists of the sum awarded under the cash performance compensation program for the discretionary objective.
- (3) Constitutes compensation for being a director.
- (4) Includes car expense of \$15,857, estate planning charges of \$5,408, \$7,350 in contributions by our company matching certain of Dr. Zommer’s 401(k) plan contributions and other compensation payments aggregating to \$2,241. Other compensation payments include payments in the nature of medical health checkup and bill paying and bookkeeping services. For fiscal 2012, bill paying and bookkeeping services were valued based on an estimate of the hours involved and the hourly rate of the person providing the services.
- (5) Includes vacation cash-out of \$13,654.
- (6) Represents car expense.
- (7) Mr. Jones ceased being an executive officer in June 2011, but remains an employee of our company.
- (8) Consists of a salary of \$39,557 and payments for hours worked.
- (9) Represents our company’s contributions matching certain of Mr. Jones’s 401(k) plan contributions.

We provide or reimburse for car expense for Dr. Zommer and Mr. Sasson, including associated expenses such as insurance, registration, maintenance and gasoline. Our directors, including Dr. Zommer, are reimbursed for their estate planning and tax planning and return preparation expenses. Because Dr. Zommer spends significant time traveling to our worldwide locations and customers, we provide bill paying and bookkeeping services to Dr. Zommer.

**Employment Agreements**

Dr. Zommer and Mr. Sasson are the only executive officers who have employment agreements. Each agreement was executed in July 2012 and terminates July 31, 2015.



Dr. Zommer's agreement provides that he will be paid an annual base salary of at least \$580,000 and that he will be considered for an annual performance bonus, as determined by the Board in its discretion. He is to receive the benefits made available to senior executives generally, as well as the following specifically described in his agreement: an annual medical exam; term insurance in the amount of \$2,000,000 on his life, payable to his designee; the services of a personal tax or investment advisor, in an amount not to exceed \$2,000 per year; the use of a car, of make and model determined by Dr. Zommer and the Board, including maintenance, gas and insurance; 10 hours per month of bill paying and bookkeeping services; and annual vacation in an amount equal to 15 days plus one-half day for each full year of service after June 1, 2003. Additionally, Dr. Zommer is entitled to the payments and benefits described in "Potential Payments upon Termination or Change in Control," upon the events described there. During fiscal 2007, Dr. Zommer caused the term life insurance provided pursuant to his agreement to be cancelled.

Mr. Sasson's agreement provides that he will be paid an annual base salary of at least \$355,000 and that he will be considered for an annual performance bonus, as determined by the Board in its discretion. He is to receive the benefits made available to senior executives generally, as well as the following specifically described in his agreement: an annual medical exam; term insurance in the amount of \$2,000,000 on his life, payable to his designee; the services of a personal tax or investment advisor, in an amount not to exceed \$2,000 per year; the use of a car, of make and model determined by Mr. Sasson and the Board, including maintenance, gas and insurance; and annual vacation in an amount equal to 15 days. Additionally, Mr. Sasson is entitled to the payments and benefits described in "Potential Payments upon Termination or Change in Control," upon the events described there.

#### Grants of Plan-Based Awards

The following table provides information regarding all incentive plan awards that were made to or earned by our Named Executive Officers during fiscal 2012.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Share)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)			
Nathan Zommer	9/16/11	123,250	493,000	862,750	20,000	12.25	126,804
Uzi Sasson	9/16/11	75,438	301,750	528,063	80,000	12.25	507,217
James R. Jones	—	—	—	—	—	—	—

(1) These amounts constitute the threshold, target and maximum amounts applicable to the quantitative objectives under the cash performance compensation program for fiscal 2012.

**Outstanding Equity Awards at Fiscal 2012 Year End**

The following table shows for the fiscal year ended March 31, 2012, certain information regarding outstanding equity awards at fiscal year end for the Named Executive Officers.

Name	Option Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Nathan Zommer	280,000		7.79	11/15/12
	150,000		10.63	02/20/14
	100,000		15.81	06/02/15
	200,000		10.30	06/07/17
	127,500	42,500(1)	12.65	09/05/18
	20,000		9.37	08/27/20
	10,000	10,000(2)	12.25	09/16/21
Uzi Sasson	30,000		6.65	08/20/14
	120,000		9.15	11/23/14
	75,000		14.37	06/02/15
	20,000		9.35	05/31/17
	120,000		9.36	06/07/17
	90,000	30,000(3)	11.50	09/05/18
	112,500	37,500(4)	6.53	11/13/18
	20,000	60,000(5)	8.64	05/21/20
	80,000(6)	12.25	09/16/21	
James R. Jones	10,000		5.83	01/31/13
	10,400		14.37	06/02/15
	15,000		8.98	08/24/16
	8,000		9.35	05/31/17
	30,000	10,000(7)	6.53	11/13/18
	5,000	15,000(8)	8.64	05/21/20

- (1) 42,500 shares vest on each anniversary of September 5.
- (2) 1,667 shares vest each month from September 16, 2011.
- (3) 30,000 shares vest on each anniversary of September 5.
- (4) 37,500 shares vest on each anniversary of November 13.
- (5) 20,000 shares vest on each anniversary of May 21.
- (6) 20,000 shares vest on each anniversary of September 16.
- (7) 10,000 shares vest on each anniversary of November 13.
- (8) 5,000 shares vest on each anniversary of May 21.

**Option Exercises in Fiscal Year 2012**

Name	Option Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)
Nathan Zommer	160,000	896,900
Uzi Sasson	—	—
James R. Jones	—	—

## **Potential Payments upon Termination or Change in Control**

### **Dr. Zommer**

Dr. Zommer's employment agreement provides for certain payments and benefits in connection with termination of his employment or a change in control. In the event he is terminated without cause he is entitled to a single payment equal to 18 months of salary, as well as a single lump sum equal to the amount payable for health insurance coverage under COBRA for 18 months. If he becomes disabled for three months in a six month period, his salary will continue to be paid, along with benefits, by us for a period of 18 months, after which his employment shall terminate. If his employment terminates, either without cause or for good reason, within one year of a change in control, he is entitled to a single payment from us equal to three times his average annual cash compensation over the last three years. Additionally, upon such event, he is entitled to a continuation of his benefits from us, both as provided to employees generally and as specifically described in his employment agreement, for a period of 18 months, as well as the immediate vesting of all unvested stock options. Payments and benefits in the event of his termination without cause, or in the event of his termination without cause or good reason within one year of change in control, are conditioned upon his execution and delivery of a release in favor of our company.

Under his employment agreement, cause means conviction of any felony or any crime involving moral turpitude or dishonesty; participation in a fraud or act of dishonesty against our company; willful breach of our policies; intentional damage to our property; or breach of the employment agreement or any other agreement with us. Change in control means any reorganization, consolidation or merger in which we are not the surviving corporation or where our voting stock would be converted into cash, securities or other property, other than a merger where our stockholders have the same proportionate ownership of voting stock after the merger; the sale, exchange or other transfer to an unaffiliated third party of at least a majority of our voting stock; or the sale, lease, exchange or other transfer of all, or substantially all, of our assets. Good reason means reduction of his rate of salary compensation as in effect immediately prior to the change in control by more than five percent; failure to provide a package of welfare benefit plans that, taken as a whole, provide substantially similar benefits to those in which he is entitled to participate immediately prior to the change of control, except that employee contributions may be raised to the extent of any cost increases imposed by third parties, or any action by us that would adversely affect his participation or reduce his benefits under any of such plans; change in his responsibilities, authority, titles or offices resulting in diminution of position, excluding insubstantial, inadvertent actions and noting that the fact the company is no longer public or the ultimate parent is not such a diminution; request that Dr. Zommer relocate to a worksite that is more than 35 miles from his prior worksite; material reduction in duties; failure or refusal of the successor company to assume our obligations under his employment agreement; or material breach by us or any successor company of any of the material provisions of his employment agreement.

The following table sets forth estimates of the value of the payments and the benefits that would have been receivable by Dr. Zommer under his currently effective employment agreement in connection with termination or a change in control had such occurred on March 31, 2012.

<u>Executive Benefits and Payments upon Termination or Change in Control</u>	<u>Involuntary Termination Without Cause (\$)</u>	<u>Involuntary Termination For Cause (\$)</u>	<u>Disability (\$)</u>	<u>Termination without Cause or For Good Reason within One Year after Change in Control (\$)</u>
Cash payment .....	870,000(1)	—	870,000(1)	3,125,343(2)
Vesting of option awards (3) .....	—	—	32,875	32,875
401(k) match (4) .....	—	—	11,025	11,025
Car expense (4) .....	—	—	23,785	23,785
Health insurance (4) .....	25,072	—	25,072	25,072
Other benefits (4)(5) .....	—	—	10,865	10,865
<b>Total .....</b>	<u><u>895,072</u></u>	<u><u>—</u></u>	<u><u>973,622</u></u>	<u><u>3,228,965</u></u>

- (1) Based on the salary rate in effect at March 31, 2012.
- (2) Based on the cash compensation paid during the three fiscal years ended March 31, 2012.
- (3) Represents the fair market value of stock awards that would become vested due to termination, based on closing price of a share of our common stock on March 31, 2012, which was \$13.20. For disability, assumes vesting of options that would occur within 18 months.
- (4) Assumes 18 months of benefits. Benefits are estimated using fiscal 2012 data.
- (5) Consists of dental insurance, group life insurance, tax or investment advisor reimbursement (estimated at \$2,000 per year), annual medical exam reimbursement (estimated at \$1,000 per year), and bill paying and bookkeeping services.

**Mr. Sasson**

Mr. Sasson’s employment agreement provides for certain payments and benefits in connection with termination of his employment or a change in control. In the event he is terminated without cause, he is entitled to a single payment equal to one month’s salary for each year of service, but not more than 18 months of salary, as well as a single lump sum equal to the amount payable for health insurance coverage under COBRA for 18 months. If he becomes disabled for three months in a six month period, his salary will continue to be paid, along with benefits, by us for a period of 18 months, after which his employment shall terminate. If his employment terminates, either without cause or for good reason, within one year of a change in control, he is entitled to a single payment from us equal to two times his average annual cash compensation over the last three years. Additionally, upon such event, he is entitled to a continuation of his benefits from us, both as provided to employees generally and as specifically described in his employment agreement, for a period of 18 months, as well as the immediate vesting of all unvested stock options. Payments and benefits in the event of his termination without cause, or in the event of his termination without cause or good reason within one year of change in control, are conditioned upon his execution and delivery of a release in favor of our company. Cause, change in control and good reason have definitions identical to those in Dr. Zommer’s agreement.

The following table sets forth estimates of the value of the payments and the benefits that would have been receivable by Mr. Sasson under his currently effective employment agreement in connection with termination or a change in control had such occurred on March 31, 2012.

<u>Executive Benefits and Payments upon Termination or Change in Control</u>	<u>Involuntary Termination Without Cause (\$)</u>	<u>Involuntary Termination For Cause (\$)</u>	<u>Disability (\$)</u>	<u>Termination without Cause or For Good Reason within One Year after Change in Control (\$)</u>
Cash payment . . . . .	207,083(1)	—	355,000(1)	1,268,712(2)
Vesting of option awards (3) . . . . .	—	—	411,325	650,725
401(k) match (4) . . . . .	—	—	—	—
Car expense (4) . . . . .	—	—	18,160	18,160
Health insurance (4) . . . . .	31,209	—	31,209	31,209
Other benefits (4)(5) . . . . .	—	—	9,245	9,245
<b>Total . . . . .</b>	<u>238,292</u>	<u>—</u>	<u>824,939</u>	<u>1,978,051</u>

- (1) Based on the salary rate in effect at March 31, 2012.
- (2) Based on the cash compensation paid during the three fiscal years ended March 31, 2012.
- (3) Represents the fair market value of stock awards that would become vested due to termination or the value of the spread on options that would become exercisable due to termination, based on closing price of a share of our common stock on March 31, 2012, which was \$13.20. For disability, assumes vesting of options that would occur within 18 months.
- (4) Assumes 18 months of benefits. Benefits are estimated using fiscal 2012 data.
- (5) Consists of dental insurance, group life insurance, tax or investment advisor reimbursement (estimated at \$2,000 per year) and annual medical exam reimbursement (estimated at \$1,000 per year).

### Director Compensation

The following table shows for the fiscal year ended March 31, 2012 certain information with respect to the compensation of all of our non-employee directors:

#### Director Compensation for Fiscal 2012

<u>Name (1)</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Option Awards (\$ (2) (3))</u>	<u>All Other Compensation (\$ (4))</u>	<u>Total (\$)</u>
Donald Feucht . . . . .	63,500	116,758	4,180	184,438
Samuel Kory . . . . .	55,500	116,758	945	173,203
S. Joon Lee . . . . .	43,500	116,758	2,765	163,023
Timothy Richardson . . . . .	54,000	116,758	—	170,758
James Thorburn . . . . .	49,000	116,758	2,520	168,278
Kenneth Wong . . . . .	39,333	302,835	—	342,168

- (1) Kenneth Wong became a director in June 2011.
- (2) These amounts reflect the value determined by us for accounting purposes for these awards and do not reflect whether each director has actually realized benefit from the awards. The value of the equity awards is based on the grant date fair value calculated in accordance with the amount recognized for financial statement reporting purposes. Amounts reported for stock options are determined using the Black-Scholes option pricing model. See Note 10, to our audited financial statements for the fiscal year ended March 31, 2012, included in our Annual Report on Form 10-K, for a further discussion of the relevant valuation assumptions used in calculating grant date fair value.

- (3) Each non-employee director listed in the table above was granted a stock option for 20,000 shares of our common stock on September 16, 2011. Each of these awards had a grant date fair value of \$116,758. In addition, Mr. Wong was granted a stock option for 30,000 shares of common stock on June 3, 2011 with a grant date fair value of \$186,077, consistent with our company's practice for new directors. The following table sets forth the number of outstanding option awards at March 31, 2012:

<u>Name</u>	<u>Number of Shares Underlying Unexercised Options</u>
Donald Feucht .....	151,250
Samuel Kory .....	151,250
S. Joon Lee .....	131,250
Timothy Richardson .....	130,000
James Thorburn .....	110,000
Kenneth Wong .....	50,000

- (4) All other compensation represents reimbursements for expenses incurred in preparing the director's personal income tax returns.

Each of the non-employee directors currently receives an annual retainer of \$40,000. Additionally, each non-employee director is also paid a retainer for each additional committee of the Board on which he serves. The Chairs of the standing committees of the Board are paid retainers as follows: Chair of the Audit Committee, \$15,000; Chair of the Compensation Committee, \$10,000; and Chair of the Nominating and Corporate Governance Committee, \$6,000. Other members of the standing committees are paid retainers as follows: Audit Committee member, \$7,000; Compensation Committee member, \$5,000; and Nominating and Corporate Governance Committee member, \$2,000. Additionally, each director is reimbursed for expenses incurred in preparing their personal income tax returns and estate planning matters. Meeting attendance fees are not paid.

The plan provides for the grant of options to non-employee directors pursuant to a discretionary grant mechanism administered by the Board. Under current practice, each director receives an option to acquire 30,000 shares upon becoming a member of the Board, which vests in equal annual installments over four years, and an option to acquire 20,000 shares annually, which vests in monthly installments over one year. All non-employee director options will vest in full in connection with a change in control of our company. Each option has an exercise price equal to the fair market value of such common stock on the date of grant, based on the closing sales price reported on the Nasdaq Global Select Market for the date of grant.

## TRANSACTIONS WITH RELATED PERSONS

### Related Person Transactions Policy and Procedures

Section 4 of our Code of Ethics sets forth our policy regarding disclosure by an employee or director of a conflict of interest. A related party transaction would be a conflict of interest. Under Section 4 of our Code of Ethics, executive officers and directors are to disclose conflicts of interest to the Audit Committee. When transactions that fall within the coverage of Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934 are identified, they are submitted to the Audit Committee for review, approval or ratification, excepting indemnity agreements, the form of which was previously approved by the stockholders. Evidence of the policy is set forth in Section 4 of our Code of Ethics and the charter of the Audit Committee. The Audit Committee considers transactions on a case-by-case basis in light of the applicable facts and circumstances, and has not developed specific standards for such review, approval or consideration. Review, approval or ratification is evidenced in the minutes of the Audit Committee. The policies and procedures are not otherwise set forth in writing.

### Related Person Transactions

We have entered into indemnity agreements with our executive officers and directors containing provisions that may require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or services as officers or directors.

## HOUSEHOLDING OF PROXY MATERIALS

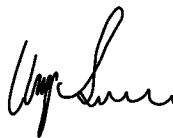
The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement and annual report addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies.

A number of brokers with account holders who are our stockholders will be “householding” our proxy materials. A single proxy statement and annual report will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate proxy statement and annual report, please notify your broker. Stockholders who currently receive multiple copies of the proxy statement at their addresses and would like to request “householding” of their communications should contact their brokers.

## OTHER MATTERS

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors



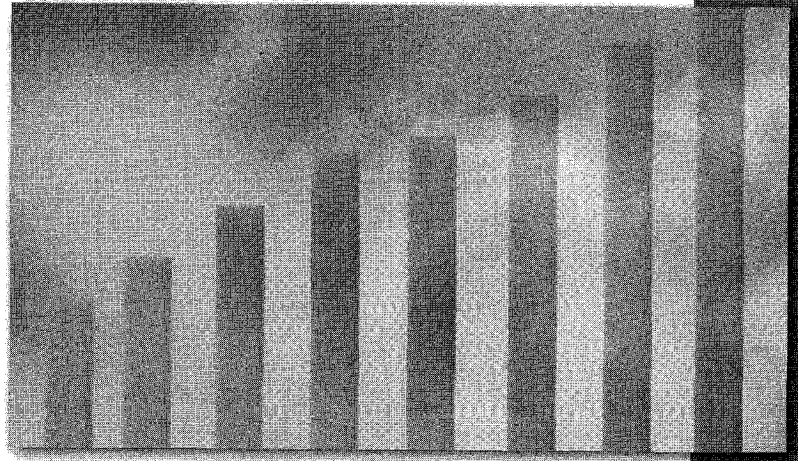
Uzi Sasson  
Secretary

July 27, 2012

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on August 24, 2012.**

Copies of the proxy statement, form of proxy and our annual report for the fiscal year ended March 31, 2012 are available at <http://www.ixys.com/Documents/InvestorRelations/AnnualReport2012.pdf>

You may also obtain such copies free of charge by writing to Uzi Sasson, Secretary, IXYS Corporation, 1590 Buckeye Drive, Milpitas, CA 95035.



**ANNUAL REPORT**

**Annual Report to Stockholders**

**For the Year Ended**

**March 31, 2012**





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

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended March 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-26124

**IXYS CORPORATION**

(Exact name of registrant as specified in its charter)

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

**77-0140882**  
(I.R.S. Employer  
Identification No.)

**1590 Buckeye Drive**  
**Milpitas, California 95035-7418**  
(Address of principal executive offices and zip code)  
**(408) 457-9000**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**  
**Common stock, par value \$0.01 per share**      **The NASDAQ Global Select Market**  
(Title of each class)      (Name of each exchange on which registered)

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

The aggregate market value of the common stock held by non-affiliates of the registrant, computed by reference to the last sale price on the NASDAQ Global Select Market on September 30, 2011, was approximately \$267,063,363. For purpose of this calculation, shares held or controlled by directors and executive officers have been excluded because they may be deemed to be "affiliates." This determination is used for convenience and is not conclusive for any purpose. The number of shares of the registrant's Common Stock outstanding as of May 25, 2012 was 31,323,538.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement relating to its Annual Meeting of Stockholders to follow its fiscal year ended March 31, 2012, to be filed subsequently — Part III of this Annual Report on Form 10-K.

**IXYS CORPORATION**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE FISCAL YEAR ENDED MARCH 31, 2012**  
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## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements that include, but are not limited to, statements concerning projected revenues, expenses, gross profit and income and the need for additional capital. These forward-looking statements are based on our current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by us. In some cases, these statements may be identified by terminology, such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of such terms and other comparable expressions. These statements involve known and unknown risks and uncertainties that may cause our results, levels of activity, performance or achievements or our industry to be materially different than those expressed or implied by the forward-looking statements. Factors that may cause or contribute to such differences include, but are not limited to, our ability to compete successfully in our industry, to continue to develop new products on a timely basis, cancellation of customer orders and other factors discussed below and under the caption "Risk Factors" in Item 1A. We disclaim any obligation to update any of the forward-looking statements contained in this report to reflect any future events or developments, except as may be required by law.

## PART I

### Item 1. *Business*

We are a multi-market integrated semiconductor company. We specialize in the development, manufacture and marketing of high performance power semiconductors, advanced mixed-signal integrated circuits, or ICs, application specific integrated circuits, or ASICs, microcontrollers, systems and radio frequency, or RF, power semiconductors.

Our power semiconductors improve system efficiency and reliability by converting electricity at relatively high voltage and current levels into the finely regulated power required by electronic products. We focus on the market for power semiconductors that are capable of processing greater than 200 watts of power.

Our power semiconductor products have historically been divided into two primary categories, power MOS, or metal-oxide-silicon, and power bipolar products. Our power semiconductors are sold as individual units and are also packaged in high power modules that frequently consist of multiple semiconductor die. In our fiscal year ended March 31, 2012, or fiscal 2012, power semiconductors constituted approximately 75.5% of our revenues, which included 26.1% of revenues from power MOS transistors and 49.4% of revenues from bipolar products. References to revenues in this Annual Report on Form 10-K constitute references to net revenues, except where the context otherwise requires.

Our power semiconductor products are used primarily to control electricity in:

- power conversion systems, including uninterruptible power supplies, or UPS, and switch-mode power supplies, or SMPS, for applications, such as communications infrastructure, including wireless base stations, network servers and telecommunication switching stations;
- motor drives for industrial applications, such as industrial transportation, robotics, automation and process control equipment;
- medical electronics for sophisticated applications, such as defibrillators and MRI equipment; and
- renewable energy sources, such as wind turbines and solar systems.

We design and sell ICs that have applications in telecommunications, display, power management, security systems and appliances. In fiscal 2012, ICs constituted approximately 17.3% of our revenues.

Our mixed-signal ICs are used in telecommunications products, central office switching equipment, customer premises equipment, set top boxes, remote meter reading equipment, security systems, advanced flat displays, medical electronics and defense aerospace systems. Our microcontroller semiconductor products are designed for a variety of applications, including consumer electronics, home appliances and security systems.

Our systems include laser diode drivers, high voltage pulse generators and modulators, and high power subsystems, sometimes known as stacks, that are principally based on our high power semiconductor devices. We also design and sell RF power semiconductors that switch electricity at the high rates required by circuitry that generates radio frequencies. Our RF power devices are used in wireless infrastructure, industrial RF applications, medical systems and defense and space electronics. In fiscal 2012, system and RF semiconductors constituted approximately 7.2% of our revenues.

We design our power semiconductor, IC and systems and RF semiconductor products primarily for industrial and business applications, rather than for use in consumer electronics.

In fiscal 2012, our products were used by over 2,500 end customers worldwide. Our major end customers include ABB, Boston Scientific, Emerson, Medtronic, Schneider Electric and Siemens.

We were founded in 1983 and are incorporated in the state of Delaware.

## **Background and Industry**

The worldwide demand for electrical energy is currently increasing due to:

- proliferation of technology-driven products that require electricity, including computers, telecommunications equipment and the infrastructure to support portable electronics;
- increased use of electronic content in traditional products such as airplanes, automobiles and home appliances;
- increased use of automation and electrical processes in industry and mass transit systems;
- growth of the Internet and mobile telecommunications demand; and
- penetration of technology into developing countries.

Not only is demand increasing, but the requirements for electricity are also changing. Electronic products in all markets are becoming increasingly sophisticated, offering more “intelligence” through the use of microprocessors and additional solid-state components. The increasing complexity of such products requires more precisely regulated power quality and greater power reliability. In addition, the increasing costs of electricity, coupled with governmental regulations and environmental concerns, have caused an increased demand for energy efficiency.

Power semiconductors are used to provide the precisely regulated power required by sophisticated electronic products and equipment and address the growing demand for energy efficiency. In most cases, power semiconductors:

- convert, or “rectify,” alternating current, or AC, power delivered by electrical utilities to the direct current, or DC, power that is required by most electronic equipment;
- convert DC power at a certain voltage level to DC power at a different voltage level to meet the specific voltage requirement for an application;
- invert DC power to high frequency AC power to permit the processing of power through the use of substantially smaller electronic components; or
- rectify high frequency AC power from switch-mode power supplies to meet the specific DC voltage and frequency required by an application.

Power semiconductors improve system efficiency and reliability by processing and converting electrical energy into more usable, higher quality power. Specifically, our power semiconductors are used primarily in controlling energy in power conversion systems, including switch-mode power supplies and uninterruptible power supplies, and in motor drive controls. Switch-mode power supplies efficiently convert power to meet the specific voltage requirements of an application, such as communications equipment. Uninterruptible power supplies provide a short-term backup of electricity in the event of power failure. Motor drive controls regulate the voltage, current and frequency of power to a motor.

With the growth in telecommunications, data communications and wireless communications, the demand for analog and mixed-signal ICs and RF power semiconductors has grown. Our mixed-signal ICs address the interface between telecommunication and data communication components, both in the central office and in gateway applications, especially with the increased use of the Internet protocol, or IP. Our RF power semiconductors are used in wireless infrastructure and in other microwave communication applications. Technical advancement in the communication industries is expected, in part, to drive the demand for higher performance semiconductors.

### **Power Semiconductors**

Our power semiconductor products have historically been divided into two primary categories: power MOS transistors and bipolar products. Our power semiconductors are sold separately and are also packaged in high power modules that frequently consist of multiple semiconductor dies. In fiscal 2012, power semiconductors constituted approximately 75.5% of our revenues, which included about 26.1% of revenues from power MOS transistors and about 49.4% of revenues from bipolar products. In fiscal year ended March 31, 2011, or fiscal 2011, power semiconductors constituted approximately 69.6% of our revenues, which included about 26.1% of revenues from power MOS transistors and about 43.5% of revenues from bipolar products. In fiscal year ended March 31, 2010, or fiscal 2010, power semiconductors constituted approximately 72.2% of our revenues, which included about 28.0% of revenues from power MOS transistors and about 44.2% of revenues from bipolar products.

#### *Power MOS Transistors.*

Power MOS transistors operate at much greater switching speeds than bipolar transistors, allowing the design of smaller and less costly end products. Power MOS transistors are activated by voltage rather than current, so they require less external circuitry to operate, making them more compatible with IC controls. Power MOS transistors also offer more reliable long term performance and are more rugged than traditional bipolar transistors, permitting them to better withstand adverse operating conditions. Our power MOS transistors consist of power MOSFETs and IGBTs.

- **Power MOSFETs.** A power MOSFET, or metal-oxide-silicon field-effect transistor, is a switch controlled by voltage at the gate. Power MOSFETs are used in combination with passive components to vary the amperage and frequency of electricity by switching on and off at high frequency. Our power MOSFETs are used primarily in power conversion systems and are focused on higher voltage applications ranging from 40 to 1,700 volts.
- **IGBTs.** IGBTs, or insulated-gate bipolar transistors, also are used as switches. IGBTs have achieved many of the advantages of power MOSFETs and of traditional bipolar technology by combining the voltage-controlled switching features of power MOSFETs with the superior conductivity and energy efficiency of bipolar transistors. For a given semiconductor die size, IGBTs can operate at higher currents and voltages, making them more cost-effective devices for high energy applications than power MOSFETs.

Since our inception, we have developed IGBTs for high voltage applications. Our current products are focused on voltage applications ranging from 300 volts to 4,500 volts. Our IGBTs are used principally in AC motor drives, power systems and defibrillators.

#### *Bipolar Products.*

Bipolar products are also used to process electricity, but are activated by current rather than voltage. Bipolar products are capable of switching electricity at substantially higher power levels than power MOS transistors. However, switching speeds of bipolar products are slower than those of power MOS transistors and, as a result, bipolar products are preferred where very high power is required. Our bipolar products consist of rectifiers and thyristors.

- **Rectifiers.** Rectifiers convert AC power to DC power and are used primarily in input and output rectification and inverters. Our rectifiers are used in DC and AC motor drives, power supplies, lighting and heating controls and welding equipment. A subset of our rectifier product group is a very fast switching device known as a FRED, or fast recovery epitaxial diode. FREDs limit spikes in voltage across the power switch to reduce power dissipation and electromagnetic interference. Our FREDs are used principally in AC motor drives and power supplies.

- *Thyristors.* Thyristors are switches that can be turned on by a controlled signal and turned off only when the output current is reduced to zero, which occurs in the flow of AC power. Thyristors are preferred over power MOSFETs and IGBTs in high voltage, low frequency AC applications because their on-state resistance is lower than the on-state resistance of power MOSFETs and IGBTs. Our thyristors are used in motor drives, defibrillators, power supplies, lighting and heating controls.

## **Integrated Circuits**

Our integrated circuits address the demand for analog, mixed-signal and digital interface solutions in communication and other industries and include mixed-signal application specific ICs, as designed for specific customers and as standard products, power management and control ICs and microcontrollers. ICs accounted for 17.3% of our revenues in fiscal 2012, 22.9% of our revenues in fiscal 2011 and 19.9% of our revenues in fiscal 2010.

### *Solid-State Relays.*

We manufacture solid-state relays, or SSRs, that isolate the low current communication signal from the higher power circuit, while also switching to control the flow of current. Our SSRs, which include high voltage analog components, optocouplers and integrated packages, are utilized principally in telecommunication and video and data communication applications, as well as instrumentation, industrial control and aerospace and automotive applications.

### *LCAS and DAA integrated products.*

A line card access switch, or LCAS, is a solid-state solution for a switching function traditionally performed by electromagnetic devices. Our LCAS products are used in central office switching applications to enable data and voice telephony. Data access arrangements, or DAAs, integrate a number of discrete components and are principally used in analog data communications that interface with telephone network applications. Our Litelink™ products are DAAs for applications such as Voice over IP, wired communication lines and set top boxes.

### *Application Specific Integrated Circuits.*

We design high voltage, analog and mixed-signal ASICs for a variety of applications. Applying our technological expertise in ASICs, we also design and sell application specific standard products. In this regard, we have developed a line of source and gate drivers.

### *Power Management and Control ICs.*

We also make and sell power management and control ICs, such as current regulators, motion controllers, digital power modulators and drivers for power MOSFETs and IGBTs. These ICs typically manage, control or regulate power semiconductors and the circuits and subassemblies that incorporate them.

### *Microcontrollers.*

A microcontroller is a computer-on-a-chip that is optimized to control electronic devices, such as motors and user interfaces on appliances. A microcontroller typically includes a central processing unit, non-volatile program memory, random access memory for data storage and various peripheral capabilities. The microcontroller is offered as a complete solution because it incorporates application-specific software provided by the customer and may include specialized peripheral device controllers and internal or external non-volatile memory components to enable the storage and access of additional program software.

Microcontroller devices have been incorporated into a wide variety of products in markets including consumer electronics, home appliances and security systems. Microcontrollers are generally segmented by word length, which is measured in bits ranging from 4-bit through 32-bit architectures. Although 4-bit microcontrollers are relatively inexpensive, they generally lack the minimum performance and features required for product differentiation and are typically used only to produce basic functionality in products. While traditional 16-bit and

32-bit architectures are typically higher performance, they can be too expensive for many high volume embedded control applications. Our microcontroller product lines are focused on 8-bit microcontrollers. Manufacturers will choose the appropriate microcontrollers based on cost, performance and functionality requirements. Microcontrollers are used broadly in over 100 different market categories for specific and general purpose applications.

**RF Power Semiconductors**

Our RF power devices switch electricity at the high rates necessary to enable the amplification or reception of radio frequencies. Our products include field-effect transistors, or FETs, pseudomorphic-high-electron-mobility transistors, or PHEMTs, and Gunn diodes. These products are principally gallium arsenide devices, which remain efficient at the high heat and energy levels inherent in RF applications.

**Systems and Other Products**

We manufacture and sell laser diode drivers, high voltage pulse generators and modulators, and high power subsystems, sometimes known as modules or stacks, that are principally based on our high power semiconductor devices. Additionally, we manufacture our proprietary direct copper bond, or DCB, substrates for use in our own semiconductor products as well as for sale to a variety of customers, including those in the power semiconductor industry. DCB technology cost-effectively provides excellent thermal transfer while maintaining high electrical isolation.

**Products and Applications**

Our power semiconductors are used primarily to control electricity in power conversion systems, motor drives and medical electronics. Our ICs are used to interface with telecommunication lines, control power semiconductors and drive medical equipment and displays, as well as offer our customers the ability to integrate peripheral functions such as network connectivity, timers, serial communication, analog-to-digital conversion and display drivers on our micrologic devices. Our RF power semiconductors enable the amplification and reception of radio frequencies in telecommunication, industrial, defense and space applications. The following table summarizes the primary categories of uses for our products, some products used within the categories and some of the applications served within the categories:

<u>Category</u>	<u>Our Products</u>	<u>End User Applications</u>
Power Conversion Systems . . . . .	FRED IGBT Module MOSFET Thyristor Rectifier IC Driver Embedded flash microcontroller Core 8-bit microcontroller	SMPS and UPS for: Wireless base stations Internet facilities Storage area networks RF generators Renewable energy systems Low-power controllers Industrial controllers Battery chargers
Motor Drives . . . . .	FRED IGBT Module MOSFET Thyristor IC driver Solid state relay	Automation Robotics Process control equipment Machine tools Electric trains



<u>Category</u>	<u>Our Products</u>	<u>End User Applications</u>
Medical Electronics .....	IGBT MOSFET Thyristor IC GaAs FET	Defibrillators Medical imaging devices Laser power supplies Ultrasound
Telecommunications .....	SSR MOSFET LCAS GaAs FET DAA Core 8-bit microcontroller Serial communication controller	Point-of-sale terminals Modems Set top boxes Wireless base stations Central office Security systems Telephone switches/PBX
Consumer Products .....	Display driver IC Core 8-bit microcontroller Embedded flash microcontroller	Cell phones Appliances Displays

We also sell our power semiconductor chips and DCB substrates to other power semiconductor companies for use in their modules.

### **Sales and Marketing**

We sell our products through a worldwide selling organization that includes direct sales personnel, independent representatives and distributors. As of March 31, 2012, we employed 70 people in sales, marketing and customer support and used 35 sales representative organizations and 14 distributors in the Americas and 133 sales representative organizations and distributors in the rest of the world. Sales to distributors accounted for approximately 56.3% of net revenues in fiscal 2012, 55.3% of net revenues in fiscal 2011 and 51.4% of net revenues in fiscal 2010. One distributor, Allied Group (Hong Kong), accounted for 11.3%, 11.8% and 10.9% of net revenues in fiscal 2012, 2011 and 2010, respectively. Another distributor, Future Electronics, accounted for 11.1% and 11.9% of net revenues in fiscal 2012 and 2011, respectively.

In fiscal 2012, United States sales represented approximately 28.0%, and international sales represented approximately 72.0%, of our net revenues. Of our international sales in fiscal 2012, approximately 52.3% were derived from sales in Europe and the Middle East, approximately 42.0% were derived from sales in Asia and approximately 5.7% were derived from sales in Canada and the rest of the world. For financial information about geographic areas for each of our last three fiscal years, see Note 15, "Segment and Geographic Information" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K, which information is incorporated by reference into this Item 1. For a discussion of the risks attendant to our foreign operations, see Item 1A, "Risk Factors-Our international operations expose us to material risks," which information is incorporated by reference into this Item 1.

We market our products through advertisements, technical articles and press releases that appear regularly in a variety of trade publications, as well as through the dissemination of brochures, data sheets and technical manuals. We also have a presence on the Internet through a worldwide web page that enables engineers to access and download technical information and data sheets.

### **Research and Development**

We believe that we successfully compete in our markets, in part because of our ability to design, develop and introduce new products offering technological improvements to the market on a timely basis. While the time from initiation of design to volume production of new semiconductors often takes 18 months or longer, our power semiconductors typically have a product life of several years. Our research and development expenses were approximately \$27.9 million in fiscal 2012, \$27.5 million in fiscal 2011 and \$20.1 million in fiscal 2010. As of March 31, 2012, we employed 144 people in engineering and research and development activities.

We are engaged in ongoing research and development efforts focused on enhancements to existing products and the development of new products. Currently, we are pursuing research and development projects with respect to:

- developing new power semiconductors and ICs for medical applications;
- increasing the operating range of our MOS and bipolar products;
- developing new gallium arsenide and gallium nitride amplifiers and MMICs;
- developing new high voltage LED drivers;
- developing higher power IGBT and thyristor modules;
- developing power solid-state relays;
- developing high voltage integrated circuits, or HVICs, and optically isolated drivers for power management;
- developing-high current MOSFETs and IGBTs for power supplies, UPS, generators, automotive and portable equipment markets;
- developing module products for automotive markets;
- developing module products for electric trains, solar inverters and wind power generators;
- developing stacks for renewable energy markets;
- developing ICs for telecommunications and flexible displays;
- developing solar-powered battery charging devices, products and circuits; and
- developing 8 and 16-bit embedded flash-based microcontrollers.

Research and development activities are conducted in collaboration with manufacturing activities to help expedite new products from the development phase to manufacturing and to more quickly implement new process technologies. From time to time, our research and development efforts have included participation in technology collaborations with universities and research institutions.

### **Patents and Other Intellectual Property Rights**

As of March 31, 2012, we held 371 issued patents, of which 286 were issued in the U.S. and 85 were issued in international jurisdictions. We rely on a combination of patent rights, copyrights and trade secrets to protect the proprietary elements of our products. Our policy is to file patent applications to protect technology, inventions and improvements that are important to our business. We also seek to protect our trade secrets and proprietary technology, in part through confidentiality agreements with employees, consultants and other parties. While we believe that our intellectual property rights are valuable, we also believe that other factors, such as innovative skills, technical expertise, the ability to adapt quickly to evolving customer requirements and new technologies, product support and customer relations, are of greater competitive significance.

### **Manufacturing and Facilities**

The production of our products is a highly complex and precise process. We manufacture our products in our own manufacturing facilities, utilize external wafer foundries and subcontract assembly facilities. We divide our manufacturing operations into three key areas: wafer fabrication, assembly and test.

#### ***Wafer Fabrication.***

The first step in our manufacturing process for our power semiconductors is the deposition of a layer of epitaxy on the substrates we purchase from third parties. This deposition occurs at external facilities and at our facility in Santa Clara, California. The substrates are then sent for fabrication.

We have four facilities which perform fabrication. We own an approximately 170,000 square-foot facility in Lampertheim, Germany, where we fabricate bipolar products, and an approximately 83,000 square-foot facility



in Beverly, Massachusetts, capable of manufacturing HVICs. We also lease an approximately 30,000 square-foot facility in Fremont, California, where we manufacture gallium arsenide RF power semiconductors, and an approximately 100,000 square-foot facility in Chippenham, England, where we fabricate very high power bipolar devices. We believe that our internal fabrication capabilities enable us to more quickly bring products to the market, retain certain proprietary aspects of our process technology and develop new innovations.

In addition to maintaining our own fabrication facilities, we have established alliances with selected foundries for wafer fabrication. This approach allows us to reduce substantial capital spending and manufacturing overhead expenses, obtain competitive pricing and technologies and expand manufacturing capacity more rapidly than could be achieved with internal foundries alone. In some cases, we retain the flexibility to shift the production of our products to different or additional foundries for cost or performance reasons. Our product designs enable the production of our devices at multiple foundries using well-established and cost-effective processes.

Measured in dollars, we relied on external foundries for approximately 35.6% of our wafer fabrication requirements in fiscal 2012. We have arrangements with a number of external wafer foundries, both for power semiconductors and ICs. Our principal external foundry for power semiconductors is Samsung Electronics' facility located in Kiheung, South Korea. Our relationship with Samsung Electronics extends for more than two decades. We provide our foundries forecasts for wafer fabrication six months in advance and make firm purchase commitments one to two months in advance of delivery.

Wafer fabrication of power semiconductors generally employs process technology and equipment already proven in IC manufacturing. Power semiconductors are manufactured using fabrication equipment that is one or more generations behind the equipment used to fabricate leading-edge ICs. Used fabrication equipment can be obtained at prices substantially less than the original cost of such equipment or the cost of current equipment applying the latest technology. Consequently, the fabrication of power semiconductors is less capital intensive than the fabrication of leading-edge ICs.

For a discussion of risks attendant to our use of external foundries, see "Risk Factors-We depend on external foundries to manufacture many of our products," provided in Item 1A of this Annual Report on Form 10-K, which information is incorporated by reference into this Item 1. For a discussion of risks attendant to our acquisition of substrates prior to wafer fabrication, see "Risk Factors-We depend upon a limited number of suppliers for our substrates, most of whom we do not have long term agreements with," provided in Item 1A of this Annual Report on Form 10-K, which information is incorporated by reference into this Item 1. For a discussion of environmental risks attendant to our business, see "Risk Factors-We may be affected by environmental laws and regulations," provided in Item 1A of this Annual Report on Form 10-K, which information is incorporated by reference into this Item 1.

#### ***Assembly.***

Packaging, or assembly, refers to the sequence of production steps that divide the wafer into individual chips and enclose the chips in external structures, called packages, which make them useable in a circuit. Manufacturing typically involves the assembly and packaging of single semiconductor, or die, devices. Module manufacturing involves the assembly of multiple devices within a single package. SSR products involve multiple chip assembly on a specialized lead frame. The resulting packages vary in configuration, but all have leads that are used to mount the package through holes in the customer's printed circuit boards.

Most of our wafers are sent to subcontract assembly facilities. We use assembly subcontractors located in Asia and Europe in order to take advantage of low assembly costs. Measured in dollars, approximately 57.4% of our products were, during fiscal 2012, assembled at external assembly facilities, and the rest were assembled in our Lampertheim, Chippenham and Fremont facilities.

#### ***Test.***

Generally, each die on our wafers is electrically tested for performance after wafer fabrication. Following assembly, our products undergo testing and final inspection, either internally or externally, prior to shipment to customers. Our test operations are performed by subcontractors located throughout Asia and at our facilities in the United States and Europe.

## Competition

The semiconductor industry is intensely competitive and is characterized by price competition, technological change, limited fabrication capacity, international competition and manufacturing yield problems. The competitive factors in the market for our products include:

- price;
- proper new product definition;
- product quality, reliability and performance;
- product features;
- timely delivery of products;
- breadth of product line;
- design and introduction of new products;
- market acceptance of our products and those of our customers;
- support tools;
- familiarity with micrologic architecture;
- existing customer investment in system software based on a particular architecture; and
- technical support and service.

Regarding these factors, we view our competitive advantage as an ability to respond quickly to customer requests for new product development. On the other hand, we rarely consider our company to be among the most aggressive in pricing. We believe that we are one of a limited group of companies focused on the development and marketing of high power, high performance semiconductors capable of performing all of the basic functions of power semiconductor design and manufacture. Our primary power semiconductor competitors include Fairchild Semiconductor, Fuji, Hitachi, Infineon, International Rectifier, Microsemi, Mitsubishi, On Semiconductor, Powerex, Renesas Technology, Semikron International, STMicroelectronics, Toshiba and Vishay Intertechnology. Our IC products compete principally with those of Atmel, Cypress Semiconductor, Freescale Semiconductor, Microchip, NEC, Renesas Technology, Silicon Labs and Supertex. Our RF power semiconductor competitors include Microsemi and RF Micro Devices.

## Backlog

Backlog is influenced by several factors including market demand, pricing and customer order patterns in reaction to product lead times. In the semiconductor industry, backlog quantities and shipment schedules under outstanding purchase orders are frequently revised to reflect changes in customer needs. Purchase orders or agreements calling for the sale of specific quantities are either contractually subject to quantity revisions or, as a matter of industry practice, often not enforced. Therefore, a significant portion of our order backlog may be cancelable. For these reasons, the amount of backlog as of any particular date may not be an accurate indicator of future results. At March 31, 2012, our backlog of orders was approximately \$123.7 million, as compared to \$178.7 million at March 31, 2011. Backlog represents existing customer orders that, by their terms, are expected to be shipped within the 12 months following March 31, 2012.

Our trade sales are made primarily pursuant to standard purchase orders that are booked months in advance of delivery. Generally, prices and quantities are fixed at the time of booking.

We sell products to key customers pursuant to contracts that allow us to schedule production capacity in advance and allow the customers to manage their inventory levels consistent with just-in-time principles while shortening the cycle times required to produce ordered product. However, these contracts are typically amended to reflect changes in customer demand and periodic price renegotiations.

## **Employees**

At March 31, 2012, we employed 1,173 employees, of whom 144 were primarily engaged in engineering and research and development activities, 70 in marketing, sales and customer support, 877 in manufacturing and 82 in administration and finance. Of these employees, 206 hold engineering or science degrees, including 23 Ph.D.s. Certain employees at our Lampertheim and Chippenham facilities are subject to collective bargaining agreements. There have been no work stoppages at any of our facilities to date. We believe that our employee relations are good.

## **Seasonality**

Over the years, we have experienced a pattern, although not consistently, in our September and December quarters of reduced revenues or reduced growth in revenues from quarter to sequential quarter because of summer vacation and year-end holiday schedules in our and our customers' facilities, particularly in our European operations.

## **Available Information**

We currently make available, through our website at <http://www.ixys.com>, free of charge, copies of our Annual Report on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after submitting the information to the Securities and Exchange Commission, or SEC. None of the information posted on our website is incorporated by reference into this Annual Report on Form 10-K. You can also request free copies of such documents by contacting us at 408-457-9000 or by sending an e-mail to [investorrelations@ixys.net](mailto:investorrelations@ixys.net).

## **Item 1A. Risk Factors**

In addition to the other information in this Annual Report on Form 10-K, the following risk factors should be considered carefully in evaluating our business and us. Additional risks not presently known to us or that we currently believe are not serious may also impair our business and its financial condition.

***Our operating results fluctuate significantly because of a number of factors, many of which are beyond our control.***

Given the nature of the markets in which we participate, we cannot reliably predict future revenues and profitability and unexpected changes may cause us to adjust our operations. Large portions of our costs are fixed, due in part to our significant sales, research and development and manufacturing costs. Thus, small declines in revenues could seriously negatively affect our operating results in any given quarter. Our operating results may fluctuate significantly from quarter-to-quarter and year-to-year. For example, from fiscal 2005 to fiscal 2006 and from fiscal 2008 to fiscal 2009, net income in one year shifted to net loss in the next year. Some of the factors that may affect our quarterly and annual results are:

- changes in business and economic conditions, including a downturn in demand or decrease in the rate of growth in demand, whether in the global economy, a regional economy or the semiconductor industry;
- changes in consumer and business confidence caused by changes in market conditions, potentially including changes in the credit market, or changes in currency exchange rates, expectations for inflation or energy prices;
- the reduction, rescheduling or cancellation of orders by customers;
- fluctuations in timing and amount of customer requests for product shipments;
- changes in the mix of products that our customers purchase;
- changes in the level of customers' component inventory;
- loss of key customers;
- the availability of production capacity, whether internally or from external suppliers;

- the cyclical nature of the semiconductor industry;
- competitive pressures on selling prices;
- strategic actions taken by our competitors;
- market acceptance of our products and the products of our customers;
- fluctuations in our manufacturing yields and significant yield losses;
- difficulties in forecasting demand for our products and the planning and managing of inventory levels;
- the availability of raw materials, supplies and manufacturing services from third parties;
- the amount and timing of investments in research and development;
- damage awards or injunctions as the result of litigation;
- changes in our product distribution channels and the timeliness of receipt of distributor resale information;
- the impact of vacation schedules and holidays, largely during the second and third fiscal quarters of our fiscal year; and
- the amount and timing of costs associated with product returns.

As a result of these factors, many of which are difficult to control or predict, as well as the other risk factors discussed in this Annual Report on Form 10-K, we may experience materially adverse fluctuations in our future operating results on a quarterly or annual basis. Changes in demand for our products and in our customers' product needs could have a variety of negative effects on our competitive position and our financial results, and, in certain cases, may reduce our revenue, increase our costs, lower our gross margin percentage or require us to recognize impairments of our assets. If product demand decreases, our manufacturing or assembly and test capacity could be underutilized, and we may be required to record an impairment on our long-lived assets including facilities and equipment, as well as intangible assets, which would increase our expenses. Factory planning decisions may also shorten the useful lives of long-lived assets, including facilities and equipment, and cause us to accelerate depreciation. In addition, if product demand decreases or we fail to forecast demand accurately, we could be required to write off inventory or record underutilization charges, which would have a negative impact on our gross margin.

***Our backlog may not result in future revenues.***

Customer orders typically can be cancelled or rescheduled by the customer without penalty to the customer. Cancellations or reschedulings are common in periods of decreasing demand. Further, in periods of increasing demand, particularly when production is allocated or delivery delayed, customers of semiconductor companies have on occasion placed orders without expectation of accepting delivery to increase their share of allocated product or in an effort to improve the timeliness of delivery. While we are attuned to the potential for such behavior and attempt to identify such orders, we could accept orders of this nature and subsequently experience order cancellation unexpectedly.

Our backlog at any particular date is not necessarily indicative of actual revenues for any succeeding period. A reduction of backlog during any particular period, or the failure of our backlog to result in future revenues, could harm our results of operations.

***Fluctuations in the mix of products sold may adversely affect our financial results.***

Changes in the mix and types of products sold may have a substantial impact on our revenues and gross profit margins. In addition, more recently introduced products tend to have higher associated costs because of initial overall development costs and higher start-up costs. Fluctuations in the mix and types of our products may also affect the extent to which we are able to recover our fixed costs and investments that are associated with a particular product or wafer foundry, and, as a result, can negatively impact our financial results.

***Our international operations expose us to material risks.***

For the fiscal year ended March 31, 2012, our net revenues by region were approximately 28.0% in the United States, approximately 37.7% in Europe and the Middle East, approximately 30.2% in the Asia Pacific region and approximately 4.1% in Canada and the rest of the world. We expect revenues from foreign markets to continue to represent a majority of total net revenues. We maintain significant business operations in Germany, the United Kingdom and the Philippines and work with subcontractors, suppliers and manufacturers in South Korea, Japan, the Philippines and elsewhere in Europe and the Asia Pacific region. Some of the risks inherent in doing business internationally are:

- foreign currency fluctuations, particularly in the Euro and the British pound;
- longer payment cycles;
- challenges in collecting accounts receivable;
- changes in the laws, regulations or policies of the countries in which we manufacture or sell our products;
- trade restrictions;
- cultural and language differences;
- employment regulations;
- limited infrastructure in emerging markets;
- transportation delays;
- seasonal reduction in business activities;
- work stoppages;
- labor and union disputes;
- electrical outages;
- terrorist attack or war; and
- economic or political instability.

Our sales of products manufactured in our Lampertheim, Germany facility and our costs at that facility are primarily denominated in Euros, and sales of products manufactured in our Chippenham, U.K. facility and our costs at that facility are primarily denominated in British pounds. Fluctuations in the value of the Euro and the British pound against the U.S. dollar could have a significant adverse impact on our balance sheet and results of operations. We generally do not enter into foreign currency hedging transactions to control or minimize these risks. Reductions in the value of the Euro or British pound would reduce our revenues recognized in U.S. dollars, all other things being equal. Increases in the value of the Euro or the British pound could cause losses associated with changes in exchange rates for foreign currency transactions. Fluctuations in currency exchange rates could cause our products to become more expensive to customers in a particular country, leading to a reduction in sales or profitability in that country. If we expand our international operations or change our pricing practices to denominate prices in other foreign currencies, we could be exposed to even greater risks of currency fluctuations.

Our financial performance is dependent on economic stability and credit availability in international markets. Actions by governments to address deficits or sovereign debt issues, particularly in Europe, could adversely affect gross domestic product or currency exchange rates in countries where we operate, which in turn could adversely affect our financial results. If our customers or suppliers are unable to obtain the credit necessary to fund their operations, we could experience increased bad debts, reduced product orders and interruptions in supplier deliveries leading to delays or stoppages in our production. Conversely, actions in emerging markets, such as China, to limit inflation or to address asset or other “bubbles” could also adversely affect gross domestic products or the growth thereof, and result in reduced product orders or increased bad debt expense for us.

In addition, the laws of certain foreign countries may not protect our products or intellectual property rights to the same extent as do U.S. laws regarding the manufacture and sale of our products in the U.S. Therefore, the risk of piracy of our technology and products may be greater when we manufacture or sell our products in these foreign countries.

***Uncertain global macroeconomic conditions could adversely affect our results of operations and financial condition.***

Uncertain global macroeconomic conditions that affect the economy and the economic outlook of the United States, Europe and other parts of the world could adversely affect our customers and vendors, which could adversely affect our results of operations and financial condition. These uncertainties, including, among other things, sovereign debt levels, the inability of national or international political institutions to effectively resolve economic or budgetary crises or issues, consumer confidence, unemployment levels (and a corresponding increase in the uninsured and underinsured population), interest rates, availability of capital, fuel and energy costs, tax rates, healthcare costs and the threat or outbreak of terrorism or public unrest, could adversely impact our customers and vendors, which could adversely affect us. Recessionary conditions and depressed levels of consumer and commercial spending may cause customers to reduce, modify, delay or cancel plans to purchase our products and may cause vendors to reduce their output or change their terms of sales. We generally sell products to customers with credit payment terms. If customers' cash flow or operating and financial performance deteriorates, or if they are unable to make scheduled payments or obtain credit, they may not be able to pay, or may delay payment to us. Likewise, for similar reasons vendors may restrict credit or impose different payment terms. Any inability of current or potential customers to pay us for our products or any demands by vendors for different payment terms may adversely affect our results of operations and financial condition.

Approximately 36.9% of our total consolidated net sales for the fiscal year ended March 31, 2012 were derived from Europe. There have been continuing concerns and uncertainties about the state of the European economies and Europe's political institutions. Continued difficult or declining economic conditions in Europe may adversely affect our operations in Europe by adversely affecting our European customers and vendors in the ways described above. Additionally, the inability of Europe's political institutions to deal effectively with actual or perceived currency or budget crises could increase economic uncertainty in Europe, and globally, and may have an adverse effect on our customers' cash flow or operating performance. Further, debt or budget crises in the European countries may lead to reductions in government spending in certain countries or higher income or corporate taxes, which could depress spending overall. Our results of operations and financial condition could be adversely affected by any of these events.

***The semiconductor industry is cyclical, and an industry downturn could adversely affect our operating results.***

Business conditions in the semiconductor industry may rapidly change from periods of strong demand and insufficient production to periods of weakened demand and overcapacity. The industry in general is characterized by:

- changes in product mix in response to changes in demand;
- alternating periods of overcapacity and production shortages, including shortages of raw materials supplies and manufacturing services;
- cyclical demand for semiconductors;
- significant price erosion;
- variations in manufacturing costs and yields;
- rapid technological change and the introduction of new products; and
- significant expenditures for capital equipment and product development.

These factors could harm our business and cause our operating results to suffer.

***Our dependence on subcontractors to assemble and test our products subjects us to a number of risks, including an inadequate supply of products and higher materials costs.***

We depend on subcontractors for the assembly and testing of our products. The substantial majority of our products are assembled by subcontractors located outside of the United States. Assembly subcontractors generally work on narrow margins and have limited capital. We have experienced assembly subcontractors who have ceased or reduced production because of financial problems. We engage assembly subcontractors who



operate while in insolvency proceedings or whose financial stability is uncertain. The unexpected cessation of production or reduction in production by one or more of our assembly subcontractors could adversely affect our production, our customer relations, our revenues and our financial condition. Our reliance on these subcontractors also involves the following significant risks:

- reduced control over delivery schedules and quality;
- the potential lack of adequate capacity during periods of excess demand;
- difficulties selecting and integrating new subcontractors;
- limited or no warranties by subcontractors or other vendors on products supplied to us;
- potential increases in prices due to capacity shortages and other factors;
- potential misappropriation of our intellectual property; and
- economic or political instability in foreign countries.

These risks may lead to delayed product delivery or increased costs, which would harm our profitability and customer relationships.

In addition, we use a limited number of subcontractors to assemble a significant portion of our products. If one or more of these subcontractors experience financial, operational, production or quality assurance difficulties, we could experience a reduction or interruption in supply. Although we believe alternative subcontractors are available, our operating results could temporarily suffer until we engage one or more of those alternative subcontractors. Moreover, in engaging alternative subcontractors in exigent circumstances, our production costs could increase markedly.

***We may not be successful in our acquisitions.***

We have in the past made, and may in the future make, acquisitions of other companies and technologies. These acquisitions involve numerous risks, including:

- failure to retain key personnel of the acquired business;
- diversion of management's attention during the acquisition process;
- disruption of our ongoing business;
- the potential strain on our financial and managerial controls and reporting systems and procedures;
- unanticipated expenses and potential delays related to integration of an acquired business;
- the risk that we will be unable to develop or exploit acquired technologies;
- failure to successfully integrate the operations of an acquired company with our own;
- the challenges in achieving strategic objectives, cost savings and other benefits from acquisitions;
- the risk that our markets do not evolve as anticipated and that the technologies acquired do not prove to be those needed to be successful in those markets;
- the risks of entering new markets in which we have limited experience;
- difficulties in expanding our information technology systems or integrating disparate information technology systems to accommodate the acquired businesses;
- the challenges inherent in managing an increased number of employees and facilities and the need to implement appropriate policies, benefits and compliance programs;
- customer dissatisfaction or performance problems with an acquired company's products or personnel;
- adverse effects on our relationships with suppliers;
- the reduction in financial stability associated with the incurrence of debt or the use of a substantial portion of our available cash;

- the costs associated with acquisitions, including in-process R&D charges and amortization expenses related to intangible assets, and the integration of acquired operations; and
- assumption of known or unknown liabilities or other unanticipated events or circumstances.

We cannot assure that we will be able to successfully acquire other businesses or product lines or integrate them into our operations without substantial expense, delay in implementation or other operational or financial problems.

As a result of an acquisition, our financial results may differ from the investment community's expectations in a given quarter. Further, if one or more of the foregoing risks materialize or market conditions or other factors lead us to change our strategic direction, we may not realize the expected value from such transactions. If we do not realize the expected benefits or synergies of such transactions, our consolidated financial position, results of operations, cash flows or stock price could be negatively impacted.

***We depend on external foundries to manufacture many of our products.***

Of our net revenues for our fiscal year ended March 31, 2012, 35.6% came from wafers manufactured for us by external foundries. Our dependence on external foundries may grow. We currently have arrangements with a number of wafer foundries, four of which produce the wafers for power semiconductors that we purchase from external foundries. Samsung Electronics' facility in Kiheung, South Korea is our principal external foundry.

Our relationships with our external foundries do not guarantee prices, delivery or lead times or wafer or product quantities sufficient to satisfy current or expected demand. These foundries manufacture our products on a purchase order basis. We provide these foundries with rolling forecasts of our production requirements. However, the ability of each foundry to provide wafers to us is limited by the foundry's available capacity. At any given time, these foundries could choose to prioritize capacity for their own use or other customers or reduce or eliminate deliveries to us on short notice. If growth in demand for our products occurs, these foundries may be unable or unwilling to allocate additional capacity to our needs, thereby limiting our revenue growth. Accordingly, we cannot be certain that these foundries will allocate sufficient capacity to satisfy our requirements. In addition, we cannot be certain that we will continue to do business with these or other foundries on terms as favorable as our current terms. If we are not able to obtain foundry capacity as required, our relationships with our customers could be harmed, we could be unable to fulfill contractual requirements and our revenues could be reduced or our growth limited. Moreover, even if we are able to secure foundry capacity, we may be required, either contractually or as a practical business matter, to utilize all of that capacity or incur penalties or an adverse effect to the business relationship. The costs related to maintaining foundry capacity could be expensive and could harm our operating results. Other risks associated with our reliance on external foundries include:

- the lack of control over delivery schedules;
- the unavailability of, or delays in obtaining access to, key process technologies;
- limited control over quality assurance, manufacturing yields and production costs; and
- potential misappropriation of our intellectual property.

Our requirements typically represent a small portion of the total production of the external foundries that manufacture our wafers and products. One or more of these external foundries may not continue to produce wafers for us or continue to advance the process design technologies on which the manufacturing of our products is based. These circumstances could harm our ability to deliver our products or increase our costs.

***Our success depends on our ability to manufacture our products efficiently.***

We manufacture our products in facilities that are owned and operated by us, as well as in external wafer foundries and subcontract assembly facilities. The fabrication of semiconductors is a highly complex and precise process, and a substantial percentage of wafers could be rejected or numerous dies on each wafer could be nonfunctional as a result of, among other factors:

- contaminants in the manufacturing environment;
- defects in the masks used to print circuits on a wafer;

- manufacturing equipment failure; or
- wafer breakage.

For these and other reasons, we could experience a decrease in manufacturing yields. Additionally, if we increase our manufacturing output, the additional demands placed on existing equipment and personnel or the addition of new equipment or personnel may lead to a decrease in manufacturing yields. As a result, we may not be able to cost-effectively expand our production capacity in a timely manner.

***Our gross margin is dependent on a number of factors, including our level of capacity utilization.***

Semiconductor manufacturing requires significant capital investment, leading to high fixed costs, including depreciation expense. We are limited in our ability to reduce fixed costs quickly in response to any shortfall in revenues. If we are unable to utilize our manufacturing, assembly and testing facilities at a high level, the fixed costs associated with these facilities will not be fully absorbed, resulting in lower gross margins. Increased competition and other factors may lead to price erosion, lower revenues and lower gross margins for us in the future.

***Increasing raw material prices could impact our profitability.***

Our products use large amounts of silicon, metals and other materials. In recent periods, we have experienced price increases for many of these items. If we are unable to pass price increases for raw materials onto our customers, our gross margins and profitability could be adversely affected.

***We order materials and commence production in advance of anticipated customer demand. Therefore, revenue shortfalls may also result in inventory write-downs.***

We typically plan our production and inventory levels based on our own expectations for customer demand. Actual customer demand, however, can be highly unpredictable and can fluctuate significantly. In response to anticipated long lead times to obtain inventory and materials, we order materials and production in advance of customer demand. This advance ordering and production may result in excess inventory levels or unanticipated inventory write-downs if expected orders fail to materialize. For example, additional inventory write-downs occurred in the quarter ended March 31, 2009.

***Semiconductors for inclusion in consumer products have shorter product life cycles.***

We believe that consumer products are subject to shorter product life cycles, because of technological change, consumer preferences, trendiness and other factors, than other types of products sold by our customers. Shorter product life cycles result in more frequent design competitions for the inclusion of semiconductors in next generation consumer products, which may not result in design wins for us. Shorter product life cycles may lead to more frequent circumstances where sales of existing products are reduced or ended.

***Our debt agreements contain certain restrictions that may limit our ability to operate our business.***

The agreements governing our debt contain, and any other future debt agreement we enter into may contain, restrictive covenants that limit our ability to operate our business, including, in each case subject to certain exceptions, restrictions on our ability to:

- incur additional indebtedness;
- grant liens;
- consolidate, merge or sell our assets, unless specified conditions are met;
- acquire other business organizations;
- make investments;
- redeem or repurchase our stock; and
- change the nature of our business.

In addition, our debt agreements contain financial covenants and additional affirmative and negative covenants. Our ability to comply with these covenants is dependent on our future performance, which will be subject to many factors, some of which are beyond our control, including prevailing economic conditions. If we are not able to comply with all of these covenants for any reason and we have debt outstanding at the time of such failure, some or all of our outstanding debt could become immediately due and payable and the incurrence of additional debt under the credit facilities provided by the debt agreements would not be allowed. If our cash is utilized to repay any outstanding debt, depending on the amount of debt outstanding, we could experience an immediate and significant reduction in working capital available to operate our business.

As a result of these covenants, our ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be significantly restricted, and we may be prevented from engaging in transactions that might otherwise be beneficial to us, such as strategic acquisitions or joint ventures.

***We may not be able to increase production capacity to meet the present and future demand for our products.***

The semiconductor industry has been characterized by periodic limitations on production capacity. These limitations may result in longer lead times for product delivery than desired by many of our customers. If we are unable to increase our production capacity to meet future demand, some of our customers may seek other sources of supply, our future growth may be limited or our results of operations may be adversely affected.

***Changes in our decisions about restructuring could affect our results of operations and financial condition.***

Factors that could cause actual results to differ materially from our expectations about restructuring actions include:

- timing and execution of a plan that may be subject to local labor law requirements, including consultation with appropriate work councils;
- changes in assumptions related to severance costs;
- changes in employment levels and turnover rates; and
- changes in product demand and the business environment, including changes in global economic conditions.

***Our intellectual property revenues are uncertain and unpredictable in amount.***

We are unable to discern a pattern in or otherwise predict the amount of any payments for the sale or licensing of intellectual property that we may receive. Consequently, we are unable to plan on the timing of intellectual property revenues and our results of operations may be adversely affected by a reduction in the amount of intellectual property revenues.

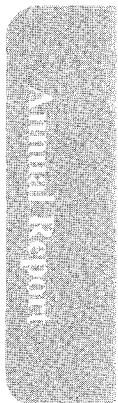
***Our markets are subject to technological change and our success depends on our ability to develop and introduce new products.***

The markets for our products are characterized by:

- changing technologies;
- changing customer needs;
- frequent new product introductions and enhancements;
- increased integration with other functions; and
- product obsolescence.

To develop new products for our target markets, we must develop, gain access to and use leading technologies in a cost-effective and timely manner and continue to expand our technical and design expertise. Failure to do so could cause us to lose our competitive position and seriously impact our future revenues.

Products or technologies developed by others may render our products or technologies obsolete or noncompetitive. A fundamental shift in technologies in our product markets would have a material adverse effect on our competitive position within the industry.



***Our revenues are dependent upon our products being designed into our customers' products.***

Many of our products are incorporated into customers' products or systems at the design stage. The value of any design win largely depends upon the customer's decision to manufacture the designed product in production quantities, the commercial success of the customer's product and the extent to which the design of the customer's electronic system also accommodates incorporation of components manufactured by our competitors. In addition, our customers could subsequently redesign their products or systems so that they no longer require our products. The development of the next generation of products by our customers generally results in new design competitions for semiconductors, which may not result in design wins for us, potentially leading to reduced revenues and profitability. We may not achieve design wins or our design wins may not result in future revenues.

***We could be harmed by intellectual property litigation.***

As a general matter, the semiconductor industry is characterized by substantial litigation regarding patent and other intellectual property rights. We have been sued for purported patent infringement and have been accused of infringing the intellectual property rights of third parties. We also have certain indemnification obligations to customers and suppliers with respect to the infringement of third party intellectual property rights by our products. We could incur substantial costs defending ourselves and our customers and suppliers from any such claim. Infringement claims or claims for indemnification, whether or not proven to be true, may divert the efforts and attention of our management and technical personnel from our core business operations and could otherwise harm our business. For example, in June 2000, we were sued for patent infringement by International Rectifier Corporation. The case was ultimately resolved in our favor, but not until October 2008. In the interim, the U.S. District Court entered multimillion dollar judgments against us on two different occasions, each of which was subsequently vacated.

In the event of an adverse outcome in any intellectual property litigation, we could be required to pay substantial damages, cease the development, manufacturing, use and sale of infringing products, discontinue the use of certain processes or obtain a license from the third party claiming infringement with royalty payment obligations upon us. An adverse outcome in an infringement action could materially and adversely affect our financial condition, results of operations and cash flows.

***We may not be able to protect our intellectual property rights adequately.***

Our ability to compete is affected by our ability to protect our intellectual property rights. We rely on a combination of patents, trademarks, copyrights, trade secrets, confidentiality procedures and non-disclosure and licensing arrangements to protect our intellectual property rights. Despite these efforts, we cannot be certain that the steps we take to protect our proprietary information will be adequate to prevent misappropriation of our technology, or that our competitors will not independently develop technology that is substantially similar or superior to our technology. More specifically, we cannot assure that our pending patent applications or any future applications will be approved, or that any issued patents will provide us with competitive advantages or will not be challenged by third parties. Nor can we assure that, if challenged, our patents will be found to be valid or enforceable, or that the patents of others will not have an adverse effect on our ability to do business. We may also become subject to or initiate interference proceedings in the U.S. Patent and Trademark Office, which can demand significant financial and management resources and could harm our financial results. Also, others may independently develop similar products or processes, duplicate our products or processes or design their products around any patents that may be issued to us.

***Because our products typically have lengthy sales cycles, we may experience substantial delays between incurring expenses related to research and development and the generation of revenues.***

The time from initiation of design to volume production of new semiconductors often takes 18 months or longer. We first work with customers to achieve a design win, which may take nine months or longer. Our customers then complete the design, testing and evaluation process and begin to ramp up production, a period that may last an additional nine months or longer. As a result, a significant period of time may elapse between our research and development efforts and our realization of revenues, if any, from volume purchasing of our products by our customers.

***The markets in which we participate are intensely competitive.***

Many of our target markets are intensely competitive. Our ability to compete successfully in our target markets depends on the following factors:

- proper new product definition;
- product quality, reliability and performance;
- product features;
- price;
- timely delivery of products;
- technical support and service;
- design and introduction of new products;
- market acceptance of our products and those of our customers; and
- breadth of product line.

In addition, our competitors or customers may offer new products based on new technologies, industry standards or end-user or customer requirements, including products that have the potential to replace our products or provide lower cost or higher performance alternatives to our products. The introduction of new products by our competitors or customers could render our existing and future products obsolete or unmarketable.

Our primary power semiconductor competitors include Fairchild Semiconductor, Fuji, Hitachi, Infineon, International Rectifier, Microsemi, Mitsubishi, On Semiconductor, Powerex, Renesas Technology, Semikron International, STMicroelectronics, Toshiba and Vishay Intertechnology. Our IC products compete principally with those of Atmel, Cypress Semiconductor, Freescale Semiconductor, Microchip, NEC, Renesas Technology, Silicon Labs and Supertex. Our RF power semiconductor competitors include Microsemi and RF Micro Devices. Many of our competitors have greater financial, technical, marketing and management resources than we have. Some of these competitors may be able to sell their products at prices below which it would be profitable for us to sell our products or benefit from established customer relationships that provide them with a competitive advantage. We cannot assure that we will be able to compete successfully in the future against existing or new competitors or that our operating results will not be adversely affected by increased price competition.

***We rely on our distributors and sales representatives to sell many of our products.***

Most of our products are sold to distributors or through sales representatives. Our distributors and sales representatives could reduce or discontinue sales of our products. They may not devote the resources necessary to sell our products in the volumes and within the time frames that we expect. In addition, we depend upon the continued viability and financial resources of these distributors and sales representatives, some of which are small organizations with limited working capital. These distributors and sales representatives, in turn, depend substantially on general economic conditions and conditions within the semiconductor industry. We believe that our success will continue to depend upon these distributors and sales representatives. Foreign distributors are typically granted longer payment terms, resulting in higher accounts receivable balances for a given level of sales than domestic distributors. Our risk of loss from the financial insolvency of distributors is, therefore, disproportionately weighted to foreign distributors. If any significant distributor or sales representative experiences financial difficulties, or otherwise becomes unable or unwilling to promote and sell our products, our business could be harmed. For example, All American Semiconductor, Inc., one of our former distributors, filed for bankruptcy in April 2007.

***Our future success depends on the continued service of management and key engineering personnel and our ability to identify, hire and retain additional personnel.***

Our success depends upon our ability to attract and retain highly skilled technical, managerial, marketing and finance personnel, and, to a significant extent, upon the efforts and abilities of Nathan Zommer, Ph.D., our Chief Executive Officer, and other members of senior management. The loss of the services of one or more of our senior management or other key employees could adversely affect our business. We do not maintain key

person life insurance on any of our officers, employees or consultants. There is intense competition for qualified employees in the semiconductor industry, particularly for highly skilled design, applications and test engineers. We may not be able to continue to attract and retain engineers or other qualified personnel necessary for the development of our business or to replace engineers or other qualified individuals who could leave us at any time in the future. If we grow, we expect increased demands on our resources, and growth would likely require the addition of new management and engineering staff as well as the development of additional expertise by existing management employees. If we lose the services of or fail to recruit key engineers or other technical and management personnel, our business could be harmed.

***Acquisitions and expansion place a significant strain on our resources, including our information systems and our employee base.***

Presently, because of our acquisitions, we are operating a number of different information systems that are not integrated. In part because of this, we use spreadsheets, which are prepared by individuals rather than automated systems, in our accounting. In our accounting, we perform many manual reconciliations and other manual steps, which result in a high risk of errors. Manual steps also increase the possibility of control deficiencies and material weaknesses.

We are also transferring some accounting functions to our recently acquired Philippine subsidiary from other locations. These transfers involve changing accounting systems and implementing different software from that previously used.

If we do not adequately manage and evolve our financial reporting and managerial systems and processes, our ability to manage or grow our business may be harmed. Our ability to successfully implement our goals and comply with regulations, including those adopted under the Sarbanes-Oxley Act of 2002, requires an effective planning and management system and process. We will need to continue to improve existing, and implement new, operational and financial systems, procedures and controls to manage our business effectively in the future.

In improving or consolidating our operational and financial systems, procedures and controls, we would expect to periodically implement new or different software and other systems that will affect our internal operations regionally or globally. The conversion process from one system to another is complex and could require, among other things, that data from the existing system be made compatible with the upgraded or different system.

In connection with any of the foregoing, we could experience errors, delays and other inefficiencies, which could adversely affect our business. Any error, delay, disruption, transition or conversion, including with respect to any new or different systems, procedures or controls, could harm our ability to forecast sales demand, manage our supply chain, achieve accuracy in the conversion of electronic data and record and report financial and management information on a timely and accurate basis. In addition, as we add or change functionality, problems could arise that we have not foreseen. Such problems could adversely impact our ability to do the following in a timely manner: provide quotes; take customer orders; ship products; provide services and support to our customers; bill and track our customers; fulfill contractual obligations; and otherwise run our business. Failure to properly or adequately address these issues could result in the diversion of management's attention and resources, adversely affect our ability to manage our business or adversely affect our results of operations, cash flows or stock price.

Any future growth would also require us to successfully hire, train, motivate and manage new employees. In addition, continued growth and the evolution of our business plan may require significant additional management, technical and administrative resources. We may not be able to effectively manage the growth or the evolution of our current business.

***We depend on a limited number of suppliers for our substrates, most of whom we do not have long term agreements with.***

We purchase the bulk of our silicon substrates from a limited number of vendors, most of whom we do not have long term supply agreements with. Any of these suppliers could reduce or terminate our supply of silicon substrates at any time. Our reliance on a limited number of suppliers involves several risks, including potential inability to obtain an adequate supply of silicon substrates and reduced control over the price, timely delivery, reliability and quality of the silicon substrates. We cannot assure that problems will not occur in the future with suppliers.

***Costs related to product defects and errata may harm our results of operations and business.***

Costs associated with unexpected product defects and errata (deviations from published specifications) due to, for example, unanticipated problems in our manufacturing processes, include the costs of:

- writing off the value of inventory of defective products;
- disposing of defective products;
- recalling defective products that have been shipped to customers;
- providing product replacements for, or modifications to, defective products; and/or
- defending against litigation related to defective products.

These costs could be substantial and may, therefore, increase our expenses and lower our gross margin. In addition, our reputation with our customers or users of our products could be damaged as a result of such product defects and errata, and the demand for our products could be reduced. These factors could harm our financial results and the prospects for our business.

***We face the risk of financial exposure to product liability claims alleging that the use of products that incorporate our semiconductors resulted in adverse effects.***

Approximately 10.3% of our net revenues for the fiscal year ended March 31, 2012 were derived from sales of products used in medical devices, such as defibrillators. Product liability risks may exist even for those medical devices that have received regulatory approval for commercial sale. We cannot be sure that the insurance that we maintain against product liability will be adequate to cover our losses. Any defects in our semiconductors used in these devices, or in any other product, could result in significant product liability costs to us.

***If our goodwill or long-lived assets become impaired, we may be required to record a significant charge to earnings.***

Under generally accepted accounting principles, we review our long-lived assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or long-lived assets may not be recoverable include a decline in stock price and market capitalization, future cash flows and slower growth rates in our industry. In fiscal 2012, we recorded a goodwill impairment charge of \$6.4 million, based on our estimates of the future operating results and discounted cash flows of the Zilog reporting unit.

***We estimate tax liabilities, the final determination of which is subject to review by domestic and international taxation authorities.***

We are subject to income taxes and other taxes in both the United States and the foreign jurisdictions in which we currently operate or have historically operated. We are also subject to review and audit by both domestic and foreign taxation authorities. The determination of our worldwide provision for income taxes and current and deferred tax assets and liabilities requires significant judgment and estimation. The provision for income taxes can be adversely affected by a variety of factors, including but not limited to changes in tax laws, regulations and accounting principles, including accounting for uncertain tax positions, or interpretation of those changes. Significant judgment is required to determine the recognition and measurement attributes prescribed in the authoritative guidance issued by Financial Accounting Standards Board, or FASB, in connection with accounting for income taxes. Although we believe our tax estimates are reasonable, the ultimate tax outcome may materially differ from the tax amounts recorded in our consolidated financial statements and may materially affect our income tax provision, net income, goodwill or cash flows in the period or periods for which such determination is made.



***Our results of operations could vary as a result of the methods, estimates, and judgments that we use in applying our accounting policies.***

The methods, estimates, and judgments that we use in applying our accounting policies have a significant impact on our results of operations (see “Critical Accounting Policies and Significant Management Estimates” in Part I, Item 7 of this Form 10-K). Such methods, estimates, and judgments are, by their nature, subject to substantial risks, uncertainties, and assumptions, and factors may arise over time that lead us to change our methods, estimates, and judgments. Changes in those methods, estimates, and judgments could significantly affect our results of operations.

***We are exposed to various risks related to the regulatory environment.***

We are subject to various risks related to new, different, inconsistent or even conflicting laws, rules and regulations that may be enacted by legislative bodies and/or regulatory agencies in the countries in which we operate; disagreements or disputes between national or regional regulatory agencies; and the interpretation and application of laws, rules and regulations. If we are found by a court or regulatory agency not to be in compliance with applicable laws, rules or regulations, our business, financial condition and results of operations could be materially and adversely affected.

In addition, approximately 10.3% of our net revenues for the fiscal year ended March 31, 2012 were derived from the sale of products included in medical devices that are subject to extensive regulation by numerous governmental authorities in the United States and internationally, including the U.S. Food and Drug Administration, or FDA. The FDA and certain foreign regulatory authorities impose numerous requirements for medical device manufacturers to meet, including adherence to Good Manufacturing Practices, or GMP, regulations and similar regulations in other countries, which include testing, control and documentation requirements. Ongoing compliance with GMP and other applicable regulatory requirements is monitored through periodic inspections by federal and state agencies, including the FDA, and by comparable agencies in other countries. Our failure to comply with applicable regulatory requirements could prevent our products from being included in approved medical devices or result in damages or other compensation payable to medical device manufacturers.

Our business could also be harmed by delays in receiving or the failure to receive required approvals or clearances, the loss of obtained approvals or clearances or the failure to comply with existing or future regulatory requirements.

***We invest in companies for strategic reasons and may not realize a return on our investments.***

We make investments in companies to further our strategic objectives and support our key business initiatives. Such investments include investments in equity securities of public companies and investments in non-marketable equity securities of private companies, which range from early-stage companies that are often still defining their strategic direction to more mature companies whose products or technologies may directly support a product or initiative. The success of these companies is dependent on product development, market acceptance, operational efficiency, and other key business success factors. The private companies in which we invest may fail for operational reasons or because they may not be able to secure additional funding, obtain favorable investment terms for future financings or take advantage of liquidity events such as initial public offerings, mergers, and private sales. If any of these private companies fail, we could lose all or part of our investment in that company. If we determine that an other-than-temporary decline in the fair value exists for the equity securities of the public and private companies in which we invest, we write down the investment to its fair value and recognize the related write-down as an investment loss. Furthermore, when the strategic objectives of an investment have been achieved, or if the investment or business diverges from our strategic objectives, we may decide to dispose of the investment even at a loss. Our investments in non-marketable equity securities of private companies are not liquid, and we may not be able to dispose of these investments on favorable terms or at all. The occurrence of any of these events could negatively affect our results of operations.

***Our ability to access capital markets could be limited.***

From time to time, we may need to access the capital markets to obtain long term financing. Although we believe that we can continue to access the capital markets on acceptable terms and conditions, our flexibility with

regard to long term financing activity could be limited by our existing capital structure, our credit ratings and the health of the semiconductor industry. In addition, many of the factors that affect our ability to access the capital markets, such as the liquidity of the overall capital markets and the current state of the economy, are outside of our control. There can be no assurance that we will continue to have access to the capital markets on favorable terms.

***Geopolitical instability, war, terrorist attacks and terrorist threats, and government responses thereto, may negatively affect all aspects of our operations, revenues, costs and stock price.***

Any such event may disrupt our operations or those of our customers or suppliers. Our markets currently include South Korea, Taiwan and Israel, which are currently experiencing political instability. Additionally, we have accounting operations in the Philippines, our principal external foundry is located in South Korea and assembly subcontractors are located in Indonesia, the Philippines and South Korea.

***Business interruptions may damage our facilities or those of our suppliers.***

Our operations and those of our suppliers are vulnerable to interruption by fire, earthquake, flood and other natural disasters, as well as power loss, telecommunications failure and other events beyond our control. We do not have a detailed disaster recovery plan and do not have backup generators. Our facilities in California are located near major earthquake faults and have experienced earthquakes in the past. For example, the March 2011 earthquake in Japan adversely affected the operations of some of our Japanese suppliers, which limited the availability of certain production inputs to us for a period of time. If a natural disaster occurs, our ability to conduct our operations could be seriously impaired, which could harm our business, financial condition and results of operations and cash flows. We cannot be sure that the insurance we maintain against general business interruptions will be adequate to cover all our losses.

***We may be affected by environmental laws and regulations.***

We are subject to a variety of laws, rules and regulations in the United States, England and Germany related to the use, storage, handling, discharge and disposal of certain chemicals and gases used in our manufacturing process. Any of those regulations could require us to acquire expensive equipment or to incur substantial other expenses to comply with them. If we incur substantial additional expenses, product costs could significantly increase. Failure to comply with present or future environmental laws, rules and regulations could result in fines, suspension of production or cessation of operations.

***Nathan Zommer, Ph.D. owns a significant interest in our common stock.***

Nathan Zommer, Ph.D., our Chief Executive Officer, beneficially owned, as of May 25, 2012, approximately 21.4% of the outstanding shares of our common stock. As a result, Dr. Zommer can exercise significant control over all matters requiring stockholder approval, including the election of the board of directors. His holdings could result in a delay of, or serve as a deterrent to, any change in control of our company, which may reduce the market price of our common stock.

***Our stock price is volatile.***

The market price of our common stock has fluctuated significantly to date. The future market price of our common stock may also fluctuate significantly in the event of:

- variations in our actual or expected quarterly operating results;
- announcements or introductions of new products;
- technological innovations by our competitors or development setbacks by us;
- conditions in the communications and semiconductor markets;
- the commencement or adverse outcome of litigation;
- changes in analysts' estimates of our performance or changes in analysts' forecasts regarding our industry, competitors or customers;

- announcements of merger or acquisition transactions or a failure to achieve the expected benefits of an acquisition as rapidly or to the extent anticipated by financial analysts;
- terrorist attack or war;
- sales of our common stock by one or more members of management, including Nathan Zommer, Ph.D., our Chief Executive Officer; or
- general economic and market conditions.

In addition, the stock market in recent years has experienced extreme price and volume fluctuations that have affected the market prices of many high technology companies, including semiconductor companies. These fluctuations have often been unrelated or disproportionate to the operating performance of companies in our industry, and could harm the market price of our common stock.

***The anti-takeover provisions of our certificate of incorporation and of the Delaware General Corporation Law may delay, defer or prevent a change of control.***

Our board of directors has the authority to issue up to 5,000,000 shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by our stockholders. The rights of the holders of common stock will be subject to, and may be harmed by, the rights of the holders of any shares of preferred stock that may be issued in the future. The issuance of preferred stock may delay, defer or prevent a change in control because the terms of any issued preferred stock could potentially prohibit our consummation of any merger, reorganization, sale of substantially all of our assets, liquidation or other extraordinary corporate transaction, without the approval of the holders of the outstanding shares of preferred stock. In addition, the issuance of preferred stock could have a dilutive effect on our stockholders.

Our stockholders must give substantial advance notice prior to the relevant meeting to nominate a candidate for director or present a proposal to our stockholders at a meeting. These notice requirements could inhibit a takeover by delaying stockholder action. The Delaware anti-takeover law restricts business combinations with some stockholders once the stockholder acquires 15% or more of our common stock. The Delaware statute makes it more difficult for us to be acquired without the consent of our board of directors and management.

**Item 1B. *Unresolved Staff Comments***

None.

## Item 2. *Properties*

Our principal facilities are described below:

<u>Principal Facilities</u>	<u>Approximate Square Footage</u>	<u>Lease Expiration</u>	<u>Use</u>
Aliso Viejo, California .....	27,000	(1)	Research and development, sales and distribution
Beverly, Massachusetts .....	83,000	(1)	Research and development, manufacturing, sales and distribution
Chippenham, England .....	100,000	December 2022	Research and development, manufacturing, sales and distribution
Fremont, California .....	30,000	November 2014	Research and development, manufacturing, sales and distribution
Lampertheim, Germany .....	170,000	(1)	Research and development, manufacturing, sales and distribution
Manila, Philippines .....	34,000	August 2016	Product testing and global support
Milpitas, California .....	51,000	(1)	Corporate headquarters, research and development, sales and distribution
Santa Clara, California .....	21,000	(1)	Manufacturing

(1) Owned, not leased.

We believe that our current facilities are suitable to our needs and will be adequate through at least fiscal year 2013 and that suitable additional or replacement space will be available in the future as needed on commercially reasonable terms. The Lampertheim property serves as collateral for a loan, and is subject to a security interest.

## Item 3. *Legal Proceedings*

We currently are involved in a variety of legal matters that arise in the normal course of business. Based on information currently available, management does not believe that the ultimate resolution of these matters will have a material adverse effect on our financial condition, results of operations and cash flows. Were an unfavorable ruling to occur, there exists the possibility of a material adverse impact on the results of operations of the period in which the ruling occurs.

## Item 4. *Mine Safety Disclosures*

Not Applicable.

## Executive Officers of the Registrant

The executive officers, their ages and positions at our company, as well as certain biographical information of these individuals, are set forth below. The ages of the individuals are provided as of March 31, 2012.

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
Nathan Zommer .....	64	Chairman of the Board and Chief Executive Officer
Uzi Sasson .....	49	President, Chief Financial Officer and Secretary



There are no family relationships among our directors and executive officers.

*Nathan Zommer.* Dr. Zommer, our founder, has served as a Director since our inception in 1983, and has served as Chairman of the Board and Chief Executive Officer since 1993. From 1993 to 2009, Dr. Zommer served as our President and, from 1984 to 1993, Dr. Zommer served as our Executive Vice President. Prior to founding our company, Dr. Zommer served in a variety of positions with Intersil, Hewlett-Packard and General Electric, including as a scientist in the Hewlett-Packard Laboratories and Director of the Power MOS Division for Intersil/General Electric. Dr. Zommer received his B.S. and M.S. degrees in Physical Chemistry from Tel Aviv University and a Ph.D. in Electrical Engineering from Carnegie Mellon University.

*Uzi Sasson.* Mr. Sasson has served as our President since December 2009 and our Chief Financial Officer and Secretary since November 2004. From November 2004 to December 2009, Mr. Sasson was our Vice President and, from June 2007 to August 2010, Mr. Sasson held the title of Chief Operating Officer. Although he no longer formally holds that title, he continues to function in that role. From August to November 2004, Mr. Sasson served as a director of our company. Prior to joining our company, Mr. Sasson worked in tax, accounting and finance for technology and accounting firms. Mr. Sasson has a Master of Science in Taxation and a Bachelor of Science in Accounting from Golden Gate University and is a Certified Public Accountant in California.

## PART II

### **Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

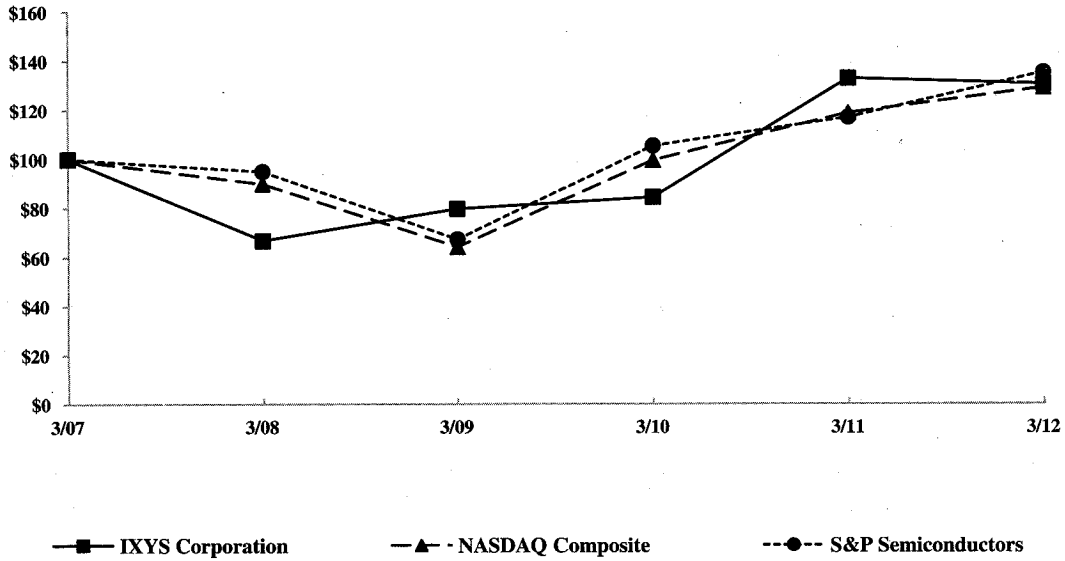
Our common stock is traded on the NASDAQ Global Select Market under the symbol "IXYS." The following table presents, for the periods indicated, the intraday high and low sale prices per share of our common stock as reported by the NASDAQ Global Select Market:

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
<b>Fiscal Year Ended March 31, 2012</b>				
High .....	\$15.98	\$15.58	\$14.51	\$14.07
Low .....	\$11.93	\$10.56	\$10.01	\$10.68
<b>Fiscal Year Ended March 31, 2011</b>				
High .....	\$ 9.88	\$ 9.74	\$12.38	\$13.85
Low .....	\$ 7.82	\$ 8.00	\$ 9.20	\$10.76

The number of record holders of our common stock as of May 25, 2012 was 371. We do not have any current plans to pay cash dividends.

### Stock Performance Graph

The line graph below shows the total stockholder return of an investment of \$100 in cash for the period from March 31, 2007 through March 31, 2012 for (i) our common stock, (ii) the NASDAQ Composite Index and (iii) the Standard & Poor's Semiconductors Index. All values assume reinvestment of the full amount of all dividends and are calculated as of March 31 of each year. Historical stock price performance should not be relied upon as indicative of future stock price performance.



## Item 6. Selected Financial Data

The following selected consolidated financial information should be read in conjunction with our consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report on Form 10-K. The consolidated statements of operations data for the years ended March 31, 2012, 2011 and 2010, and the balance sheet data as of March 31, 2012 and 2011 are derived from our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The statements of operations data for the years ended March 31, 2009 and 2008 and the balance sheet data as of March 31, 2010, 2009 and 2008 are derived from our consolidated financial statements that are not included in this Annual Report on Form 10-K. Historical results are not necessarily indicative of results to be expected in any future period.

	Years Ended March 31,				
	2012	2011	2010(1)	2009	2008
	(In thousands, except per share amounts)				
<b>Statement of Operations Data:</b>					
Net revenues	\$368,004	\$363,273	\$243,224	\$273,552	\$304,456
Cost of goods sold	248,384	241,175	179,791	207,594	217,332
Gross profit	119,620	122,098	63,433	65,958	87,124
Operating expenses:					
Research, development and engineering	27,930	27,527	20,112	19,931	21,124
Selling, general and administrative	43,356	42,881	36,163	37,962	42,093
Amortization of acquisition-related intangible assets	2,524	6,937	1,839	1,651	—
Restructuring charges	—	759	1,614	—	—
Impairment charges	6,448	702	—	6,440	—
Litigation provision	—	—	—	—	(12,957)
Total operating expenses	80,258	78,806	59,728	65,984	50,260
Operating income (loss)	39,362	43,292	3,705	(26)	36,864
Other income (expense):					
Interest income (expense), net	(762)	(1,228)	(1,230)	(666)	277
Other income (expense)	1,941	836	(141)	4,256	(3,162)
Income before income tax provision	40,541	42,900	2,334	3,564	33,979
Provision for income tax	(10,235)	(6,253)	(3,011)	(6,913)	(10,690)
Net income (loss)	\$ 30,306	\$ 36,647	\$ (677)	\$ (3,349)	\$ 23,289
Net income (loss) per share — basic	\$ 0.97	\$ 1.17	\$ (0.02)	\$ (0.11)	\$ 0.73
Net income (loss) per share — diluted	\$ 0.93	\$ 1.14	\$ (0.02)	\$ (0.11)	\$ 0.71
Cash dividends per share	\$ —	\$ —	\$ —	\$ 0.10	\$ —
Weighted average shares used in per share calculations					
Basic	31,344	31,235	31,005	31,087	31,906
Diluted	32,496	32,008	31,005	31,087	33,031

(1) During fiscal 2010, we acquired Zilog, Inc. and a display driver product line from Leadis Technology, Inc.

	As of March 31,				
	2012	2011	2010(1)	2009	2008
	(In thousands)				
Selected operating data:					
Gross profit margin .....	32.5%	33.6%	26.1%	24.1%	28.6%
Depreciation and amortization .....	\$ 13,467	\$ 18,059	\$ 13,386	\$ 14,547	\$ 12,868
Balance sheet data:					
Cash and cash equivalents .....	\$ 98,604	\$ 75,406	\$ 60,524	\$ 55,441	\$ 56,614
Working capital .....	208,138	181,963	135,280	150,917	162,392
Total assets .....	343,910	325,189	285,939	252,832	293,830
Total long term obligations .....	48,784	51,918	48,122	40,037	47,980
Total stockholders' equity .....	254,107	229,229	183,135	178,492	200,229
Cash flow data:					
Cash provided by operating activities .....	\$ 44,446	\$ 33,867	\$ 29,166	\$ 21,580	\$ 27,955
Cash used in investing activities .....	(12,375)	(8,941)	(36,256)	(5,874)	(10,737)
Cash (used in) provided by financing activities .....	(7,707)	(11,401)	11,775	(12,750)	(18,579)

(1) During fiscal 2010, we acquired Zilog, Inc. and a display driver product line from Leadis Technology, Inc.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This discussion contains forward-looking statements, which are subject to certain risks and uncertainties, including, without limitation, those described elsewhere in this Form 10-K and, in particular, in Item 1A hereof. Actual results may differ materially from the results discussed in the forward-looking statements. For a discussion of risks that could affect future results, see "Item 1A. Risk Factors." All forward-looking statements included in this document are made as of the date hereof, based on the information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement, except as may be required by law.*

**Overview**

We are a multi-market integrated semiconductor company. Our three principal product groups are: power semiconductors; integrated circuits; and systems and RF power semiconductors.

Our power semiconductors improve system efficiency and reliability by converting electricity at relatively high voltage and current levels into the finely regulated power required by electronic products. We focus on the market for power semiconductors that are capable of processing greater than 200 watts of power.

We also design, manufacture and sell integrated circuits for a variety of applications. Our analog and mixed signal ICs are principally used in telecommunications applications. Our mixed-signal application specific ICs, or ASICs, address the requirements of the medical imaging equipment and display markets. Our power management and control ICs are used in conjunction with our power semiconductors. Our microcontrollers provide application specific, embedded system-on-chip, or SoC, solutions for the industrial and consumer markets.

Our systems include laser diode drivers, high voltage pulse generators and modulators, and high power subsystems, sometimes known as stacks, that are principally based on our high power semiconductor devices. Our RF power semiconductors enable circuitry that amplifies or receives radio frequencies in wireless and other microwave communication applications, medical imaging applications and defense and space applications.

Our fiscal 2012 revenues increased by 1.3% over fiscal 2011. Compared to fiscal 2011, our fiscal 2012 revenues in Europe and the Middle East increased, in large part because of growth in the industrial and commercial markets; our revenues in Asia declined as a result of a decrease in revenues from the consumer products market; and our revenues in the United States increased slightly. Fiscal 2012 was composed of record revenues of \$200.8 million during the first half of the year and reduced revenues of \$167.2 million during the second half. The fourth quarter of the fiscal year demonstrated increased revenues from the third quarter, but conditions remain challenging, in part because of difficult sales environments in China and in Europe. Applying



the same comparison, our fiscal 2011 reflected an unusually high proportion of the sale or utilization of fully or partially reserved inventory, which had margins approaching 100%. This was partially offset by a shift in product mix towards higher margin products in fiscal 2012. Distribution revenues increased during fiscal 2012, as revenues shifted to applications that are traditionally bought through distributors, such as industrial and commercial applications, while our revenues from semiconductors for the consumer products market declined. Expressed as a percentage of net revenues, both our selling, general and administrative expenses, or SG&A expenses, and our research, development and engineering expenses, or R&D expenses, remained unchanged during the past two years. In future periods, our R&D expenses are expected to increase slightly as a percentage of net revenues, while our SG&A expenses are expected to continue at a percentage of net revenues similar to recent historical experience.

### **Critical Accounting Policies and Significant Management Estimates**

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates the reasonableness of its estimates. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ materially from these estimates under different assumptions or conditions.

We believe the following critical accounting policies require that we make significant judgments and estimates in preparing our consolidated financial statements.

*Revenue recognition.* We sell to distributors and original equipment manufacturers. Approximately 56.3% of our revenues in fiscal 2012, 55.3% of our revenues in fiscal 2011 and 51.4% of our revenues in fiscal 2010 were from distributors. We provide some of our distributors with the following programs: stock rotation and ship and debit. Ship and debit is a sales incentive program for products previously shipped to distributors. We recognize revenue from product sales upon shipment provided that we have received an executed purchase order, the price is fixed and determinable, the risk of loss has transferred, collection of resulting receivables is reasonably assured, there are no customer acceptance requirements and there are no remaining significant obligations. Our shipping terms are generally FOB shipping point. Reserves for allowances are also recorded at the time of shipment. Our management must make estimates of potential future product returns and so called “ship and debit” transactions related to current period product revenue. Our management analyzes historical returns and ship and debit transactions, current economic trends and changes in customer demand and acceptance of our products when evaluating the adequacy of the sales returns and ship and debit allowances. Significant management judgments and estimates must be made and used in connection with establishing the allowances in any accounting period. We have visibility into inventory held by our distributors to aid in our reserve analysis. Different judgments or estimates would result in material differences in the amount and timing of our revenue for any period.

Accounts receivable from distributors are recognized and inventory is relieved when title to inventories transfer, typically upon shipment from our company, at which point we have a legally enforceable right to collection under normal payment terms. Under certain circumstances, where our management is not able to reasonably and reliably estimate the actual returns, revenues and costs relating to distributor sales are deferred until products are sold by the distributors to their end customers. Deferred amounts are presented net and included under “Accrued expenses and other liabilities”.

We state our revenues, net of any taxes collected from customers that are required to be remitted to the various government agencies. The amount of taxes collected from customers and payable to government is included under “Accrued expenses and other liabilities”. Shipping and handling costs are included in cost of sales.

*Allowance for sales returns.* We maintain an allowance for sales returns for estimated product returns by our customers. We estimate our allowance for sales returns based on our historical return experience, current economic trends, changes in customer demand, known returns we have not received and other assumptions. If we were to make different judgments or utilize different estimates, the amount and timing of our revenue could be

materially different. Given that our revenues consist of a high volume of relatively similar products, to date our actual returns and allowances have not fluctuated significantly from period to period, and our returns provisions have historically been reasonably accurate. This allowance is included as part of the accounts receivable allowance on the balance sheet and as a reduction of revenues in the statement of operations.

*Allowance for stock rotation.* We also provide “stock rotation” to select distributors. The rotation allows distributors to return a percentage of the previous six months’ sales in exchange for orders of an equal or greater amount. In the fiscal years ended March 31, 2012, 2011 and 2010, approximately \$2.1 million, \$916,000 and \$1.2 million, respectively, of products were returned to us under the program. We establish the allowance for all sales to distributors except in cases where the revenue recognition is deferred and recognized upon sale by the distributor of products to the end customer. The allowance, which is management’s best estimate of future returns, is based upon the historical experience of returns and inventory levels at the distributors. This allowance is included as part of the accounts receivable allowance on the balance sheet and as a reduction of revenues in the statement of operations. Should distributors increase stock rotations beyond our estimates, our statements would be adversely affected.

*Allowance for ship and debit.* Ship and debit is a program designed to assist distributors in meeting competitive prices in the marketplace on sales to their end customers. Ship and debit requires a request from the distributor for a pricing adjustment for a specific part for a customer sale to be shipped from the distributor’s stock. We have no obligation to accept this request. However, it is our historical practice to allow some companies to obtain pricing adjustments for inventory held. We receive periodic statements regarding our products held by our distributors. Our distributors had approximately \$10.6 million and \$13.5 million in inventory of our products on hand at March 31, 2012 and 2011, respectively. Ship and debit authorizations may cover current and future distributor activity for a specific part for sale to distributor’s customer. At the time we record sales to distributors, we provide an allowance for the estimated future distributor activity related to such sales since it is probable that such sales to distributors will result in ship and debit activity. The sales allowance requirement is based on sales during the period, credits issued to distributors, distributor inventory levels, historical trends, market conditions, pricing trends we see in our direct sales activity with original equipment manufacturers and other customers, and input from sales, marketing and other key management. We believe that the analysis of these inputs enable us to make reliable estimates of future credits under the ship and debit program. This analysis requires the exercise of significant judgments. Our actual results to date have approximated our estimates. At the time the distributor ships the part from stock, the distributor debits us for the authorized pricing adjustment. This allowance is included as part of the accounts receivable allowance on the balance sheet and as a reduction of revenues in the statement of operations. If competitive pricing were to decrease sharply and unexpectedly, our estimates might be insufficient, which could significantly adversely affect our operating results.

Additions to the ship and debit allowance are estimates of the amount of expected future ship and debit activity related to sales during the period and reduce revenues and gross profit in the period. The following table sets forth the beginning and ending balances of, additions to and deductions from our allowance for ship and debit during the three years ended March 31, 2012 (in thousands):

Balance March 31, 2009 .....	\$ 414
Additions .....	3,419
Deductions .....	<u>(2,414)</u>
Balance March 31, 2010 .....	1,419
Additions .....	5,467
Deductions .....	<u>(5,486)</u>
Balance March 31, 2011 .....	1,400
Additions .....	5,858
Deductions .....	<u>(6,157)</u>
Balance March 31, 2012 .....	<u>\$ 1,101</u>

*Allowance for doubtful accounts.* We maintain an allowance for doubtful accounts for estimated losses from the inability of our customers to make required payments. We evaluate our allowance for doubtful accounts based on the aging of our accounts receivable, the financial condition of our customers and their payment history, our historical write-off experience and other assumptions. If we were to make different judgments of the financial condition of our customers or the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. This allowance is reported on the balance sheet as part of the accounts receivable allowance and is included on the statement of operations as part of selling, general and administrative expenses. This allowance is based on historical losses and management's estimates of future losses.

*Inventories.* Inventories are recorded at the lower of standard cost, which approximates actual cost on a first-in-first-out basis, or market value. Our accounting for inventory costing is based on the applicable expenditure incurred, directly or indirectly, in bringing the inventory to its existing condition. Such expenditures include acquisition costs, production costs and other costs incurred to bring the inventory to its use. As it is impractical to track inventory from the time of purchase to the time of sale for the purpose of specifically identifying inventory cost, our inventory is, therefore, valued based on a standard cost, given that the materials purchased are identical and interchangeable at various production processes. We review our standard costs on an as-needed basis but in any event at least once a year, and update them as appropriate to approximate actual costs. The authoritative guidance provided by FASB requires certain abnormal expenditures to be recognized as expenses in the current period instead of capitalized in inventory. It also requires that the amount of fixed production overhead allocated to inventory be based on the normal capacity of the production facilities.

We typically plan our production and inventory levels based on internal forecasts of customer demand, which are highly unpredictable and can fluctuate substantially. The value of our inventories is dependent on our estimate of future demand as it relates to historical sales. If our projected demand is overestimated, we may be required to reduce the valuation of our inventories below cost. We regularly review inventory quantities on hand and record an estimated provision for excess inventory based primarily on our historical sales and expectations for future use. We also recognize a reserve based on known technological obsolescence, when appropriate. Actual demand and market conditions may be different from those projected by our management. This could have a material effect on our operating results and financial position. If we were to make different judgments or utilize different estimates, the amount and timing of our write-down of inventories could be materially different. For example, during the fourth quarter of fiscal 2009, we examined our inventory and as a consequence of the dramatic retrenchment in some of our markets, certain of our inventory that normally would not be considered excess was considered as such. Therefore, we booked additional charges of about \$14.9 million to recognize this exposure.

Excess inventory frequently remains saleable. When excess inventory is sold, it yields a gross profit margin of up to 100%. Sales of excess inventory have the effect of increasing the gross profit margin beyond that which would otherwise occur, because of previous write-downs. Once we have written down inventory below cost, we do not write it up when it is subsequently sold or scrapped. We do not physically segregate excess inventory nor do we assign unique tracking numbers to it in our accounting systems. Consequently, we cannot isolate the sales prices of excess inventory from the sales prices of non-excess inventory. Therefore, we are unable to report the amount of gross profit resulting from the sale of excess inventory or quantify the favorable impact of such gross profit on our gross profit margin.

The following table provides information on our excess and obsolete inventory reserve charged against inventory at cost (in thousands):

Balance at March 31, 2009 .....	\$34,697
Utilization or sale .....	(5,846)
Scrap .....	(1,867)
Additional accrual .....	7,851
Foreign currency translation adjustments .....	<u>739</u>
Balance at March 31, 2010 .....	35,574
Utilization or sale .....	(9,618)
Scrap .....	(2,230)
Additional accrual .....	5,288
Foreign currency translation adjustments .....	<u>422</u>
Balance at March 31, 2011 .....	29,436
Utilization or sale .....	(2,543)
Scrap .....	(2,313)
Additional accrual .....	3,921
Foreign currency translation adjustments .....	<u>(363)</u>
Balance at March 31, 2012 .....	<u>\$28,138</u>

The practical efficiencies of wafer fabrication require the manufacture of semiconductor wafers in minimum lot sizes. Often, when manufactured, we do not know whether or when all the semiconductors resulting from a lot of wafers will sell. With more than 10,000 different part numbers for semiconductors, excess inventory resulting from the manufacture of some of those semiconductors will be continual and ordinary. Because the cost of storage is minimal when compared to potential value and because our products do not quickly become obsolete, we expect to hold excess inventory for potential future sale for years. Consequently, we have no set time line for the sale or scrapping of excess inventory.

In addition, our inventory is also being written down to the lower of cost or market or net realizable value. We review our inventory listing on a quarterly basis for an indication of losses being sustained for costs that exceed selling prices less direct costs to sell. When it is evident that our selling price is lower than current cost, inventory is marked down accordingly. At March 31, 2012 and 2011, our lower of cost or market reserve was \$630,000 and \$821,000, respectively.

Furthermore, we perform an annual inventory count and periodic cycle counts for specific parts that have a high turnover. We also periodically identify any inventory that is no longer usable and write it off.

*Valuation of Goodwill and Intangible Assets.* Goodwill represents the excess of the purchase price over the estimated fair value of the net assets acquired. The costs of acquired intangible assets are recorded at fair value at acquisition. Intangible assets with finite lives are amortized using the straight-line method over their estimated useful lives, normally one to six years, and evaluated for impairment in accordance with the authoritative guidance provided by FASB. In addition, we apply accelerated amortization method on certain customer relationships based on our estimates of future revenues from these customers.

Goodwill and intangible assets with indefinite lives are carried at fair value and reviewed at least annually for impairment charge during the quarter ending March 31, or more frequently if events and circumstances indicate that the asset might be impaired, in accordance with the authoritative guidance provided by FASB. There are two steps in the determination of the impairment of goodwill. The first step compares the carrying amount of the net assets to the fair value of the reporting unit. The second step, if necessary, recognizes an impairment loss to the extent the carrying value of the reporting unit's net assets exceed the implied fair value of goodwill. An impairment loss would be recognized to the extent that the carrying amount exceeds the fair value of the reporting unit. During our annual impairment analysis in the fourth quarter of fiscal 2012, we concluded that the goodwill associated with the acquisition of the Zilog businesses were completely impaired. As a result, we

recorded an impairment charge of \$6.4 million to write off all the outstanding goodwill associated with the Zilog reporting unit. See Note 7, “Goodwill and Intangible Assets” for a further discussion of the impairment analysis of goodwill and the related charges recorded.

We perform the impairment test on finite-lived intangible assets by determining whether the estimated undiscounted cash flows attributable to the assets in question are less than their carrying values. Impairment losses, if any, are measured as the amount by which the carrying values of the assets exceed their fair value and are recognized in operating results. If a useful life is determined to be shorter than originally estimated, we accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life.

*Income tax.* As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We then assess the likelihood that our deferred tax assets will be recovered from future taxable income and, to the extent we believe that recovery is not likely, we establish a valuation allowance. A valuation allowance reduces our deferred tax assets to the amount that management estimates is more likely than not to be realized. In determining the amount of the valuation allowance, we consider income over recent years, estimated future taxable income, feasible tax planning strategies, and other factors, in each taxing jurisdiction in which we operate. If we determine that it is more likely than not that we will not realize all or a portion of our remaining deferred tax assets, then we will increase our valuation allowance with a charge to income tax expense. Conversely, if we determine that it is likely that we will ultimately be able to utilize all or a portion of the deferred tax assets for which a valuation allowance has been provided, then the related portion of the valuation allowance will reduce income tax expense. Significant management judgment is required in determining our provision for income taxes and potential tax exposures, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. In the event that actual results differ from these estimates or we adjust these estimates in future periods, we may need to establish a valuation allowance, which could materially impact our financial position and results of operations. Our ability to utilize our deferred tax assets and the need for a related valuation allowance are monitored on an ongoing basis.

Furthermore, computation of our tax liabilities involves examining uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain tax positions based on the two-step process as prescribed by the authoritative guidance provided by FASB. The first step is to evaluate the tax position for recognition by determining if there is sufficient available evidence to indicate if it is more likely than not that the position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step requires us to measure and determine the approximate amount of the tax benefit at the largest amount that is more than 50% likely of being realized upon ultimate settlement with the tax authorities. It is inherently difficult and requires significant judgment to estimate such amounts, as this requires us to determine the probability of various possible outcomes. We reexamine these uncertain tax positions on a quarterly basis. This reassessment is based on various factors during the period including, but not limited to, changes in worldwide tax laws and treaties, changes in facts or circumstances, effectively settled issues under audit and any new audit activity. A change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period.

### **Recent Accounting Pronouncements and Accounting Changes**

For a description of accounting changes and recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements, see Note 2, “Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

## Results of Operations

The following table sets forth selected consolidated statements of operations data for the fiscal years indicated and the percentage change in such data from year to year:

	Years Ended March 31,					
	2012 (000)	% Change	2011 (000)	% Change	2010 (000)	
Net revenues .....	\$368,004	1.3	\$363,273	49.4	\$243,224	
Cost of goods sold .....	248,384	3.0	241,175	34.1	179,791	
Gross profit .....	<u>\$119,620</u>	(2.0)	<u>\$122,098</u>	92.5	<u>\$ 63,433</u>	
Operating expenses:						
Research, development and engineering .....	\$ 27,930	1.5	\$ 27,527	36.9	\$ 20,112	
Selling, general and administrative .....	43,356	1.1	42,881	18.6	36,163	
Amortization of acquisition-related intangible assets .....	2,524	(63.6)	6,937	277.2	1,839	
Restructuring charges .....	—	(100.0)	759	(53.0)	1,614	
Impairment charges .....	6,448	818.5	702	nm	—	
Total operating expenses .....	<u>\$ 80,258</u>	1.8	<u>\$ 78,806</u>	31.9	<u>\$ 59,728</u>	

nm — not meaningful

The following table sets forth selected statement of operations data as a percentage of net revenues for the fiscal years indicated. These historical operating results may not be indicative of the results for any future period.

	Years Ending March 31,		
	2012 % of Net Revenues	2011 % of Net Revenues	2010 % of Net Revenues
Net revenues .....	100.0	100.0	100.0
Cost of goods sold .....	67.5	66.4	73.9
Gross profit .....	32.5	33.6	26.1
Operating expenses:			
Research, development and engineering .....	7.6	7.6	8.3
Selling, general and administrative .....	11.8	11.8	14.9
Amortization of acquisition-related intangible assets .....	0.6	1.9	0.7
Restructuring charges .....	—	0.2	0.7
Impairment charges .....	1.8	0.2	—
Total operating expenses .....	21.8	21.7	24.6
Operating income .....	10.7	11.9	1.5
Other income (expense), net .....	0.3	(0.1)	(0.5)
Income before income tax provision .....	11.0	11.8	1.0
Provision for income tax .....	(2.8)	(1.7)	(1.2)
Net income (loss) .....	8.2	10.1	(0.2)

The following table sets forth the revenues for each of our product groups for fiscal 2012, 2011 and 2010:

**Revenues(1)**

	Year Ended March 31,				
	2012	% Change	2011	% Change	2010
	(000)		(000)		(000)
Power semiconductors .....	\$277,718	9.8	\$252,892	43.9	\$175,699
ICs .....	63,597	(23.6)	83,225	72.1	48,372
Systems and RF power semiconductors .....	26,689	(1.7)	27,156	41.8	19,153
Total .....	<u>\$368,004</u>	1.3	<u>\$363,273</u>	49.4	<u>\$243,224</u>

(1) Includes \$2.0 million of intellectual property revenues in power semiconductors and \$3.6 million of intellectual property revenues in integrated circuits for fiscal 2012 and \$3.4 million of intellectual property revenues in integrated circuits for fiscal 2011.

The following tables set forth the average selling prices, or ASPs, and units for fiscal 2012, 2011 and 2010:

**Average Selling Prices**

	Year Ended March 31,				
	2012	% Change	2011	% Change	2010
Power semiconductors .....	\$ 2.16	13.1	\$ 1.91	(17.0)	\$ 2.30
ICs .....	\$ 0.88	(3.3)	\$ 0.91	24.7	\$ 0.73
Systems and RF power semiconductors .....	\$26.90	4.3	\$25.79	18.2	\$21.81

**Units**

	Year Ended March 31,				
	2012	% Change	2011	% Change	2010
	(000)		(000)		(000)
Power semiconductors .....	127,858	(3.2)	132,148	72.6	76,557
ICs .....	68,050	(22.5)	87,790	36.5	64,292
Systems and RF power semiconductors .....	992	(5.8)	1,053	19.9	878
Total .....	<u>196,900</u>	(10.9)	<u>220,991</u>	55.9	<u>141,727</u>

The following tables set forth the net revenue by geographic region for fiscal 2012, 2011 and 2010:

	Year Ended March 31,					
	2012		2011		2010	
	Net Revenue	% of Net Revenue	Net Revenue	% of Net Revenue	Net Revenue	% of Net Revenue
	(000)		(000)	(000)		
Europe and Middle East .....	\$138,561	37.7	\$126,834	34.9	\$ 80,984	33.3
Asia Pacific .....	111,137	30.2	119,997	33.0	79,392	32.6
Rest of world .....	15,184	4.1	14,252	4.0	10,485	4.3
International revenues .....	264,882	72.0	261,083	71.9	170,861	70.2
USA .....	103,122	28.0	102,190	28.1	72,362	29.8
Total .....	<u>\$368,004</u>	100.0	<u>\$363,273</u>	100.0	<u>\$243,223</u>	100.0

### ***Comparison of Fiscal 2011 Revenues to Fiscal 2012 Revenues.***

The 1.3% increase in net revenues from fiscal 2011 to fiscal 2012 reflected a \$24.8 million, or 9.8%, increase in the sale of power semiconductor, offset by a \$19.6 million, or 23.6% decrease in the sale of ICs and a \$467,000, or 1.7% decrease of in the sales of systems and RF power semiconductors.

The increase in power semiconductors was driven by a \$22.7 million increase in the sale of bipolar products, primarily to the industrial and commercial market, and a \$1.1 million increase in sale of MOS products, principally to the medical market and the industrial and commercial market. The decrease in revenues from ICs was principally caused by a \$10.9 million decrease in the sale of microcontrollers, a \$6.2 million decrease in the sale of display driver ICs and a \$1.1 million decrease in the sale of customer premise equipment, or CPEs, to the telecom market. The revenues from the sale of systems and RF power semiconductors decreased primarily due to reduced sales of subassemblies to the industrial and commercial market, and a decrease in the sale of systems.

The increase in the ASPs of power semiconductors in fiscal 2012 as compared to fiscal 2011 was primarily caused by price increases on existing products. The decrease in ASPs of ICs was largely due to an increase in shipments of lower priced ASICs to the consumer products market. The increase in the ASPs of systems and RF power semiconductors was principally due to the increased sales price on subassemblies.

In fiscal 2012 as compared to fiscal 2011, the decline in shipments of power semiconductors was primarily due to reduced shipments of MOS products, principally to the industrial and commercial market. The unit decline in ICs was primarily caused by reduced shipments of display driver ICs to the consumer products market and by reduced shipments of microcontroller products. In systems and RF power semiconductors, the unit decline was principally caused by reduced shipments of subassemblies.

From fiscal 2011 to fiscal 2012, our sales increased in all major European countries and in the U.S., offset by declining revenues in Asia, primarily in the consumer products market.

In fiscal 2012, two distributors accounted for 11.3% and 11.1% of our net revenues, respectively. In fiscal 2011, two distributors accounted for 11.9% and 11.8% of our net revenues.

### ***Comparison of Fiscal 2010 Revenues to Fiscal 2011 Revenues.***

From fiscal 2010 to fiscal 2011, net revenues increased by \$120.0 million, or 49.4%, with the improvement in economic conditions and the Zilog acquisition. The increase was across all product groups and reflected an increase of \$77.2 million, or 43.9%, in the sale of power semiconductors, an increase of \$34.9 million, or 72.1%, in the sale of ICs and an increase of \$8.0 million, or 41.8%, in the sale of systems and RF power semiconductors.

The increase in power semiconductors included a \$48.2 million increase in the sale of bipolar products, primarily to the industrial and commercial market, and a \$26.8 million increase in the sale of MOS products, principally to the consumer products market and the industrial and commercial market. The increase in revenues from the sale of ICs was primarily driven by the acquisition of Zilog and a \$4.5 million increase in the sale of SSRs to the telecom market, offset by a decrease of \$4.3 million in the sale of the display driver ICs. The revenues from the sale of systems and RF power semiconductors increased primarily due to a \$6.7 million increase in the sale of subassemblies to the industrial and commercial market.

In fiscal 2011 as compared to fiscal 2010, the changes in the ASPs of power semiconductors and the systems and RF power semiconductors were due to changes in the mix of products sold. The ASP of power semiconductors declined as sales to the medical market become a smaller proportion of our revenues. The ASP of systems and RF power semiconductors increased with the increased sales of subassemblies. The ASP of ICs increased as a result of the addition of microcontroller product sales from the Zilog division acquired towards the end of fiscal 2010.

From fiscal 2010 to fiscal 2011, IC unit growth was principally due to shipments of Zilog microcontrollers and shipments of SSRs, whereas in power semiconductors the unit growth was broad-based. The unit increase in systems and RF power semiconductors was primarily due to increased shipments of subassemblies.

From fiscal 2010 to fiscal 2011, we experienced sales growth in all major geographic areas, including the U.S., Europe and the Middle East, and the Asia Pacific area. Our sales to the telecom market, the consumer



products market and the industrial and commercial market increased significantly, whereas our sales to the medical market increased modestly.

In fiscal 2011, two distributors accounted for 11.9% and 11.8% of our net revenues. In fiscal 2010, one distributor accounted for 10.9% of our net revenues.

In each of the last three fiscal years, our revenues were reduced by allowances for sales returns, stock rotations and ship and debit. See “Critical Accounting Policies and Significant Management Estimates” elsewhere in this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

### ***Gross Profit.***

From fiscal 2011 to fiscal 2012, gross profit decreased by \$2.5 million and the gross profit margin decreased from 33.6% to 32.5%. The decreases in both the gross profit dollars and the gross profit margin were primarily due to a decline in the utilization or sale of previously written-down inventory, offset by changes in product mix toward higher margin products. In fiscal 2012, we added \$1.4 million to our reserve for excess inventory; whereas in fiscal 2011, we released \$4.3 million of our excess inventory reserve as a result of the utilization or sale of fully or partially reserved inventory, which was significantly higher than historical levels as a consequence of a recovering business climate during the fiscal year following a year with significant inventory write-downs. In fiscal 2012, the gross profit margin was positively affected by \$2.0 million of nonrecurring intellectual property revenues, which carry a gross profit margin approaching 100%. During the same fiscal year, due to the completion of insolvency proceedings and a liquidation of a former foreign vendor, we wrote off \$700,000 in accounts payable, which positively affected our gross profit margin.

From fiscal 2010 to fiscal 2011, gross profit increased by \$58.7 million, whereas the gross profit margin increased from 26.1% to 33.6%. The \$120.0 million, or 49.4%, increase in net revenues in fiscal 2011 resulted in higher gross profit as compared to fiscal 2010. The increase in gross profit margin during fiscal 2011 was primarily due to higher production resulting in improved utilization of facilities, the sale of fully or partially reserved inventory and a shift in product mix towards higher margin products. In fiscal 2011, we released \$4.3 million of our excess inventory reserve as a result of the sale of fully or partially reserved inventory; whereas in fiscal 2010, we added \$2.0 million to our reserve for excess inventory.

In each of the last three years, our gross profit and gross profit margin were positively affected by the utilization and sale of excess inventory, which had previously been written down. See “Critical Accounting Policies and Significant Management Estimates — Inventories” elsewhere in the Management’s Discussion and Analysis of Financial Condition and Results of Operations.

### ***Research, Development and Engineering.***

Research, development and engineering, or R&D, expenses typically consist of internal engineering efforts for product design, process improvement and development. From fiscal 2011 to fiscal 2012, R&D expenses increased slightly by \$403,000 and remained at 7.6% as a percentage of net revenues. The increase in R&D expenses was primarily due to an increase in process improvement expenses. From fiscal 2010 to fiscal 2011, R&D expenses increased by \$7.4 million and decreased from 8.3% to 7.6% as a percentage of net revenues. The increase in R&D spending in dollars was principally caused by the acquisition of Zilog in the last quarter of fiscal year 2010, which resulted in increased R&D headcount and expenses in fiscal 2011 as compared to fiscal 2010. The decrease in the percentage was primarily due to the increase in net revenues.

### ***Selling, General and Administrative.***

In fiscal 2012 as compared to fiscal 2011, SG&A expenses increased by \$475,000 and remained at 11.8% as a percentage of net revenues. The increase in SG&A expenses was principally due to higher commissions and freight expenses, consistent with the increased revenues, offset by a decrease in marketing expenses. In fiscal 2011, as compared to fiscal 2010, selling, general and administrative expenses increased by \$6.7 million and decreased from 14.9% to 11.8% as a percentage of net revenues. The reduction in the percentage resulted from increased net revenues. Expressed in dollars, the increase was primarily due to the acquisition of Zilog, as well as higher commissions incurred because of increased revenues.

***Amortization of Acquisition-Related Intangible Assets.***

We recorded certain intangible assets during fiscal 2010 in connection with the acquisitions of Zilog and the display and LED driver businesses from Leadis. These assets are amortized based upon their estimated useful lives that range from 12 months to 72 months. For fiscal 2012, 2011 and 2010, amortization expenses on acquisition-related intangible assets were \$2.5 million, \$6.9 million and \$1.8 million, respectively. The decrease in amortization expense in fiscal 2012 as compared to fiscal 2011 was primarily caused by the write-off of the intangible assets related to the Leadis acquisition at the end of fiscal 2011. The increase in amortization expense in fiscal 2011 was due to the acquisition of Zilog during the fourth quarter of fiscal 2010, which resulted in an entire year of amortization in fiscal 2011 as compared to approximately five weeks of amortization in fiscal 2010. See Note 7, "Goodwill and Intangible Assets" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for further discussion regarding acquisition-related intangible assets.

***Restructuring Charges.***

In the quarter ended September 30, 2009, we initiated plans to restructure our European manufacturing and assembly operations to align them to prevailing market conditions. The plans primarily involved the termination of employees and consolidation of certain positions. The restructuring charges recorded in conjunction with the plan represented severance costs and have been included under "Restructuring charges" in our consolidated statements of operations. Implementation of the plan continued into fiscal 2011.

During the quarter ended December 31, 2010, we relocated the Zilog employees to our headquarters in Milpitas and vacated the facility in San Jose, California, as a part of our integration plan to reduce costs. As a result, we included a charge of \$659,000 in our consolidated statements of operations for future costs that will continue to be incurred during the remaining term of the San Jose lease.

As a consequence of these restructuring actions, we incurred restructuring charges of \$759,000 and \$1.6 million in fiscal 2011 and 2010, respectively. In fiscal 2012, no restructuring charges occurred. The restructuring accruals as of March 31, 2012 and 2011 were included under "Accrued expenses and other liabilities" on our consolidated balance sheets. See Note 16, "Restructuring Charges" in the Notes to Consolidated Financial Statements of this Form 10-K.

***Impairment Charges.***

In fiscal 2012, we performed an assessment of the impairment of goodwill at the reporting unit level that considered current economic conditions and trends, estimated future operating results and anticipated future economic conditions. We concluded that the goodwill associated with the Zilog reporting unit was completely impaired. Consequently, we wrote off all of the outstanding goodwill related to the Zilog acquisition and recorded an impairment charge of \$6.4 million. For fiscal 2011, after completing our review, we concluded that the goodwill and intangible assets associated with the Leadis reporting unit were fully impaired. As a result, we wrote off all of the outstanding goodwill and intangible assets related to the acquisition and recorded impairment charges of \$702,000. For fiscal 2010, we concluded that our goodwill and intangible assets were not impaired.

See Note 7, "Goodwill and Intangible Assets" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for further discussion regarding impairment testing.

***Other Income (Expense), Net.***

In fiscal 2012, interest expense, net was \$762,000 as compared to interest expense, net of \$1.2 million in fiscal 2011 and \$1.2 million in fiscal 2010. The decrease in interest expense, net in fiscal 2012 as compared to fiscal 2011 was primarily caused by the pay-off of the loan on our office building in Milpitas, California. See Note 8, "Borrowing Arrangements" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for further information regarding the borrowing agreement.

In fiscal 2012, other income, net was \$1.9 million as compared to other income, net of \$836,000 in fiscal 2011 and other expense, net of \$141,000 in fiscal 2010, respectively. The increase in other income, net from fiscal 2011 to fiscal 2012 was primarily due to increased gains associated with changes in exchange rates applied to foreign currency transactions. The change from other expense, net in fiscal 2010 to other income, net in fiscal

2011 was primarily due to investment earnings and gains associated with changes in exchange rates applied to foreign currency transactions.

### ***Provision for Income Taxes.***

In fiscal 2012, the provision for income taxes reflected an effective tax rate of 25% as compared to 15% in fiscal 2011 and 129% in fiscal 2010. The fiscal 2012 tax rate reflected the release of valuation allowances that had been applied against foreign deferred tax assets, principally consisting of certain foreign net operating loss carryforwards, as well as the release of other tax reserves. The fiscal 2011 tax rate reflected a benefit related to the release of valuation allowances that had been applied against domestic deferred tax assets, which principally consist of net operating loss carryforwards. The fiscal 2010 tax rate resulted from taxable income recognized in higher tax rate jurisdictions and a loss recognized in a lower tax rate jurisdiction. See Note 17, "Income Taxes" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for further discussion regarding impairment testing.

### **Liquidity and Capital Resources**

At March 31, 2012, cash and cash equivalents were \$98.6 million as compared to \$75.4 million at March 31, 2011 and \$60.5 million at March 31, 2010. In fiscal 2012 and 2011, the cash generated by our operations provided sufficient liquidity for our needs. In fiscal 2010, our liquidity needs expanded and we borrowed \$15.0 million to supplement the cash generated by operations.

Our cash provided by operating activities in fiscal 2012 was \$44.4 million as compared to \$33.9 million in fiscal 2011 and \$29.2 million in fiscal 2010. For fiscal 2012 as compared to fiscal 2011, the increase in cash provided by operating activities of \$10.6 million was primarily due to an increase of \$7.6 million in net changes in operating assets and liabilities and by an increase of \$3.0 million in net income and total adjustments to reconcile net income.

Changes in assets and liabilities for fiscal 2012 compared to fiscal 2011 included the following: Accounts receivables changed due to the timing of revenues, inventory purchases increased to meet our production plans, prepaid and other current assets fell because of the timing of tax refunds, and accrued expenses and other liabilities were reduced in large part as a result of changes in income tax accruals.

For fiscal 2011 as compared to fiscal 2010, the increase in cash provided by operating activities of \$4.7 million was primarily due to an increase of \$40.5 million in net income (loss) and total adjustments to reconcile net income (loss), offset by a decrease of \$35.8 million in net changes in operating assets and liabilities.

Changes in assets and liabilities for fiscal 2011 compared to fiscal 2010 included the following: Accounts receivables increased due to higher revenues and inventory purchases increased to meet our production plans.

We used \$12.4 million in net cash for investing activities during fiscal 2012, as compared to \$8.9 million in fiscal 2011 and \$36.3 million in fiscal 2010. In fiscal 2012, 2011 and 2010, we spent \$11.8 million, \$8.9 million and \$5.1 million on capital expenditures, respectively. Also, in fiscal 2010, we spent \$30.6 million on business combinations. Over the past three fiscal years, the capital expenditures were principally for equipment required to increase our production capacity.

For fiscal 2012, net cash used in financing activities was \$7.7 million, as compared to net cash used in financing activities of \$11.4 million in fiscal 2011 and net cash provided by financing activities of \$11.8 million in fiscal 2010. In fiscal 2012, we used \$7.6 million for the purchase of treasury stock, \$3.2 million for principal repayments on capital lease obligations and \$1.4 million for repayments of loans, offset by proceeds from employee equity plans of \$3.4 million. In fiscal 2011, we used \$8.4 million for repayments of loans, \$4.0 million to purchase treasury stock and \$3.1 million for principal repayments on capital lease obligations, offset by proceeds from employee equity plans of \$3.9 million. In fiscal 2010, we borrowed \$15.0 million and received \$1.3 million through employee equity plans, offset by \$4.0 million for principal repayments on capital lease obligations and \$1.3 million for repayments of loans.

At March 31, 2012, capital lease obligations and loans payable totaled \$31.9 million. This represented 32.3% of our cash and cash equivalents and 12.6% of our stockholders' equity. Over the past three fiscal years,

satisfying our payment obligations for capital leases and loans payable did not materially affect our ability to fund our operating needs.

We are obligated on a €5.5 million, or \$7.3 million, loan. The loan has a remaining term of 8 years, ending in June 2020, and bears a variable interest rate, which is dependent upon the current Euribor rate and the ratio of indebtedness to cash flow for the German subsidiary. Each fiscal quarter a principal payment of €167,000, or about \$222,000, and a payment of accrued interest are required. Financial covenants for a ratio of indebtedness to cash flow, a ratio of equity to total assets and a minimum stockholders' equity for the German subsidiary must be satisfied for the loan to remain in good standing. The loan may be prepaid in whole or in part at the end of a fiscal quarter without penalty. At March 31, 2012, we had complied with the financial covenants. The loan is collateralized by a security interest in the facility in Lampfertheim, Germany.

On August 2, 2007, we completed the purchase of a building in Milpitas, California. We moved our corporate office and a facility for operations to this location in January 2008. In connection with the purchase, we assumed a loan, secured by the building, of \$7.5 million. The loan bore interest at the rate of 7.455% per annum. Monthly payments of principal and interest of \$56,000 were due under the loan. In addition, monthly impound payments aggregating \$14,000 were made for items such as real property taxes, insurance and capital expenditures. The remaining balance of the loan was paid in full on February 1, 2011.

On November 13, 2009, we entered into a credit agreement for a revolving line of credit with Bank of the West, or BOW. Under the original terms, we could borrow up to \$15.0 million and all amounts owed under the credit agreement were due and payable on October 31, 2011. On December 29, 2010, we entered into an amendment with BOW to increase the line of credit to \$20.0 million and to extend the expiration date to October 31, 2013. Borrowings may be repaid and re-borrowed during the term of the credit agreement. The obligations are guaranteed by two of our subsidiaries. At March 31, 2012, the outstanding principal balance under the credit agreement was \$15.0 million. The credit agreement is subject to a set of financial covenants, including minimum effective tangible net worth, the ratio of cash, cash equivalents and accounts receivable to current liabilities, profitability, a ratio of EBITDA to interest expense and a minimum amount of U.S. domestic cash on hand. At March 31, 2012, we complied with all of these financial covenants. See Note 8, "Borrowing Arrangements" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for further information regarding the credit agreement. The credit agreement also includes a \$3.0 million letter of credit subfacility. See Note 18, "Commitment and Contingencies" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for further information regarding the terms of the subfacility.

Additionally, we maintain three defined benefit pension plans: one in the United Kingdom, one in Germany and one in the Philippines. Benefits are based on years of service and the employees' compensation. Consistent with the requirements of local law, we either deposit funds for these plans with investment management companies, insurance companies, banks or trustees, or accrue for the unfunded portion of the obligations. The United Kingdom and German plans have been curtailed. As such, the plans are closed to new entrants and no credit is provided for additional periods of service. The total pension liability accrued for the three plans at March 31, 2012 was \$15.0 million. See Note 9, "Pension Plans" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for a discussion of the investment return assumptions, the underlying estimates and the expected future cash flows associated with the pension plans.

As of March 31, 2012, we had \$98.6 million in cash and cash equivalents. We believe that our cash and cash equivalents, together with cash generated from operations, will be sufficient to meet our anticipated cash requirements for the next 12 months. Our liquidity could be negatively affected by a decline in demand for our products, increases in the cost of materials or labor, investments in new product development or one or more acquisitions. We occasionally use forward and option contracts in the normal course of business to manage our foreign currency exchange risks. We did not have any open foreign exchange forward and option contracts at March 31, 2012. There can be no assurance that additional debt or equity financing will be available when required or, if available, can be secured on terms satisfactory to us.

### **Off-Balance Sheet Arrangements**

As of March 31, 2012 and 2011, we did not have any relationships with unconsolidated entities or financial partners, including entities often referred to as structured finance or special purpose entities, which would have

been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

### Disclosures about Contractual Obligations and Commercial Commitments

Details of our contractual obligations and commitments as of March 31, 2012 to make future payments under contracts are set forth below (in thousands):

<u>Contractual Obligations(1)(2)</u>	<u>Payments Due by Period</u>				
	<u>Total</u>	<u>Less Than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More than 5 Years</u>
Long term debt(3) .....	\$23,372	\$ 1,696	\$16,990	\$1,796	\$2,890
Capital lease obligations(4) .....	9,104	3,179	5,216	709	—
Operating lease obligations .....	8,399	1,647	2,271	1,465	3,016
Other purchase obligations(5) .....	33,657	18,566	10,591	4,500	—
Total	<u>\$74,532</u>	<u>\$25,088</u>	<u>\$35,068</u>	<u>\$8,470</u>	<u>\$5,906</u>

- (1) Contractual obligations shown in the table above exclude benefit payments to participants of our defined benefit pension plans. We summarize the estimated benefit payments to be made by the plans over the next ten years in Note 9, "Pension Plans" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. The table also excludes contributions we made to defined benefit pension plans and our defined contribution plan. Our future contributions to these plans depend on many uncertain factors including future returns on the defined benefit plan assets and the amount and timing of employee and discretionary employer contributions to the defined contribution plan. We provide additional information about our defined benefit pension plans and our defined contribution plan, in Note 14, "Employee Savings and Retirement Plan" and Note 9, "Pension Plans" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.
- (2) We are unable to reliably determine the timing of future payments related to some of our uncertain tax positions. Therefore, \$6.3 million of income taxes payable has been excluded from the table above. However, long term income taxes payable, included on our consolidated balance sheet, includes these uncertain tax payments.
- (3) Includes principal only since the interest rates are variable. See Note 8, "Borrowing Arrangements" for more details.
- (4) Includes anticipated interest payments. The capital lease obligations of \$9.1 million include interest payments totaling \$580,000.
- (5) Represents commitments for purchase of inventory and property and equipment. These were not recorded as liabilities on our consolidated balance sheet as of March 31, 2012, as we had not yet received the related goods or taken title to the property.

### Item 7A. *Quantitative and Qualitative Disclosures about Market Risk*

We are exposed to various risks, including fluctuations in interest and foreign currency rates. In the normal course of business, we also face risks that are either non-financial or non-quantifiable. Such risks principally include country risks, credit risks and legal risks that are not discussed or quantified in the following analyses.

Other than some immaterial investments, we currently keep our funds in accounts and instruments that, for accounting purposes, are cash and cash equivalents and do not carry interest rate risk to the fair market value of principal. We may, in the future, choose to place our funds in investments in high quality debt securities, potentially consisting of debt instruments of the United States or state or local governments or investment grade corporate issuers. Investments in both fixed and floating rate securities have some degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted by increases in interest rates. Floating rate securities may produce less income than anticipated if interest rates fall. As a result, changes in interest rates could cause us to incur losses in principal if we are forced to sell securities that have declined in market value or may result in lower than anticipated investment income.

We intend to manage our exposure to interest rate, market and credit risk in any investment portfolio with investment policies and procedures that limit such things as term, credit rating and the amount of credit exposure to any one issue, issuer and type of instrument. We have not used derivative financial instruments in any investment portfolio.

The impact on the fair market value of our cash equivalents and our earnings from a hypothetical 100 basis point adverse change in interest rates as of the end of fiscal 2012 would have had the effect of reducing our net income by an amount less than \$2.0 million. As our cash and cash equivalents have historically been held in accounts and instruments where the principal was not subject to interest rate risk and our cash and cash equivalents exceeded our variable rate borrowings, this sensitivity analysis was accomplished by offsetting our variable rate borrowings against our cash and cash equivalents and then estimating the impact of a 100 basis point reduction in interest rates on such adjusted cash balances.

We have interest rate risk from a €5.5 million, or approximately \$7.3 million, loan taken by IXYS Semiconductor GmbH, a German subsidiary of IXYS, from IKB Deutsche Industriebank, which has a remaining term of about 8 years.

The interest rate on the loan is determined by adding the then effective three month Euribor rate and a margin. The margin can range from 70 basis points to 125 basis points, depending on the calculation of a ratio of indebtedness to cash flow for our German subsidiary. In June 2010, we entered into an interest rate swap agreement commencing June 30, 2010. The swap agreement has a fixed interest rate of 1.99% and expires on June 30, 2015.

In addition, we have interest rate risk from a \$20.0 million revolving line of credit with BOW. Borrowings may be repaid and re-borrowed during the term of the credit agreement. The obligations are guaranteed by two of our subsidiaries. All amounts owed under the credit agreement are due and payable on October 31, 2013. At March 31, 2012, the outstanding principal balance under the credit agreement was \$15.0 million.

The credit agreement provides different interest rate alternatives under which we may borrow funds. We may elect to borrow based on LIBOR plus a margin, an alternative base rate plus a margin or a floating rate plus a margin. The margin can range from 1.5% to 3.25%, depending on interest rate alternatives and on our leverage of liabilities to effective tangible net worth. Currently, a six-month LIBOR commitment is in effect, resulting in an interest rate, inclusive of BOW's margin, of 3.07%.

Revenues from our foreign subsidiaries were approximately 47.7% of total revenues in fiscal 2012. These revenues mainly come from our German and UK subsidiaries and are primarily denominated in Euros and British pounds, respectively. Our risk to European currencies is partially offset by the natural hedge of manufacturing and selling goods in the local currency. Our foreign subsidiaries also incur most of their expenses in the local currency. Our principal foreign subsidiaries use their respective local currencies as their functional currency.

Although from time to time we enter into a limited number of foreign exchange forward or option contracts to help manage foreign currency exchange risk associated with certain of our operations, we do not generally hedge foreign currency exchange rates. The foreign exchange forward or option contracts we have entered into generally have original maturities ranging from one to six months. We do not enter into these contracts for trading purposes and do not expect gains or losses on these contracts to have a material impact on our financial results.

A hypothetical 10% adverse fluctuation in the exchange rate between the Euro and the U.S. dollar and the exchange rate between the British pound and the U.S. dollar would have had the effect of reducing our net income as of the end of fiscal 2012 by an amount less than \$1.0 million. Because of the operation of our principal foreign units in their own functional currencies, this sensitivity analysis was undertaken by examining the net income or loss of the foreign units incorporated into our statement of operations and testing the impact of the hypothetical change in exchange rates on such income or loss. The hypothetically derived net income or loss of the foreign units was then calculated with our statement of operations data to derive the hypothetical impact on our net loss. Additionally, the impact of the hypothetical change in exchange rates on the balance sheets of our principal foreign units was examined and the hypothetical transaction effects, using normal accounting practices, were incorporated into the analysis.

It is likely that our future financial results could be directly affected by changes in foreign currency exchange rates. We will continue to face foreign currency exchange risks in the future. Therefore, our financial results could be directly affected by weak economic conditions in foreign markets. In addition, a strengthening of the U.S. dollar, the Euro or the British pound could make our products less competitive in foreign markets.

**Item 8. Financial Statements and Supplementary Data**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders  
IXYS Corporation  
Milpitas, California

We have audited the accompanying consolidated balance sheets of IXYS Corporation as of March 31, 2012 and 2011 and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended March 31, 2012. 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, 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 financial position of IXYS Corporation at March 31, 2012 and 2011, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), IXYS Corporation's internal control over financial reporting as of March 31, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated June 8, 2012 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

San Jose, California  
June 8, 2012

**IXYS CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

	<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>(In thousands, except share data)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents .....	\$ 98,604	\$ 75,406
Restricted cash .....	509	593
Accounts receivable, net of allowances of \$2,473 at March 31, 2012 and \$3,478 at March 31, 2011 .....	48,420	55,222
Inventories .....	86,240	75,839
Prepaid expenses and other current assets .....	6,934	8,285
Deferred income taxes .....	8,450	10,660
<b>Total current assets</b> .....	<b>249,157</b>	<b>226,005</b>
Property, plant and equipment, net .....	56,071	52,311
Intangible assets, net .....	5,144	7,674
Goodwill .....	—	6,448
Deferred income taxes .....	25,629	24,774
Other assets .....	7,909	7,977
<b>Total assets</b> .....	<b>\$343,910</b>	<b>\$325,189</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of capitalized lease obligations .....	\$ 2,873	\$ 2,860
Current portion of loans payable .....	1,696	1,352
Accounts payable .....	14,427	16,892
Accrued expenses and other current liabilities .....	22,023	22,938
<b>Total current liabilities</b> .....	<b>41,019</b>	<b>44,042</b>
Other long term liabilities .....	6,456	8,934
Capitalized lease obligations, net of current portion .....	5,651	5,021
Long term loans, net of current portion .....	21,676	23,418
Pension liabilities .....	15,001	14,545
<b>Total liabilities</b> .....	<b>89,803</b>	<b>95,960</b>
Commitments and contingencies (Note 18)		
Stockholders' equity:		
Preferred stock, \$0.01 par value:		
Authorized: 5,000,000 shares; none issued and outstanding .....	—	—
Common stock, \$0.01 par value:		
Authorized: 80,000,000 shares; 37,805,697 issued and 31,323,538 outstanding at March 31, 2012 and 37,352,509 issued and 31,452,922 outstanding at March 31, 2011 .....	378	374
Additional paid-in capital .....	198,283	190,805
Treasury stock, at cost: 6,482,159 common shares at March 31, 2012 and 5,899,587 common shares at March 31, 2011 .....	(56,838)	(49,667)
Retained earnings .....	110,194	79,954
Accumulated other comprehensive income .....	2,090	7,763
<b>Total stockholders' equity</b> .....	<b>254,107</b>	<b>229,229</b>
<b>Total liabilities and stockholders' equity</b> .....	<b>\$343,910</b>	<b>\$325,189</b>

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





**IXYS CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended March 31,		
	2012	2011	2010
	(In thousands, except per share data)		
Net revenues .....	\$368,004	\$363,273	\$243,224
Cost of goods sold .....	248,384	241,175	179,791
Gross profit .....	119,620	122,098	63,433
Operating expenses:			
Research, development and engineering .....	27,930	27,527	20,112
Selling, general and administrative .....	43,356	42,881	36,163
Amortization of acquisition-related intangible assets .....	2,524	6,937	1,839
Restructuring charges .....	—	759	1,614
Impairment charges .....	6,448	702	—
Total operating expenses .....	80,258	78,806	59,728
Operating income .....	39,362	43,292	3,705
Other income (expense):			
Interest income .....	367	285	426
Interest expense .....	(1,129)	(1,513)	(1,656)
Other income (expense), net .....	1,941	836	(141)
Income before income tax provision .....	40,541	42,900	2,334
Provision for income tax .....	(10,235)	(6,253)	(3,011)
Net income (loss) .....	\$ 30,306	\$ 36,647	\$ (677)
Net income (loss) per share			
Basic .....	\$ 0.97	\$ 1.17	\$ (0.02)
Diluted .....	\$ 0.93	\$ 1.14	\$ (0.02)
Weighted average shares used in per share calculation			
Basic .....	31,344	31,235	31,005
Diluted .....	32,496	32,008	31,005

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

**IXYS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended March 31,		
	2012	2011	2010
	(In thousands)		
<b>Cash flows from operating activities:</b>			
Net income (loss) .....	\$ 30,306	\$ 36,647	\$ (677)
Adjustments to reconcile net income (loss) to net cash provided by operating activities, net of assets acquired and liabilities assumed:			
Depreciation and amortization .....	13,467	18,059	13,386
Provision for receivable allowances .....	8,524	8,534	4,864
Write-down of goodwill and other intangibles .....	6,448	702	—
Net change in inventory provision .....	1,322	(4,395)	2,059
Stock-based compensation .....	3,779	3,398	3,160
Foreign currency adjustments on intercompany amounts .....	(1,212)	3,442	(101)
Deferred income taxes .....	1,696	(5,398)	(1,358)
Tax benefit from employee equity incentive plans .....	(663)	(305)	(1,219)
Loss (gain) on disposal of plant and equipment .....	71	217	(364)
Loss (gain) on investments .....	(217)	(358)	249
Changes in operating assets and liabilities, net of business acquired:			
Accounts receivable .....	(2,795)	(15,279)	(12,182)
Inventories .....	(13,420)	(3,403)	12,305
Prepaid expenses and other current assets .....	2,842	488	2,849
Other assets .....	540	(889)	236
Accounts payable .....	(2,006)	(1,407)	2,814
Accrued expenses and other liabilities .....	(3,634)	(5,608)	3,201
Pension liabilities .....	(602)	(578)	(56)
Net cash provided by operating activities .....	<u>44,446</u>	<u>33,867</u>	<u>29,166</u>
<b>Cash flows from investing activities:</b>			
Change in restricted cash .....	84	220	(413)
Purchase of businesses, net of cash and cash equivalents acquired .....	—	—	(30,631)
Purchases of investments .....	(1,048)	(561)	(618)
Purchases of plant and equipment .....	(11,842)	(8,855)	(5,142)
Proceeds from sale of investments .....	431	255	506
Proceeds from sale of fixed assets .....	—	—	42
Net cash used in investing activities .....	<u>(12,375)</u>	<u>(8,941)</u>	<u>(36,256)</u>
<b>Cash flows from financing activities:</b>			
Principal payments on capital lease obligations .....	(3,222)	(3,120)	(3,961)
Repayments of loans and notes payable .....	(1,374)	(8,447)	(1,514)
Proceeds from loans .....	423	—	15,000
Tax benefit from employee equity incentive plans .....	663	305	1,219
Purchases of treasury stock .....	(7,576)	(4,005)	(288)
Proceeds from employee equity plans .....	3,379	3,866	1,319
Net cash provided by (used in) financing activities .....	<u>(7,707)</u>	<u>(11,401)</u>	<u>11,775</u>
Effect of exchange rate fluctuations on cash and cash equivalents .....	(1,166)	1,357	398
Net increase in cash and cash equivalents .....	23,198	14,882	5,083
Cash and cash equivalents at beginning of the year .....	75,406	60,524	55,441
Cash and cash equivalents at end of the year .....	<u>\$ 98,604</u>	<u>\$ 75,406</u>	<u>\$ 60,524</u>
<b>Supplemental disclosure of cash flow information</b>			
Cash paid during the period for interest .....	\$ 1,129	\$ 1,045	\$ 1,629
Cash paid during the period for income taxes .....	\$ 11,329	\$ 14,238	\$ 1,760
<b>Supplemental disclosure of noncash investing and financing activities</b>			
Fixed assets acquired under capital leases and loans .....	\$ 5,764	\$ 4,780	\$ —

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



**IXYS CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)**  
(In thousands)

	Common Stock and Additional Paid-In Capital		Treasury Shares	Treasury Amount	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount					
Balances, March 31, 2009	36,055	\$177,912	5,421	\$(45,374)	\$ 43,984	\$ 1,970	\$178,492
Components of comprehensive loss, net of tax							
Net loss	—	—	—	—	(677)	—	(677)
Other comprehensive loss	—	—	—	—	—	(90)	(90)
Total comprehensive loss	—	—	—	—	—	—	(767)
Stock-based compensation	—	3,160	—	—	—	—	3,160
Proceeds from sale of shares through employee equity incentive plans, related excess tax benefits and others	742	2,538	—	—	—	—	2,538
Purchase of treasury stock	—	—	40	(288)	—	—	(288)
Balances, March 31, 2010	36,797	183,610	5,461	(45,662)	43,307	1,880	183,135
Components of comprehensive income, net of tax							
Net income	—	—	—	—	36,647	—	36,647
Other comprehensive income	—	—	—	—	—	5,883	5,883
Total comprehensive income	—	—	—	—	—	—	42,530
Stock-based compensation	—	3,398	—	—	—	—	3,398
Proceeds from sale of shares through employee equity incentive plans, related excess tax benefits and others	556	4,171	—	—	—	—	4,171
Purchase of treasury stock	—	—	439	(4,005)	—	—	(4,005)
Balances, March 31, 2011	37,353	191,179	5,900	(49,667)	79,954	7,763	229,229
Components of comprehensive income, net of tax							
Net income	—	—	—	—	30,306	—	30,306
Other comprehensive loss	—	—	—	—	—	(5,673)	(5,673)
Total comprehensive income	—	—	—	—	—	—	24,633
Stock-based compensation	—	3,779	—	—	—	—	3,779
Proceeds from sale of shares through employee equity incentive plans, related excess tax benefits and others	453	3,703	—	—	—	—	3,703
Purchase of treasury stock	—	—	628	(7,576)	—	—	(7,576)
Re-issuance of treasury stock under stock compensation plans	—	—	(46)	405	(66)	—	339
Balances, March 31, 2012	37,806	\$198,661	6,482	\$(56,838)	\$110,194	\$ 2,090	\$254,107

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

**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Description of Business**

We design, develop, manufacture and market power semiconductors, digital and analog integrated circuits, or ICs, and systems and radio frequency, or RF, power semiconductors.

Power semiconductors are used primarily in controlling energy in motor drives, power conversion including uninterruptible power supplies, or UPS, and switch mode power supplies, or SMPS, and medical electronics. Our power semiconductors convert electricity at relatively high voltage and current levels to create efficient power as required by a specific application. Our target market includes segments of the power semiconductor market that require medium to high power semiconductors, with a particular emphasis on high power semiconductors. Our power semiconductors include power metal-oxide-silicon field-effect transistors, or Power MOSFETs, insulated-gate bipolar transistors, or IGBTs, thyristors and rectifiers, including fast-recovery epitaxial diodes, or FREDs. Our ICs include solid state relays, or SSRs, for telecommunications applications and power management and control ICs, such as current regulators, motion controllers, digital power modulators and drivers, and microcontrollers such as embedded flash microcontrollers and core 8-bit microcontrollers and microprocessors. Our systems include laser diode drivers, high voltage pulse generators and modulators, and high power subsystems, sometimes know as stacks, that are principally based on our high power semiconductor devices.

We sell products in North America, Europe and Asia through an organization that includes direct sales personnel, independent representatives and distributors. We are headquartered in Northern California with principal operations in California, Massachusetts, Germany, the Philippines and the United Kingdom. Each site has manufacturing, research and development and sales and distribution activities. We also make use of subcontract manufacturers for fabrication of wafers and for assembly and test operations.

**2. Summary of Significant Accounting Policies**

*Principles of Consolidation*

The consolidated financial statements include the accounts of IXYS and our wholly-owned subsidiaries after elimination of all intercompany balances and transactions.

*Foreign Currency Translation*

The local currency is considered to be the functional currency of some of our wholly-owned international subsidiaries, including the Euro for IXYS Semiconductor GmbH, or IXYS GmbH, and the pound sterling for IXYS UK Westcode Limited, or IXYS UK. Accordingly, for such subsidiaries, assets and liabilities are translated at the exchange rate in effect at year-end and revenues and expenses are translated at average rates during the year. Adjustments resulting from the translation of the accounts of these subsidiaries into U.S. dollars are included in accumulated other comprehensive income (loss), a separate component of stockholders' equity. Foreign currency transaction gains and losses are included as a component of other income or expense.

*Use of Estimates*

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from our estimates. Areas where management uses subjective judgments include, but are not limited to, revenue reserves, inventory valuation, deferred income taxes and related valuation allowance, allocation of purchase price in business combinations, asset impairment analysis and restructuring costs.

*Revenue Recognition*

Revenues are recognized upon shipment, provided that a signed purchase order has been received, the price is fixed, title has transferred, collection of resulting receivables is reasonably assured, and there are no remaining

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## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

significant obligations. Reserves for sales returns and allowances, including allowances for so called “ship and debit” transactions, are recorded at the time of shipment, based on historical levels of returns and discounts, current economic trends and changes in customer demand. Transactions with sale terms of FOB shipping point are recognized when the products are shipped and transactions with sale terms of FOB destination are recognized upon arrival.

We sell to distributors and original equipment manufacturers. Approximately 56.3% of our revenues in fiscal year ended March 31, 2012, or fiscal 2012, were from distributors. We provide certain of our distributors with the following programs: stock rotation and ship and debit. Ship and debit is a form of price protection. We recognize revenue from product sales upon shipment provided that we have received an executed purchase order, the price is fixed and determinable, the risk of loss has transferred, collection of resulting receivables is reasonably assured, there are no customer acceptance requirements and there are no remaining significant obligations. Reserves for allowances are also recorded at the time of shipment. The management of our company must make estimates of potential future product returns and so called “ship and debit” transactions related to current period product revenue. Management analyzes historical returns and ship and debit transactions, current economic trends and changes in customer demand and acceptance of our products when evaluating the adequacy of the sales returns and allowances. We have visibility into inventory held by our distributors to aid in our reserve analysis. Significant management judgments and estimates must be made and used in connection with establishing the allowances in any accounting period. Material differences may result in the amount and timing of our revenue for any period if management made different judgments or utilized different estimates.

Accounts receivable from distributors are recognized and inventory is relieved when title to inventories transfer, typically upon shipment from us, at which point we have a legally enforceable right to collection under normal payment terms. Under certain circumstances where we are not able to reasonably and reliably estimate the actual returns, revenues and costs relating to distributor sales are deferred until products are sold by the distributors to the distributor’s end customers. Deferred amounts are presented net and included under “Accrued expenses and other liabilities.”

*Allowance for sales returns.* We maintain an allowance for sales returns for estimated product returns by our customers. We estimate our allowance for sales returns based on our historical return experience, current economic trends, changes in customer demand, known returns we have not received and other assumptions. If we were to make different judgments or utilize different estimates, the amount and timing of our revenue could be materially different. Given that our revenues consist of a high volume of relatively similar products, to date our actual returns and allowances have not fluctuated significantly from period to period, and our returns provisions have historically been reasonably accurate. This allowance is included as part of the accounts receivable allowance on the balance sheet and as a reduction of revenues in the statement of operations.

*Allowance for stock rotation.* We also provide “stock rotation” to select distributors. The rotation allows distributors to return a percentage of the previous six months’ sales. In the fiscal years ended March 31, 2012, 2011 and 2010, approximately \$2.1 million, \$916,000 and \$1.2 million, respectively, of products were returned to us under the program. We establish the stock rotation allowance for all sales to distributors except where the revenue recognition is deferred and recognized on the sale by the distributor of products to the end customer. The allowance, which is management’s best estimate of future returns, is based upon the historical experience of returns and inventory levels at the distributors. This allowance is included as part of the accounts receivable allowance on the balance sheet and as a reduction of revenues in the statement of operations.

*Allowance for ship and debit.* Ship and debit is a program designed to assist distributors in meeting competitive prices in the marketplace on sales to their end customers. Ship and debit requires a request from the distributor for a pricing adjustment for a specific part for a customer sale to be shipped from the distributor’s stock. We have no obligation to accept this request. However, it is our historical practice to allow some companies to obtain pricing adjustments for inventory held. Our distributors had approximately \$10.6 million in inventory of our products on hand at March 31, 2012. Ship and debit authorizations may cover current and future distributor activity for a specific part for sale to the distributor’s customer. At the time we record sales to the

## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

distributor, we provide an allowance for the estimated future distributor activity related to such sales since it is probable that such sales to distributors will result in ship and debit activity. The sales allowance requirement is based on sales during the period, credits issued to distributors, distributor inventory levels, historical trends, market conditions, pricing trends we see in our direct sales activity with original equipment manufacturers and other customers, and input from sales, marketing and other key management. We receive periodic statements regarding our products held by distributors. These procedures require the exercise of significant judgments. We believe that they enable us to make reliable estimates of future credits under the ship and debit program. Actual results to date have approximated the estimates. At the time the distributor ships the part from stock, the distributor debits us for the authorized pricing adjustment. This allowance is included as part of the accounts receivable allowance on the balance sheet and as a reduction of revenues in the statement of operations. If competitive pricing were to decrease sharply and unexpectedly, estimates would be insufficient, which could significantly adversely affect results.

Additions to the ship and debit allowance are estimates of the amount of expected future ship and debit activity related to sales during the period and reduce revenues and gross profit in the period. The following table sets forth the beginning and ending balances of, additions to, and deductions from, the allowance for ship and debit during the three years ended March 31, 2012 (in thousands):

Balance March 31, 2009 .....	\$ 414
Additions .....	3,419
Deductions .....	<u>(2,414)</u>
Balance March 31, 2010 .....	1,419
Additions .....	5,467
Deductions .....	<u>(5,486)</u>
Balance March 31, 2011 .....	1,400
Additions .....	5,858
Deductions .....	<u>(6,157)</u>
Balance March 31, 2012 .....	<u>\$ 1,101</u>

We state our revenues net of any taxes collected from customers that are required to be remitted to the various government agencies. The amount of taxes collected from customers and payable to government is included under "Accrued expenses and other liabilities". Shipping and handling costs are included in cost of sales.

*Trade accounts receivable and allowance for doubtful accounts.* Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in the existing accounts receivable. We determine the allowance based on the aging of our accounts receivable, the financial condition of our customers and their payment history, our historical write-off experience and other assumptions. The allowance for doubtful accounts is reviewed quarterly. Past due balances and other specified accounts as necessary are reviewed individually. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Actual write-offs may be in excess of the recorded allowance. This allowance is included as part of the accounts receivable allowance on the balance sheet and as a selling, general and administrative expense in the statement of operations.

#### ***Cash and Cash Equivalents***

We consider all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. Cash equivalents include investments in commercial paper and money market accounts at banks.



## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

#### *Restricted Cash*

Restricted cash balances at March 31, 2012 and March 31, 2011 were \$509,000 and \$593,000, respectively. The restricted cash balances include amounts pledged as collateral on outstanding letters of credit and funds held in escrow.

#### *Inventories*

Inventories, consisting primarily of wafers, bipolar devices, transistors, diodes and integrated circuits, are recorded at the lower of a currently adjusted standard cost, which approximates actual cost on a first-in-first-out basis, or market value. Our accounting for inventory costing is based on the applicable expenditure incurred, directly or indirectly, in bringing the inventory to its existing condition. Such expenditures include acquisition costs, production costs and other costs incurred to bring the inventory to its use. As it is impractical to track inventory from the time of purchase to the time of sale for the purpose of specifically identifying inventory cost, inventory is, therefore, valued based on a standard cost, given that the materials purchased are identical and interchangeable at various production processes. The authoritative guidance provided by Financial Accounting Standards Board, or FASB, requires certain abnormal expenditures to be recognized as expenses in the current period versus being capitalized in inventory. It also requires that the amount of fixed production overhead allocated to inventory be based on the normal capacity of the production facilities. We review our standard costs on an as-needed basis, but in any event at least once a year, and update them as appropriate to approximate actual costs.

We typically plan our production and inventory levels based on internal forecasts of customer demand, which are highly unpredictable and can fluctuate substantially. The value of our inventories is dependent on our estimate of future demand as it relates to historical sales. If our projected demand is over-estimated, we may be required to reduce the valuation of our inventories below cost. We regularly review inventory quantities on hand and record an estimated provision for excess inventory based primarily on our historical sales and expectations for future use. Actual demand and market conditions may be different from those projected by our management. This could have a material effect on our operating results and financial position. If we were to make different judgments or utilize different estimates, the amount and timing of the write-down of inventories could be materially different.

Excess inventory frequently remains saleable. When excess inventory is sold, it yields a gross profit margin of up to 100%. Sales of excess inventory have the effect of increasing the gross profit margin beyond that which would otherwise occur, because of previous write-downs. Once inventory is written down below cost, it is not written back up when it is subsequently sold or scrapped. We do not physically segregate excess inventory and assign unique tracking numbers to it in our accounting systems. Consequently, we cannot isolate the sales prices of excess inventory from the sales prices of non-excess inventory. Therefore, we are unable to report the amount of gross profit resulting from the sale of excess inventory or quantify the favorable impact of such gross profit on our gross profit margin.

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table provides information on our excess and obsolete inventory reserve charged against inventory at cost (in thousands):

Balance at March 31, 2009 .....	\$34,697
Utilization or sale .....	(5,846)
Scrap .....	(1,867)
Additional accrual .....	7,851
Foreign currency translation adjustments .....	<u>739</u>
Balance at March 31, 2010 .....	35,574
Utilization or sale .....	(9,618)
Scrap .....	(2,230)
Additional accrual .....	5,288
Foreign currency translation adjustments .....	<u>422</u>
Balance at March 31, 2011 .....	29,436
Utilization or sale .....	(2,543)
Scrap .....	(2,313)
Additional accrual .....	3,921
Foreign currency translation adjustments .....	<u>(363)</u>
Balance at March 31, 2012 .....	<u>\$28,138</u>

The practical efficiencies of wafer fabrication require the manufacture of semiconductor wafers in minimum lot sizes. Often, when manufactured, we do not know whether or when all the semiconductors resulting from a lot of wafers will sell. With more than 10,000 different part numbers for semiconductors, excess inventory resulting from the manufacture of some of those semiconductors will be continual and ordinary. Because the cost of storage is minimal when compared to potential value and because the products of our company do not quickly become obsolete, we expect to hold excess inventory for potential future sale for years. Consequently, we have no set time line for the sale or scrapping of excess inventory.

In addition, our inventory is also being written down to lower of cost or market or net realizable value. We review our inventory listing on a quarterly basis for an indication of losses being sustained for costs that exceed selling prices less direct costs to sell. When it is evident that the selling price is lower than current cost, the inventory is marked down accordingly. At March 31, 2012 and 2011, our lower of cost or market reserve was \$630,000 and \$821,000, respectively.

We periodically identify any inventory that is no longer usable and write it off against recorded reserves.

We have entered into a multiyear purchase agreement for the purchase of substrates. Under the agreement, the supplier agrees to supply and we are obliged to purchase products corresponding to an agreed yearly purchase amount. We have recognized the liability for all products delivered as of March 31, 2012. The total amount committed under the agreement has been disclosed in Note 18, "Commitments and Contingencies."

***Property, Plant and Equipment***

Property, plant and equipment, including equipment under capital leases, are stated at cost less accumulated depreciation. Equipment under capital lease is stated at the lower of the present value of the minimum lease payments at the beginning of the lease term or the fair value of the leased assets at the inception of the lease. Depreciation is computed using the straight-line method over estimated useful lives of 1 to 14 years for equipment and 24 years to 50 years for property and plant. Upon disposal, the assets and related accumulated depreciation are removed from our accounts and the resulting gains or losses are reflected in the statements of



## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

operations. Repairs and maintenance costs are charged to expense. Depreciation of leasehold improvements is provided on the straight-line method over the shorter of the estimated useful life or the term of the lease.

The authoritative guidance provided by FASB requires evaluating the recoverability of the carrying amount of our property, plant and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. Impairment is assessed when the forecasted undiscounted cash flows derived for the operation to which the assets relate are less than the carrying amount including associated intangible assets of the operation. If the operation is determined to be unable to recover the carrying amount of its assets, then intangible assets are written down first, followed by the other long-lived assets of the operation, to fair value. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the assets. Judgment is used when applying these impairment rules to determine the timing of the impairment test, the undiscounted expected cash flows used to assess impairments and the fair value of an impaired asset. The dynamic economic environment in which we operate and the resulting assumptions used to estimate future cash flows affect the outcome of these impairment tests.

On June 10, 2005, IXYS Semiconductor GmbH, or IXYS GmbH, our German subsidiary, borrowed €10.0 million, or about \$12.2 million at the time, from IKB Deutsche Industriebank for a term of 15 years. This loan is partially collateralized by a security interest in our facility in Lampertheim, Germany. See Note 8, "Borrowing Arrangements" for more details.

On August 2, 2007, IXYS Buckeye, LLC, one of our U.S. subsidiaries, acquired real property in Milpitas, California for \$7.5 million. We moved our corporate office and a facility for operations to this location in January 2008. Additional costs of \$101,000 incurred in connection with preparing the building for occupancy were capitalized. The building is being depreciated over its estimated useful life of 40 years. The property was acquired by assumption of a loan in the principal amount of \$7.5 million, which was paid in full in February 2011. For further details regarding the loan, see Note 8, "Borrowing Arrangements" for more details.

#### *Treasury Stock*

We account for treasury stock using the cost method. Cost includes fees charged in connection with acquiring treasury stock.

#### *Other Assets*

Other assets include marketable equity securities classified as available-for-sale and long term equity investments accounted under the equity method. Investments designated as available-for-sale are reported at fair value with the unrealized gains and losses, net of tax, recorded in other comprehensive income (loss). Realized gains and losses (calculated as proceeds less specifically identified costs) and declines in value of these investments judged by management to be other than temporary, if any, are included in other (expense) income. We have a 45% equity interest in Powersem GmbH, or Powersem, a semiconductor manufacturer based in Germany, and 20% equity interest in EB Tech Ltd., or EB Tech, a radiation services provider based in South Korea. These investments are accounted for using the equity method. In fiscal 2012, we recognized income of \$461,000 on our investment in Powersem and \$190,000 on our investment in EB Tech Ltd. In fiscal 2011, we recognized income of \$526,000 and \$205,000 on each of these investments, respectively. In fiscal 2010, we recognized losses of \$154,000 and \$82,000 on each of these investments, respectively.

On November 5, 2009, IXYS CH GmbH, our Swiss subsidiary, entered into a Share Purchase Agreement with Zencell Co. Ltd, or Zencell, to acquire 53,847 shares of convertible preferred stock of Zencell for \$500,000. Zencell was a manufacturer of rechargeable and primary alkaline batteries in South Korea. The investment resulted in IXYS CH GmbH owning 35% of the equity in Zencell and is accounted for using the equity method in the financial statements. In fiscal 2011 and 2010, we recognized losses of \$102,000 and \$46,000, respectively, on our investment in Zencell. In March 2011, Zencell declared bankruptcy. As a result, we recorded an impairment loss for the full write-down of our investment of \$502,000 in "Selling, general and administrative expenses" on our consolidated statements of operations.

## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Refer to Note 5, "Other Assets" and Note 13, "Related Party Transactions" for further information regarding the investment balances and the related transactions of those long term equity investments.

#### *Goodwill and Intangible Assets*

Goodwill represents the excess of the purchase price over the estimated fair value of the net assets acquired. The costs of acquired intangible assets are recorded at fair value at acquisition. Intangible assets with finite lives are amortized using the straight-line method over their estimated useful lives, normally one to six years, and evaluated for impairment in accordance with the authoritative guidance provided by FASB.

Goodwill and intangible assets with indefinite lives are carried at fair value and reviewed at least annually for impairment charge during the quarter ending March 31, or more frequently if events and circumstances indicate that the asset might be impaired, in accordance with the authoritative guidance provided by FASB. There are two steps in the determination of the impairment of goodwill. The first step compares the carrying amount of the net assets to the fair value of the reporting unit. The second step, if necessary, recognizes an impairment loss to the extent the carrying value of the reporting unit's net assets exceed the implied fair value of goodwill. An impairment loss would be recognized to the extent that the carrying amount exceeds the fair value of the reporting unit.

We perform the impairment test on finite-lived intangible assets by determining whether the estimated undiscounted cash flows attributable to the assets in question are less than their carrying values. Impairment losses, if any, are measured as the amount by which the carrying values of the assets exceed their fair value and are recognized in operating results. If a useful life is determined to be shorter than originally estimated, we accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life.

See Note 7, "Goodwill and Intangible Assets" for further discussion of impairment analysis of goodwill and related charges recorded.

#### *Derivative financial instruments*

Although the majority of our transactions are in U.S. dollars, we enter into foreign exchange forward and option contracts to manage foreign currency exchange risk associated with our operations. From time to time, we purchase short-term, foreign exchange forward and option contracts to hedge the impact of foreign currency fluctuations on certain underlying assets, liabilities and commitments for operating expenses denominated in foreign currencies. The purpose of entering into these hedge transactions is to minimize the impact of foreign currency fluctuations on the results of operations. The contracts generally have maturity dates that do not exceed six months. We have entered into an interest rate swap to manage our variable interest rate exposure on the borrowing from IKB Deutsche Industriebank.

We do not purchase derivative contracts for trading purposes. We elected not to designate these contracts as accounting hedges and any changes in fair value are marked to market and other income (expense), net. We did not have any open foreign exchange forward and option contracts at March 31, 2012. See Note 4, "Fair Value" and Note 8, "Borrowing Arrangements" for further information on the borrowing from IKB Deutsche Industriebank.

#### *Defined Benefit Plans*

We maintain pension plans covering certain of our employees. For financial reporting purposes, net periodic pension costs are calculated based upon a number of actuarial assumptions, including a discount rate for plan obligations, assumed rate of return on pension plan assets and assumed rate of compensation increases for plan employees. All of these assumptions are based upon management's judgment, considering all known trends and uncertainties. Actual results that differ from these assumptions would impact the future expense recognition and cash funding requirements of our pension plans. The authoritative guidance provided by FASB requires us to recognize the funded status of our defined benefit pension and post-retirement benefit plans in our consolidated balance sheets, with a corresponding adjustment to accumulated other comprehensive income, net of tax.

## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

#### *Fair Value of Financial Instruments*

Beginning in the first quarter of fiscal 2009, the assessment of fair value for our financial instruments was based on the authoritative guidance provided by FASB in connection with fair value measurements. It defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

Carrying amounts of some of our financial instruments, including cash and cash equivalents, accounts receivable and accounts payable, approximate fair value due to their short maturities. Based on borrowing rates currently available to us for loans with similar terms, the carrying value of notes payable to banks and loans payable approximate fair value and represent level 2 valuations.

#### *Advertising*

We expense advertising as the costs are incurred. Advertising expense for the years ended March 31, 2012, 2011 and 2010 was \$655,000, \$547,000 and \$453,000, respectively. Advertising expense is included in "Selling, general and administrative expenses" on our consolidated statements of operations.

#### *Research and Development*

Research and development costs are charged to operations as incurred.

#### *Income Taxes*

Our provision for income taxes is comprised of our current tax liability and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities 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. A valuation allowance is required to reduce the deferred tax assets to the amount that management estimates is more likely than not to be realized. In determining the amount of the valuation allowance, we consider income over recent years, estimated future taxable income, feasible tax planning strategies, and other factors, in each taxing jurisdiction in which we operate. If we determine that it is more likely than not that we will not realize all or a portion of our remaining deferred tax assets, we will increase our valuation allowance with a charge to income tax expense. Conversely, if we determine that it is more likely than not that we will ultimately be able to utilize all or a portion of the deferred tax assets for which a valuation allowance has been provided, the related portion of the valuation allowance will be released, which will have the effect of reducing income tax expense. Significant management judgment is required in determining the provision for income taxes, the deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. In the event that actual results differ from these estimates or we adjust these estimates in future periods, we may need to establish or increase an additional valuation allowance that could materially impact our financial position and results of operations. Our ability to utilize our deferred tax assets and the continuing need for related valuation allowances are monitored on an ongoing basis. See Note 17, "Income Taxes" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for further discussion regarding income taxes.

#### *Other Income and Expense*

Other income and expense primarily consists of gains and losses on foreign currency transactions and interest income and expense, together with our share of income or loss from investments accounted for on the equity method.

#### *Indemnification*

Product guarantees and warranties have not historically proved to be material. On occasion, we provide limited indemnification to customers against intellectual property infringement claims related to our products. To date, we have not experienced significant activity or claims related to such indemnifications. We also provide in

**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

the normal course of business indemnification to our officers, directors and selected parties. We are unable to estimate any potential future liability, if any. Therefore, no liability for these indemnification agreements has been recorded as of March 31, 2012 and 2011.

***Legal Contingencies***

We are subject to various legal proceedings and claims, the outcomes of which are subject to significant uncertainty. The authoritative guidance provided by FASB requires that an estimated loss from a loss contingency should be accrued by a charge to income if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. Disclosure of a contingency is required if there is at least a reasonable possibility that a material loss has been incurred. We evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. Changes in these factors could materially impact our financial position, results of operations or cash flows.

***Net Income (Loss) per Share***

Basic net income (loss) available per common share is computed using net income (loss) and the weighted average number of common shares outstanding during the period. Diluted net income (loss) per common share is computed using net income (loss) and the weighted average number of common shares outstanding, assuming dilution, which includes potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the assumed exercise of stock options and assumed vesting of restricted stock units using the treasury stock method. See Note 12, "Computation of Net Income (Loss) per Share."

***Accumulated Other Comprehensive Income***

Accumulated other comprehensive income or loss represents foreign currency translation adjustments, unrealized gain or loss on equity investments classified as "available-for-sale" and minimum pension liability, net of tax. See Note 11, "Other Comprehensive Income (Loss) and Accumulated Other Comprehensive Income."

***Concentration and Business Risks***

***Dependence on Third Parties for Wafer Fabrication and Assembly***

Measured in dollars, we manufacture approximately 64.4% of our wafers, an integral component of our products, in our facilities in Germany, the UK, Massachusetts and California. We rely on third party suppliers to provide the remaining 35.6%. The principal external foundry for power semiconductors is Samsung Electronics' facility in Kiheung, South Korea. There can be no assurance that material disruptions in supply will not occur in the future. In such event, we may have to identify and secure additional foundry capacity and may be unable to identify or secure sufficient foundry capacity to meet demand. Even if such capacity is available from another manufacturer, the qualification process could take six months or longer. If we were unable to qualify alternative manufacturing sources for existing or new products in a timely manner or if such sources were unable to produce semiconductor devices with acceptable manufacturing yields and at acceptable prices, our business, financial condition and results of operations would be materially and adversely affected.

***Dependence on Suppliers***

We purchase silicon substrates from a limited number of vendors, most of whom we do not have long term supply agreements with. Any of these suppliers could terminate their relationship with us at any time. Our reliance on a limited number of suppliers involves several risks, including potential inability to obtain an adequate supply of silicon substrates and reduced control over the price, timely delivery, reliability and quality of the silicon substrates. There can be no assurance that problems will not occur in the future with suppliers.

**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Employees Covered by Collective Bargaining Arrangements*

Approximately 114, or 55.1%, and 383, or 75.4%, of our employees in the United Kingdom and Germany, respectively, have their pay negotiated by a labor union.

*Concentration of Credit Risk*

Financial instruments that potentially subject us to credit risk comprise principally cash and cash equivalents and trade accounts receivable. We invest our excess cash in accordance with our investment policy that has been approved by the Board of Directors and is reviewed periodically by management to minimize credit risk. Regarding cash and cash equivalents, the policy authorizes the investment of excess cash in deposit accounts, time deposits, certificates of deposit, bankers' acceptances, commercial paper rated AA or better and other money market accounts and instruments of similar liquidity and credit quality.

We invest our excess cash primarily in foreign and domestic banks in short term time deposit and money market accounts. Maturities are generally three months or less. All of our non-interest bearing domestic cash balances were fully insured at March 31, 2012 due to a temporary federal program in effect from December 31, 2010 through December 31, 2012. Under the program, there is no limit to the amount of insurance for eligible accounts. Beginning in 2013, insurance coverage will revert to \$250,000 per depositor at each financial institution, and our non-interest bearing domestic cash balances may again exceed federally insured limits. Additionally, we invest in commercial paper with financial institutions that management believes to be creditworthy. These securities mature within ninety days or less and bear minimal credit risk. We have not experienced any losses on such investments.

We sell our products primarily to distributors and original equipment manufacturers. We perform ongoing credit evaluations of our customers and generally do not require collateral. An allowance for potential credit losses is maintained by us. See Note 15, "Segment and Geographic Information" for a discussion of revenues by geography.

In the year ended March 31, 2012, two customers accounted for 11.3% and 11.1% of our net revenues, respectively. In fiscal 2011, two customers accounted for 11.9% and 11.8% of our net revenues. In fiscal year 2010, one customer accounted for 10.9% of our net revenues.

We continually monitor the credit risk in our portfolio and mitigate our credit risk exposures in accordance with the policies approved by our Board of Directors.

*Stock-Based Compensation Plans*

We have employee equity incentive plans, which are described more fully in Note 10, "Employee Equity Incentive Plans." The authoritative guidance provided by FASB requires employee stock options and rights to purchase shares under stock participation plans to be accounted for under the fair value method and requires the use of an option pricing model for estimating fair value. Accordingly, share-based compensation is measured at grant date, based on the fair value of the award and shares expected to vest.

Compensation cost for equity incentive awards is based on the grant-date fair value estimated in accordance with the authoritative guidance provided by FASB. We use the straight-line attribution method to recognize share-based compensation costs over the service period of the award.

The fair value of issuances under our Employee Stock Purchase Plan is estimated on the issuance date and using the Black-Scholes options pricing model.

*Accounting Changes and Recent Accounting Pronouncements*

In December 2011, the Financial Accounting Standards Board, or FASB, issued authoritative guidance on disclosure about offsetting assets and liabilities. The amendments require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those

## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

arrangements on its financial position. The guidance is effective for us for the fiscal year beginning on April 1, 2013. We are currently evaluating the impact that the adoption of the guidance will have on our consolidated financial statements and disclosures.

In September 2011, FASB issued authoritative guidance on testing goodwill for impairment. Under the amendments in this guidance, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The guidance permits an entity to qualitatively assess whether the fair value of a reporting unit is less than its carrying amount. The amendments are effective for us for the fiscal year beginning on April 1, 2012 and early adoption is permitted. We did not elect early adoption and are currently evaluating the impact that the adoption of the amendments will have on our consolidated financial statements and disclosures.

In June 2011, FASB issued authoritative guidance on the presentation of comprehensive income. Under the guidance, an entity has the option 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. Although adopting the guidance will not impact the accounting for comprehensive income, it will affect the presentation of components of comprehensive income by eliminating the historical practice of showing these items within the consolidated statements of stockholders' equity. The guidance is effective for us for the fiscal year beginning on April 1, 2012 and early adoption is permitted. We did not elect early adoption.

In May 2011, FASB issued an amendment in order to align the fair value measurement and disclosure requirements in U.S. Generally Accepted Accounting Principles, or U.S. GAAP, and International Financial Reporting Standards, or IFRS. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments were effective for us in the quarter beginning on January 1, 2012. The adoption of the guidance did not have a significant impact on our consolidated financial statements.

### 3. Business Combinations

#### *Zilog, Inc.*

On February 18, 2010, we completed the acquisition of Zilog, Inc., or Zilog, a supplier of application specific, embedded microcontroller units that are system-on-chip solutions for industrial and consumer markets. We acquired all outstanding shares as of the acquisition date for a cash consideration of \$62.5 million, and Zilog became our wholly-owned subsidiary. The acquisition was intended to add digital control to our power management products and to create more cost-effective system integration solutions for our diversified customer base.

In fiscal 2011 and 2010, we incurred \$43,000 and \$1.2 million, respectively, in legal and consulting costs related to the acquisition. The costs incurred have been fully expensed and are included in "Selling, general and administrative expenses" on our consolidated statements of operations.

Annual Report

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table summarizes the consideration paid for Zilog and the values of the assets acquired and liabilities assumed at the acquisition date.

*Recognized amounts of identifiable assets acquired and liabilities assumed (in thousands):*

	<b>Purchase Price Allocation</b>
Cash, restricted cash and cash equivalents .....	\$35,237
Trade receivables .....	2,088
Inventories .....	3,406
Property, plant and equipment .....	1,373
Deferred tax assets .....	7,215
Other assets .....	4,011
Identifiable intangible assets .....	14,000
Trade payables .....	(1,869)
Accruals and other liabilities .....	<u>(9,419)</u>
Total identifiable net assets .....	56,042
Goodwill .....	<u>6,448</u>
Total purchase price .....	<u>\$62,490</u>

The fair value of assets acquired included trade receivables of \$3.3 million, of which an estimated \$1.2 million was not expected to be collected, resulting in a fair value of \$2.1 million. Other receivables, included above in other assets, were stated at their fair value and also approximate the gross contractual value of the receivable.

Identifiable intangible assets consisted of developed intellectual property, customer relationships, contract backlog, trade name and information technology related assets. In determining fair value of the acquired intangible assets, we determined the appropriate unit of measure, the exit market and the highest and best use for the assets. The income approach and royalty savings approach were used to estimate the fair value. The income approach indicates the fair value of an asset based on the value of the cash flows that the asset can be expected to generate in the future through a discounted cash flow method. The income approach was used to determine the fair values of developed intellectual property, contract backlog and customer relationships. We utilized a discount rate of 22% to value these intangibles using the income approach. The royalty savings approach was used to determine the fair value of the trade name and indicates the fair value of an asset based upon a 22% discount rate and a 1% royalty rate. The purchase price allocation table presented above reflects our determination of the fair values of the assets acquired and liabilities assumed.

The goodwill arising from the acquisition was largely attributable to the synergies expected to be realized after our acquisition and integration of Zilog. During fiscal 2011, we completed our purchase accounting of the Zilog acquisition. We recognized measurement period adjustments retrospectively in the amount of \$2.4 million upon the completion of the valuation reports related to income tax. The principal adjustments were an increase in the deferred tax assets of \$2.8 million and a partially offsetting increase in income tax payable of \$643,000. We have determined that the Zilog business is its own reporting unit, so all of the goodwill was assigned to that reporting unit. The goodwill is not deductible for tax purposes. During our annual impairment analysis in the fourth quarter of fiscal 2012, we concluded that the goodwill associated with the acquisition of the Zilog businesses was completely impaired. As a result, we recorded an impairment charge of \$6.4 million to write off all the outstanding goodwill associated with the Zilog reporting unit. See Note 7, "Goodwill and Intangible Assets" for further discussion of adjustments to goodwill during fiscal 2011.

Zilog contributed revenues and profit before tax of \$4.9 million and \$447,000, respectively, in our consolidated statement of operations for the year ended March 31, 2010.

**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Supplemental Pro Forma Financial Information (unaudited):*

The consolidated financial statements include the operational results of the acquired business from the date of acquisition on February 18, 2010. The following pro forma summary gives effect to the acquisition of Zilog as if it had occurred at the beginning of fiscal 2010. The summary is provided for illustrative purposes only and is not necessarily indicative of the consolidated results of operations for future periods.

	<u>Year Ended March 31, 2010</u>
Pro forma net revenues .....	\$271,828
Pro forma net loss .....	<u>\$ (7,049)</u>
Pro forma net loss per share (basic) .....	<u>\$ (0.23)</u>
Pro forma net loss per share (diluted) .....	<u>\$ (0.23)</u>

***Leadis Technology, Inc.***

On September 14, 2009, we completed the acquisition of the assets and certain associated intellectual property of the LED driver and display driver businesses of Leadis. The acquisition was undertaken to expand our market opportunity in the LED market.

The total consideration for the inventory and the identifiable intangible assets acquired was \$4.1 million, which was paid in cash.

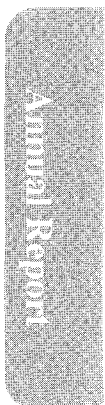
The following table represents the purchase price allocation of assets acquired on the closing date of the acquisition (in thousands):

	<u>Purchase Price Allocation</u>
Inventory .....	\$ 937
Intangible assets .....	2,810
Goodwill .....	<u>304</u>
Total purchase price .....	<u>\$4,051</u>

Goodwill represents the excess of purchase price of an acquired business over the fair value of the underlying intangible assets. Since these assets were acquired by an entity with a favorable tax ruling, goodwill will not result in any effective tax benefit. The primary item that generated the goodwill is the value of the synergies between the acquired businesses and our previously existing business, which does not qualify as an amortizable intangible asset. The fair value of the amortizable intangible assets was determined using the income approach, royalty savings approach and cost approach. During our annual impairment analysis in the fourth quarter of fiscal 2011, we concluded that the goodwill and the intangible assets associated with the acquisition were completely impaired. As a result, we recorded impairment charges of \$304,000 and \$398,000, respectively, to write off all the outstanding goodwill and the intangible assets of the acquired Leadis businesses. See Note 7, "Goodwill and Intangible Assets" for further discussion of impairment analysis and related charges recorded.

We incurred \$134,000 in legal and consulting costs related to the acquisition. The costs incurred were fully expensed and included in "Selling, general and administrative expenses" on our consolidated statements of operations for fiscal 2010.

The pro forma financial information has not been disclosed because the effect of this acquisition was not material to our financial results.





**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**4. Fair Value**

We account for certain assets and liabilities at fair value. In determining fair value, we consider its principal or most advantageous market and the assumptions that market participants would use when pricing, such as inherent risk, restrictions on sale and risk of nonperformance. The fair value hierarchy is based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. The fair value measurements are classified under the following hierarchy:

*Level 1* — Quoted prices for identical instruments in active markets.

*Level 2* — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.

*Level 3* — Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

***Fair Value Measurements on a Recurring Basis***

Assets and liabilities measured at fair value on a recurring basis, excluding accrued interest components, consisted of the following types of instruments as of March 31, 2012 and 2011 (in thousands):

Description	March 31, 2012(1)			March 31, 2011(1)		
	Total	Fair Value Measured at Reporting Date Using		Total	Fair Value Measured at Reporting Date Using	
		Level 1	Level 2		Level 1	Level 2
Marketable equity securities(2) . . . . .	\$1,064	\$1,064	\$ —	\$ 459	\$459	\$ —
Auction rate preferred securities(2) . . . . .	350	—	350	375	—	375
Derivative assets(3) . . . . .	—	—	—	179	—	179
Derivative liabilities(4) . . . . .	(203)	—	(203)	—	—	—
Total . . . . .	<u>\$1,211</u>	<u>\$1,064</u>	<u>\$ 147</u>	<u>\$1,013</u>	<u>\$459</u>	<u>\$554</u>

- (1) We did not have any recurring assets whose fair value was measured using significant unobservable inputs.
- (2) Included in “Other assets” on our consolidated balance sheets.
- (3) The derivative contract as of March 31, 2011 was included in “Prepaid expenses and other current assets” on our consolidated balance sheets.
- (4) The derivative contract as of March 31, 2012 was included in “Accrued expenses and other current liabilities” on our consolidated balance sheets.

We measure our marketable securities and derivative contracts at fair value. Marketable securities are valued using the quoted market prices and are therefore classified as Level 1 estimates.

We use derivative instruments to manage exposures to changes in interest rates, and the fair values of these instruments are recorded on the balance sheets. We have elected not to designate these instruments as accounting hedges. The changes in the fair value of these instruments are recorded in the current period’s statement of operations and are included in other income (expense), net. All of our derivative instruments are traded on over-the-counter markets where quoted market prices are not readily available. For those derivatives, we measure fair value using prices obtained from the counterparties with whom we have traded. The counterparties price the derivatives based on models that use primarily market observable inputs, such as yield curves and option

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

volatilities. Accordingly, we classify these derivatives as Level 2. See Note 8, "Borrowing Arrangements" for further information regarding the terms of the derivative contract.

Auction rate preferred securities, or ARPS, are stated at par value based upon observable inputs including historical redemptions received from the ARPS issuers. All of our ARPS have AAA credit ratings, are 100% collateralized and continue to pay interest in accordance with their contractual terms. Additionally, the collateralized asset value ranges exceed the value of our ARPS by approximately 300 percent. Accordingly, the remaining ARPS balance of \$350,000 is categorized as Level 2 for fair value measurement in accordance with the authoritative guidance provided by FASB and was recorded at full par value on the consolidated balance sheets as of March 31, 2012 and 2011. We currently believe that the ARPS values are not impaired and as such, no impairment has been recognized against the investment. If future auctions fail to materialize and the credit rating of the issuers deteriorates, we may be required to record an impairment charge against the value of our ARPS.

Cash and cash equivalents are recognized and measured at fair value in our consolidated financial statements. Accounts receivable and prepaid expenses and other current assets are financial assets with carrying values that approximate fair value. Accounts payable and accrued expenses and other current liabilities are financial liabilities with carrying values that approximate fair value.

Long term loans, which primarily consist of loans from banks, approximate fair value as the interest rates either adjust according to the market rates or the interest rates approximate the market rates at March 31, 2012. See Note 9, "Pension Plans" for a discussion of pension liabilities.

***Fair Value Measurements on a Nonrecurring Basis***

The following table summarizes the basis used to measure certain assets and liabilities at fair value on a nonrecurring basis in fiscal 2012 (in thousands):

<u>Basis of Fair Value Measurements on a Nonrecurring Basis in 2012</u>	<u>Significant Other Unobservable Inputs (Level 3)</u>	<u>Total Losses 2012</u>
Assets at fair value:		
Goodwill .....	\$ —	\$ (6,448)

In fiscal 2012, we performed an assessment of the impairment of goodwill at the reporting unit level that considered current economic conditions and trends, estimated future operating results and anticipated future economic conditions. We concluded that the goodwill associated with the Zilog reporting unit was completely impaired. Consequently, we wrote off all of the outstanding goodwill related to the Zilog acquisition and recorded an impairment charge of \$6.4 million.

The following table summarizes the basis used to measure certain assets and liabilities at fair value on a nonrecurring basis in fiscal 2011 (in thousands):

<u>Basis of Fair Value Measurements on a Nonrecurring Basis in 2011</u>	<u>Significant Other Unobservable Inputs (Level 3)</u>	<u>Total Losses 2011</u>
Assets at fair value:		
Goodwill and intangible assets .....	\$ —	\$ (702)

For fiscal 2011, after completing our review, we concluded that the goodwill and intangible assets associated with the Leadis reporting unit were fully impaired. As a result, we wrote off all of the outstanding goodwill and intangible assets related to the acquisition and recorded impairment charges of \$702,000.



**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**5. Other Assets**

Other assets consist of the following (in thousands):

	<u>March 31,</u>	
	<u>2012</u>	<u>2011</u>
Marketable equity securities .....	\$1,064	\$ 459
Auction rate preferred securities .....	350	375
Long term equity investments .....	5,340	4,860
Other items .....	<u>1,155</u>	<u>2,283</u>
Total .....	<u>\$7,909</u>	<u>\$7,977</u>

Available-for-sale investment securities have been stated at their fair value as of March 31, 2012 and include an unrealized loss, net of taxes, of \$13,000 at March 31, 2011, and unrealized loss, net of taxes, of \$68,000 at March 31, 2012.

Available-for-sale investments as of March 31, 2012 and March 31, 2011 were as follows (in thousands):

	<u>Fiscal Year 2012</u>				<u>Fiscal Year 2011</u>			
	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized (Losses)</u>	<u>Fair Value</u>	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized (Losses)</u>	<u>Fair Value</u>
Marketable equity securities .....	\$1,168	\$ 45	\$(149)	\$1,064	\$479	\$ 7	\$(27)	\$459
Auction rate preferred securities ...	\$ 350	\$ —	\$ —	\$ 350	\$375	\$ —	\$ —	\$375

The available-for-sale investments that were in a continuous unrealized loss position as of March 31, 2012 and March 31, 2011, aggregated by length of time that individual securities have been in a continuous loss position, were as follows (in thousands):

<u>Period</u>	<u>Less than 12 Months</u>		<u>12 Months or Greater</u>		<u>Total</u>	
	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<b>March 31, 2012</b> .....	\$ 0	\$ 57	\$149	\$329	\$149	\$386
<b>March 31, 2011</b> .....	\$19	\$156	\$ 8	\$ 23	\$ 27	\$179

Gross unrealized losses on our available-for-sale portfolio were immaterial to the consolidated balance sheets at March 31, 2012 and March 31, 2011. Based on evaluation of available evidence as of March 31, 2012, we believe that unrealized losses on marketable equity securities are temporary and do not represent a need for an other-than-temporary impairment.

During fiscal 2012, we recognized a gain of \$49,000 on the sale of available-for-sale investment securities. In respect of those securities, there was no unrealized gain included in accumulated other comprehensive income as of March 31, 2011.

Our long term equity investments represent investment accounted for under the equity method of accounting. See Note 2, "Summary of Significant Accounting Policies" and Note 13, "Related Party Transactions" for further information on these investments.

**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**6. Balance Sheet Details**

*Allowances Movement (in thousands)*

	<u>Balance at Beginning of Year</u>	<u>Additions</u>	<u>Deductions</u>	<u>Translation Adjustments</u>	<u>Balance at End of Year</u>
Allowances for accounts receivable and for doubtful accounts					
Year ended March 31, 2012 . . . . .	\$3,478	\$8,524	\$(9,492)	\$(37)	\$2,473
Year ended March 31, 2011 . . . . .	\$3,466	\$8,534	\$(8,562)	\$ 40	\$3,478
Year ended March 31, 2010 . . . . .	\$1,899	\$5,967(1)	\$(4,430)	\$ 30	\$3,466

(1) Includes \$1.2 million in additions from the Zilog acquisition.

*Inventories*

Inventories consist of the following (in thousands):

	<u>March 31,</u>	
	<u>2012</u>	<u>2011</u>
Raw materials . . . . .	\$24,157	\$19,724
Work in process . . . . .	40,505	38,148
Finished goods . . . . .	21,578	17,967
Total . . . . .	<u>\$86,240</u>	<u>\$75,839</u>

*Property, Plant and Equipment*

Property, plant and equipment consist of the following (in thousands):

	<u>March 31,</u>	
	<u>2012</u>	<u>2011</u>
Property and plant (useful life of 24 years to 50 years) . . . . .	\$ 34,190	\$ 33,107
Equipment owned (useful life of 1 to 14 years) . . . . .	93,510	89,836
Equipment capital leases (useful life of 4 years) . . . . .	41,599	38,498
Leasehold improvements (useful life of up to 8 years) . . . . .	936	936
	170,235	162,377
Accumulated depreciation — plant, equipment owned, and leasehold improvements . . . . .	(80,911)	(77,995)
Accumulated amortization — equipment capital leases . . . . .	(33,253)	(32,071)
	<u>\$ 56,071</u>	<u>\$ 52,311</u>

Depreciation expense for fiscal years ended March 31, 2012, 2011 and 2010 amounted to \$10.9 million, \$11.0 million and \$11.4 million, respectively.



**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

***Accrued Expenses and Other Liabilities***

Accrued expenses and other liabilities consist of the following (in thousands):

	March 31,	
	2012	2011
Uninvoiced goods and services .....	\$11,869	\$12,142
Compensation and benefits .....	7,214	7,059
Restructuring accrual .....	199	485
Commission, royalties and other .....	2,741	3,252
Total .....	\$22,023	\$22,938

**7. Goodwill and Intangible Assets**

***Goodwill***

Goodwill represents the excess of the purchase price over the estimated fair value of the net assets acquired. Goodwill is reviewed at least annually for impairment charge during the quarter ending March 31, or more frequently if events and circumstances indicate that the asset might be impaired, in accordance with the authoritative guidance provided by FASB. There are two steps in the determination of the impairment of goodwill. The first step compares the carrying amount of the net assets to the fair value of the reporting unit. The second step, if necessary, recognizes an impairment loss to the extent the carrying value of the reporting unit's net assets exceed the implied fair value of goodwill. An impairment loss would be recognized to the extent that the carrying amount exceeds the fair value of the reporting unit.

We use the income approach, based on estimated future cash flows, to perform the goodwill impairment test. Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, discount rates and future economic and market conditions. Our estimates are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. By their nature, these assumptions would not reflect unanticipated events and circumstances that may occur. Due to the significant unobservable inputs inherent in discounted cash flow methodologies, this method is classified as Level 3 in the fair value hierarchy.

During fiscal 2010, we completed two acquisitions and recorded goodwill in connection with those acquisitions. Refer to Note 3, "Business Combinations" for details of goodwill resulting from each of the acquisitions of Zilog and Leadis businesses. The acquisition of Zilog was completed in February 2010 and the acquisition of Leadis businesses was completed in September 2009. The goodwill was evaluated based on the factors affecting the business and management concluded that there was no impairment of goodwill at the end of fiscal 2010.

After completing our annual impairment review in fiscal 2011, we concluded that the goodwill associated with the Leadis reporting unit was completely impaired. As a result, we wrote off all of the outstanding goodwill related to the Leadis acquisition and recorded an impairment charge of \$304,000. We concluded that the goodwill associated with the Zilog reporting unit was not impaired as of March 31, 2011. In addition, during fiscal 2011, we recorded goodwill adjustments in respect of the Zilog acquisition, primarily related to an increase to the deferred tax assets as a result of completion of income tax related valuation reports.

During fiscal 2012, our Zilog reporting unit experienced a significant decline in net revenues and earnings. We performed our annual impairment review based on the declining business outlook of the reporting unit. The material assumptions used for the income approach were five years of projected net cash flows, a discount rate of 20% and a long-term growth rate of 2%. We considered historical rates and current market conditions to determine the discount and growth rates for the analysis. We concluded that the goodwill associated with the

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Zilog reporting unit was completely impaired. As a result, we wrote off all the outstanding goodwill related to the Zilog acquisition and recorded an impairment charge of \$6.4 million.

The changes in the carrying amount of goodwill for the years ended March 31, 2012 and 2011 are as follows (in thousands):

	March 31,	
	2012	2011
Goodwill .....	\$13,192	\$13,192
Accumulated impairment losses .....	(6,744)	(6,440)
Net goodwill at beginning of period .....	6,448	6,752
Goodwill acquired in acquisitions .....	—	—
Impairment losses .....	(6,448)	(304)
Net goodwill at end of period .....	<u>\$ —</u>	<u>\$ 6,448</u>

**Identifiable Intangible Assets**

Identified intangible assets consisted of the following as of March 31, 2012 (in thousands):

	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
Developed intellectual property .....	\$ 4,800	\$1,658	\$3,142
Customer relationships .....	6,100	4,840	1,260
Contract backlog .....	2,000	2,000	—
Other intangible assets .....	1,187	445	742
Total identifiable intangible assets .....	<u>\$14,087</u>	<u>\$8,943</u>	<u>\$5,144</u>

Identified intangible assets consisted of the following as of March 31, 2011 (in thousands):

	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
Developed intellectual property .....	\$ 4,800	\$ 858	\$3,942
Customer relationships .....	6,100	3,316	2,784
Contract backlog .....	2,000	2,000	—
Other intangible assets .....	1,187	239	948
Total identifiable intangible assets .....	<u>\$14,087</u>	<u>\$6,413</u>	<u>\$7,674</u>

In the fourth quarter of fiscal 2011, we concluded that the intangible assets associated with the acquisition of Leadis businesses were completely impaired. Therefore, we wrote off all of the intangible assets related to the acquisition and recorded an impairment charge for the remaining unamortized net book value of \$398,000. In the fourth quarter of fiscal 2012, before performing step two of the goodwill impairment test, we performed an impairment test of the Zilog net intangible assets and concluded that they were not impaired.



**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table summarizes the components of the acquired identifiable intangible assets associated with the acquisitions of Leadis and Zilog. The fair value of the amortizable intangible assets was determined using the income approach, royalty savings approach and cost approach.

	<u>Acquisition Date Fair Value</u> (In thousands)	<u>Amortization Method</u>	<u>Estimated Useful Life</u> (In months)
<b>Leadis</b>			
Developed intellectual property .....	\$ 1,200	Straight-line	24
Customer relationships .....	210	Straight-line	24
Contract backlog .....	1,170	Straight-line	12
Non-compete agreement .....	20	Straight-line	24
Trade name .....	<u>210</u>	Straight-line	24
Total for Leadis .....	<u>\$ 2,810</u>		
<b>Zilog</b>			
Developed intellectual property .....	\$ 4,800	Straight-line	72
Customer relationships .....	6,100	Accelerated	37
Contract backlog .....	2,000	Straight-line	12
Trade name .....	<u>1,100</u>	Straight-line	72
Total for Zilog .....	<u>\$14,000</u>		
Total acquired intangible assets .....	<u><u>\$16,810</u></u>		

The amortization of intangible assets is expected to be approximately \$2.2 million, \$989,000, \$989,000, \$908,000, and \$7,000 in fiscal 2013, 2014, 2015, 2016 and 2017 and thereafter, respectively.

**8. Borrowing Arrangements**

*Bank of the West*

On November 13, 2009, we entered into a credit agreement for a revolving line of credit with Bank of the West, or BOW, under which we could borrow up to \$15.0 million and all amounts owed under the credit agreement were due and payable on October 31, 2011. On December 29, 2010, we entered into an amendment with BOW to increase the line of credit to \$20.0 million and to extend the expiration date to October 31, 2013. Borrowings may be repaid and re-borrowed at any time during the term of the credit agreement. The obligations are guaranteed by two of our subsidiaries. At March 31, 2012, the outstanding principal balance under the credit agreement was \$15.0 million.

The credit agreement provides different interest rate alternatives under which we may borrow funds. We may elect to borrow based on LIBOR plus a margin, an alternative base rate plus a margin or a floating rate plus a margin. The margin can range from 1.5% to 3.25%, depending on interest rate alternatives and on our leverage of liabilities to effective tangible net worth. The effective interest rate as of March 31, 2012 was 3.07%.

The credit agreement is subject to a set of financial covenants, including minimum effective tangible net worth, the ratio of cash, cash equivalents and accounts receivable to current liabilities, profitability, a ratio of EBITDA to interest expense and a minimum amount of U.S. domestic cash on hand. At March 31, 2012, we complied with all of these financial covenants.

The credit agreement also includes a \$3.0 million letter of credit subfacility. See Note 18, "Commitments and Contingencies" for further information regarding the terms of the subfacility.

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

***IKB Deutsche Industriebank***

On June 10, 2005, IXYS Semiconductor GmbH, our German subsidiary, borrowed €10.0 million, or about \$12.2 million at the time, from IKB Deutsche Industriebank for a term of 15 years. The outstanding balance at March 31, 2012 was €5.5 million, or \$7.3 million.

The interest rate on the loan is determined by adding the then effective three month Euribor rate and a margin. The margin can range from 70 basis points to 125 basis points, depending on the calculation of a ratio of indebtedness to cash flow for our German subsidiary. In June 2010, we entered into an interest rate swap agreement commencing June 30, 2010. The swap agreement has a fixed interest rate of 1.99% and expires on June 30, 2015. It is not designated as a hedge in the financial statements. See Note 4, "Fair Value" for further information regarding the derivative contract.

During each fiscal quarter, a principal payment of €167,000, or about \$222,000, and a payment of accrued interest are required. Financial covenants for a ratio of indebtedness to cash flow, a ratio of equity to total assets and a minimum stockholders' equity for the German subsidiary must be satisfied for the loan to remain in good standing. The loan may be prepaid in whole or in part at the end of a fiscal quarter without penalty. At March 31, 2012, we complied with the financial covenants. The loan is partially collateralized by a security interest in the facility owned by our company in Lampertheim, Germany.

***LaSalle Bank National Association***

On August 2, 2007, IXYS Buckeye, LLC, a subsidiary of our company, entered into an Assumption Agreement with LaSalle Bank National Association, trustee for Morgan Stanley Dean Witter Capital I Inc., for the assumption of a loan of \$7.5 million in connection with the purchase of property in Milpitas, California. The loan carried a fixed annual interest rate of 7.455%. Monthly payments of principal and interest of \$56,000 were due under the loan. In addition, monthly impound payments aggregating \$14,000 were made for items such as real property taxes, insurance and capital expenditures. The remaining balance of the loan was paid in full on February 1, 2011.

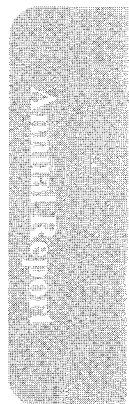
***Note payable issued in acquisition***

On September 10, 2008, we issued a note payable with a face value of \$2.0 million in connection with the purchase of real property and the acquisition of the shares of Reaction Technology Incorporated, or RTI. The note was repayable in 60 equal monthly installments of \$38,666, which included interest at an annual rate of 6.0%. The note was collateralized by a security interest in the property acquired and the current assets of RTI. The note was paid in full in April 2012.

***Aggregate Debt Maturities***

Aggregate debt maturities at March 31, 2012 were as follows (in thousands):

<u>Fiscal Year Payable</u>	<u>Amount</u>
2013 .....	\$ 1,696
2014 .....	15,995
2015 .....	995
2016 .....	907
2017 .....	889
Thereafter .....	<u>2,890</u>
Total .....	23,372
Less: Current portion .....	<u>1,696</u>
Long term portion .....	<u>\$21,676</u>





**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**9. Pension Plans**

We maintain three defined benefit pension plans: one for United Kingdom employees, one for German employees, and one for Philippine employees. These plans cover most of the employees in the United Kingdom, Germany and the Philippines. Benefits are based on years of service and the employees' compensation. We deposit funds for these plans, consistent with the requirements of local law, with investment management companies, insurance companies, banks or trustees and/or accrue for the unfunded portion of the obligations. The measurement date for the projected benefit obligations and the plan assets is March 31. The United Kingdom and German plans have been curtailed. As such, the plans are closed to new entrants and no credit is provided for additional periods of service.

***Net Period Pension Cost***

The net periodic pension expense includes the following components (in thousands):

	Year Ended March 31,		
	2012	2011	2010
Service cost .....	\$ 84	\$ 71	\$ —
Interest cost on projected benefit obligation .....	2,049	2,065	1,924
Expected return on plan assets .....	(1,713)	(1,546)	(1,003)
Transition obligation .....	2	2	—
Recognized actuarial loss .....	68	178	120
Net periodic pension expense .....	\$ 490	\$ 770	\$ 1,041

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Net Amount Recognized (in thousands):*

	<u>Year Ended March 31,</u>	
	<u>2012</u>	<u>2011</u>
Change in projected benefit obligation		
Projected benefit obligation at the beginning of the year .....	\$ 37,530	\$ 36,254
Service cost .....	84	71
Interest cost .....	2,049	2,065
Actuarial (gain) loss .....	833	(1,577)
Benefits paid .....	(2,054)	(1,181)
Foreign currency adjustment .....	(570)	1,898
Projected benefit obligation at year end .....	<u>\$ 37,872</u>	<u>\$ 37,530</u>
Change in plan assets		
Fair value of plan assets at the beginning of the year .....	\$ 23,315	\$ 20,432
Actual return on plan assets .....	430	1,457
Employer contribution .....	759	685
Benefits paid from assets .....	(1,589)	(752)
Foreign currency adjustment .....	(44)	1,493
Plan assets at fair value at year end .....	<u>\$ 22,871</u>	<u>\$ 23,315</u>
Unfunded status of the plan at year end .....	<u>\$(15,001)</u>	<u>\$(14,215)</u>
Pension liability recognized on the balance sheet due after one year .....	\$ 15,001	\$ 14,545
Plans with projected benefit obligation and accumulated benefit obligation in excess of plan assets:		
Projected benefit obligation at year end .....	\$ 37,872	\$ 36,066
Accumulated benefit obligation at year end .....	\$ 37,235	\$ 36,058
Plan assets at fair value at year end .....	\$ 22,871	\$ 21,521
Plans with projected benefit obligation and accumulated benefit obligation less than plan assets:		
Projected benefit obligation at year end .....	—	1,464
Accumulated benefit obligation at year end .....	—	812
Plan assets at fair value at year end .....	—	1,794
Amounts recognized in accumulated other comprehensive income (loss):		
Unrecognized actuarial loss (gross of taxes, \$1,523 for 2012 and \$1,108 for 2011) .....	\$ (5,837)	\$ (4,053)
Amount recognized as component of stockholders' equity — pretax .....	\$ (5,837)	\$ (4,053)
Accumulated benefit obligation at year end .....	\$ 37,235	\$ 36,870
The following table sets forth amounts recognized in the consolidated balance sheets for the plans:		
Other assets .....	\$ —	\$ 330
Pension liabilities .....	\$ 15,001	\$ 14,545



**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Weighted average actuarial assumptions used to determine benefit obligations for the plans were as follows:

	<u>Year End March 31,</u>	
	<u>2012</u>	<u>2011</u>
Discount rate .....	5.2-5.7%	5.3-8.8%
Expected long term rate of return on assets .....	6.7-7.0%	6.0-7.3%
Salary scale .....	1.5-6.0%	1.5-6.0%

The expected long term rate of return on assets is a weighted average of the returns expected for the underlying broad asset classes. The expected returns for each asset class are estimated in light of the market conditions on the accounting date and the past performance of the asset classes generally.

The amount of accumulated other comprehensive income expected to be recognized in net periodic pension cost in fiscal 2013 includes amortization of actuarial loss of \$169,000. Approximately 64% of the accrued pension liability relates to the German plan and 36% to the United Kingdom plan. The accrued pension liability related to the Philippine plan is immaterial.

The investment policies and strategies for the United Kingdom plan assets are determined by the respective plan's trustees in consultation with independent investment consultants and the employer. Our practice is to fund these plans in amounts at least sufficient to meet the minimum requirements of local laws and regulations. The trustees are aware that the nature of the liabilities of the plans will evolve as the age profile and life expectancy of the membership changes. These changing liability profiles lead to consultations about the appropriate balance of investment assets to be used by the plans (equity, debt, other), as well as timescales, within which required adjustments should be implemented. The plan assets in the United Kingdom are held in pooled investment funds operated by Fidelity Investments. The plan assets do not include our securities. The investment managers have discretion to vary the balance of investments of the scheme according to prevailing investment conditions and the trustees regularly monitor all investment decisions affecting the scheme and the overall investment performance. The target allocation of the United Kingdom plan assets that we control is 75% equity securities and 25% fixed income instruments. This objective has not been achieved due to the relative investment return of the two asset classes.

The German plan was held by a separate legal entity. As of March 31, 2012, the German defined benefit plan was completely unfunded.

For our Philippine plan, the local law requires us to appoint a trustee for the fund. We have appointed Bank of the Philippine Islands, or BPI, as the trustee of the plan. The plan assets are fully invested with BPI. The main role of the trustee is to manage the fund according to the mandate given by the retirement committee of our Philippine entity and to pay the covered/eligible employees in accordance with the plan. BPI Asset Management and Trust Group, an independent unit of BPI, provides investment management services to the trustee. The target allocation for the Philippine fund was 70% to fixed income securities, 20% to equities and 10% to cash and cash equivalents.

We expect to make contributions to the plans of approximately \$917,000 in the fiscal year ending March 31, 2013. This contribution is primarily contractual. The fair values and the allocation of the assets of the plans at the measurement dates were as follows:

	<u>Year Ended</u> <u>March 31, 2012</u>		<u>Year Ended</u> <u>March 31, 2011</u>	
	<u>(000)</u>	<u>%</u>	<u>(000)</u>	<u>%</u>
Equity securities .....	\$17,027	74.5%	\$17,816	76.4%
Debt securities .....	5,445	23.8%	5,156	22.1%
Other .....	399	1.7%	343	1.5%
Total .....	<u>\$22,871</u>	<u>100%</u>	<u>\$23,315</u>	<u>100.0%</u>

**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Approximately 78% of the assets of the United Kingdom fund were invested in equity securities while 22% were in debt securities. The investments in debt securities are made in government instruments and investment grade corporate bonds. For our Philippine fund, approximately 53% of the assets of the fund are invested in fixed income securities, 30% in equity securities and 17% in cash.

All the plans' securities are publicly traded and highly liquid. Therefore, the securities are valued under Level 1. The plans do not hold any Level 2 or Level 3 securities.

We expect to pay benefits in each of the next five fiscal years and in the aggregate for the five fiscal years thereafter of approximately the following (in thousands):

<u>Fiscal Year Ended:</u>	<u>Benefit Payment</u>
March 31, 2013 .....	\$ 1,296
March 31, 2014 .....	1,404
March 31, 2015 .....	1,494
March 31, 2016 .....	1,590
March 31, 2017 .....	1,865
Five fiscal years ended March 31, 2022 .....	<u>10,393</u>
Total benefit payments for the ten fiscal years ended March 31, 2022 .....	<u>\$18,042</u>

**10. Employee Equity Incentive Plans**

*Stock Purchase and Stock Option Plans*

**The 2011 Equity Incentive Plan and the 2009 Equity Incentive Plan**

On September 10, 2009, our stockholders approved the 2009 Equity Incentive Plan, or the 2009 Plan, under which 900,000 shares of our common stock are reserved for the grant of stock options and other equity incentives. On September 16, 2011, our stockholders approved the 2011 Equity Incentive Plan, or the 2011 Plan, under which 600,000 shares of our common stock are reserved for the grant of stock options and other equity incentives. The 2009 Plan and the 2011 Plan are referred to as the Plans.

*Stock Options*

Under the Plans, nonqualified and incentive stock options may be granted to employees, consultants and non-employee directors. Generally, the per share exercise price shall not be less than 100% of the fair market value of a share on the grant date. The Board of Directors has the full power to determine the provisions of each option issued under the Plans. While we may grant options that become exercisable at different times or within different periods, we have primarily granted options that vest over four years. The options, once granted, expire ten years from the date of grant.

*Restricted Stock*

Restricted stock awards may be granted to any employee, director or consultant under the Plans. Pursuant to a restricted stock award, we will issue shares of common stock that will be released from restriction if certain requirements, including continued performance of services, are met.

*Stock Appreciation Rights*

Awards of stock appreciation rights, or SARs, may be granted to employees, consultants and nonemployee directors pursuant to the Plans. A SAR is payable on the difference between the market price at the time of exercise and the exercise price at the date of grant. In any event, the exercise price of a SAR shall not be less than 100% of the fair market value of a share on the grant date and shall expire no later than ten years from the grant



## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

date. Upon exercise, the holder of a SAR shall be entitled to receive payment either in cash or a number of shares by dividing such cash amount by the fair market value of a share on the exercise date.

#### *Restricted Stock Units*

Restricted stock units, denominated performance units in the 2009 Plan, may be granted to employees, consultants and nonemployee directors under the Plans. Each restricted stock unit shall have a value equal to the fair market value of one share. After the applicable performance period has ended, the holder will be entitled to receive a payment, either in cash or in the form of shares, based on the number of restricted stock units earned over the performance period, to be determined as a function of the extent to which the corresponding performance goals or other vesting provisions have been achieved.

#### **The 1999 Equity Incentive Plan and the 1999 Non-Employee Directors' Equity Incentive Plan**

##### *Stock Options*

Prior to May 2009, stock options were granted under the 1999 Equity Incentive Plan and the 1999 Non-Employee Directors' Equity Incentive Plan, or the 1999 Plans, for not less than 85% of fair market value at the time of grant. Once granted, the options expire ten years from the date of grant. Options granted to employees under the 1999 Equity Incentive Plan typically vested over four years. The initial option grants under the 1999 Non-Employee Directors' Equity Incentive Plan typically vested over four years and subsequent annual grants vested over one year. The 1999 Plans expired in May 2009 and no additional grants may be made thereunder.

##### *Restricted Stock Units*

We granted restricted stock unit awards, or RSUs, under the 1999 Equity Incentive Plan. Pursuant to a RSU award, we delivered shares of our common stock if certain requirements, including continued performance of services, were met. All of the RSUs granted under the 1999 Equity Incentive Plan have vested or terminated.

#### **Zilog 2004 Omnibus Stock Incentive Plan**

The Zilog 2004 Omnibus Stock Incentive Plan, or the Zilog 2004 Plan, was approved by the stockholders of Zilog in 2004, and was amended and approved by the stockholders of Zilog in 2007. In connection with the acquisition of Zilog, our Board of Directors approved assumption of the Zilog 2004 Plan. Employees of Zilog and persons first employed by our company after the closing of the acquisition of Zilog may receive grants under the Zilog 2004 Plan. Under the 2004 Plan, incentive stock options, non statutory stock options, or restricted shares may be granted. At the time of the assumption of the Zilog 2004 Plan by our company, up to 652,963 shares of our common stock were available for grant under the plan.

In general, the options and shares granted pursuant to the Zilog 2004 Plan are exercisable at such time or times, and subject to such terms and conditions (including the vesting schedule, period of exercisability and expiration date) as the plan administrator, generally expected to be the Compensation Committee of our Board of Directors, determines in the applicable option agreement. The exercise price per share, payable upon the exercise of an option, is established by such administrator at the time of the grant and is not less than the par value per share of common stock on the date of the grant and in the case of an incentive stock option generally is not less than 100% of the fair market value per share on the date of grant.

In general, restricted stock awards granted pursuant to the Zilog 2004 Plan are subject to the restricted stock award agreement that reflects the terms, conditions and restrictions related to the restricted stock award. The agreement includes, among other things, the period during which the restricted stock is subject to forfeiture, the imposition of any performance-based conditions or other restrictions on the award, if any.

## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

#### **Zilog 2002 Omnibus Stock Incentive Plan**

The Zilog 2002 Omnibus Stock Incentive Plan, or the Zilog 2002 Plan, was adopted in 2002. In connection with the acquisition of Zilog, our Board of Directors approved the assumption of the Zilog 2002 Plan with respect to the shares available for grant as stock options. Employees of Zilog and persons first employed by our company after the closing of the acquisition of Zilog may receive grants under the Zilog 2002 Plan. At the time of the assumption of the Zilog 2002 Plan by our company, up to 366,589 shares of our common stock were available for grant under the plan.

Stock options granted under the Zilog 2002 Plan were permitted to be: (i) incentive stock options or nonqualified stock options or (ii) EBITDA-linked options and/or non-EBITDA linked options. We will not grant any EBITDA-linked options and none are outstanding. In general, non-EBITDA-linked options granted pursuant to the Zilog 2002 Plan will be exercisable at such time or times and subject to such terms and conditions (including the vesting schedule, period of exercisability and expiration date) as is determined by the plan administrator, generally expected to be the Compensation Committee of our Board of Directors, in the applicable award agreements or thereafter. The exercise price per share payable upon the exercise of an option will be established by such administrator, in its sole discretion, at the time of grant. The term of a non-EBITDA-linked option is determined at the time of grant, but will not exceed ten years. The Zilog 2002 Plan expired in May 2012 and no additional grants may be made thereafter.

#### **Employee Stock Purchase Plan**

In May 1999, the Board of Directors approved the 1999 Employee Stock Purchase Plan, or the Purchase Plan, and reserved 500,000 shares of common stock for issuance under the Purchase Plan. Under the Purchase Plan, all eligible employees may purchase our common stock at a price equal to 85% of the lower of the fair market value at the beginning of the offer period or the semi-annual purchase date. Stock purchases are limited to 15% of an employee's eligible compensation. On July 31, 2007 and July 9, 2010, the Board of Directors amended the Purchase Plan and on each occasion reserved an additional 350,000 shares of common stock for issuance under the Purchase Plan. During the year ended March 31, 2012, there were 103,888 shares purchased under the Purchase Plan, leaving approximately 301,871 shares available for purchase under the plan in the future.

#### **Fair Value of Stock Compensation**

The authoritative guidance provided by FASB requires employee stock options and rights to purchase shares under stock participation plans to be accounted for under the fair value method and requires the use of an option pricing model for estimating fair value. Accordingly, share-based compensation is measured at grant date, based on the fair value of the award.

Compensation cost for equity incentive awards is based on the grant-date fair value estimated in accordance with the authoritative guidance provided by FASB. We use the straight-line attribution method to recognize share-based compensation costs over the service period of the award.

The fair value of issuances under our Purchase Plan is estimated on the issuance date and using the Black-Scholes options pricing model, consistent with the requirements of the authoritative guidance provided by FASB.



**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table summarizes the effects of share-based compensation recognized on our consolidated statement of operations resulting from options granted under our equity incentive plans and rights to acquire stock granted under our Purchase Plan (in thousands except per share amounts):

<u>Income Statement Classifications</u>	<u>Year Ended March 31,</u>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Selling, general and administrative expenses .....	\$3,779	\$3,398	\$3,160
Stock-based compensation effect on income before taxes .....	3,779	3,398	3,160
Benefit from income taxes .....	1,375	1,236	1,151
Net stock-based compensation effects on net income (loss) .....	<u>\$2,404</u>	<u>\$2,162</u>	<u>\$2,009</u>

As of March 31, 2012, there were \$7.0 million of total unrecognized compensation costs related to stock options granted. The unrecognized compensation cost is expected to be recognized over a weighted average period of 2.8 years. Total tax benefit realized during the year ended March 31, 2012 on stock options was \$663,000.

The weighted average estimated values of employee stock option grants and rights granted under the Purchase Plan, as well as the weighted average assumptions that were used in calculating such values during fiscal 2012, 2011 and 2010, were based on estimates at the date of grant as follows:

	<u>Stock Options</u>			<u>Purchase Plan</u>		
	<u>Year Ended March 31,</u>			<u>Year Ended March 31,</u>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Weighted average estimated per share fair value of grant .....	\$6.42	\$4.79	\$3.49	\$3.14	\$2.85	\$4.19
Risk-free interest rate .....	1.3%	2.0%	2.3%	0.2%	0.3%	0.4%
Expected term in years .....	5.85	5.83	5.00	0.50	0.50	0.50
Volatility .....	55.7%	56.1%	57.0%	51.6%	49.3%	80.1%
Dividend yield .....	0%	0%	0%	0%	0%	0%

We estimate the expected term of options granted based on the historical average period over which the options are exercised by employees. We estimate the volatility of our common stock on historical volatility measures. We base the risk-free interest rate that it uses in the option valuation model on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options. We do not anticipate paying any additional cash dividends in the foreseeable future and, therefore, use an expected dividend yield of zero in the option valuation model. We are required to estimate forfeitures at the time of grants and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. All stock-based payment awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods.

We recognize the estimated compensation cost of restricted stock over the vesting term. The estimated compensation cost is based on the fair value of our common stock on the date of grant.

We recognize the compensation cost relating to stock bonuses on the date of grant based on the fair value of our common stock on the date of grant, as such stock bonuses are vested immediately. We did not grant any bonus shares during fiscal 2012.

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Stock compensation activity under our equity incentive plans for fiscal 2012, 2011 and 2010 is summarized below:

	Shares Available for Grant	Options Outstanding		Weighted Average Exercise Price per Share(4)
		Number of Shares(1)	Intrinsic Value(2)(3) (000)	
<b>Stock Options</b>				
Balances, March 31, 2009 .....	4,763,893	6,063,569	\$ 7,834	\$ 8.42
Plan authorization expired(5) .....	(4,763,893)	—		
New shares authorized(5) .....	900,000	—		
Assumed plans(6) .....	1,019,552	—		
Options granted .....	(100,000)	100,000		\$ 6.88
Options exercised .....	—	(881,150)	\$ 4,106	\$ 2.89
Options cancelled .....	—	(56,750)		\$ 7.00
Options expired .....	—	(37,396)		\$12.40
Balances, March 31, 2010 .....	<u>1,819,552</u>	<u>5,188,273</u>	\$ 4,570	\$ 9.32
Options granted .....	(700,000)	700,000		\$ 9.05
Options exercised .....	—	(439,902)	\$ 1,926	\$ 7.33
Options cancelled .....	—	(30,750)		\$ 7.57
Options expired .....	—	(217,853)		\$19.55
Balances, March 31, 2011 .....	1,119,552	5,199,768	\$23,505	\$ 9.03
New shares authorized(7) .....	600,000			
Options granted .....	(966,000)	966,000		\$12.37
Options exercised .....	—	(478,264)	\$ 2,862	\$ 7.35
Options cancelled .....	—	(164,500)		\$ 8.30
Options expired .....	—	(51,000)		\$12.61
Balances, March 31, 2012 .....	<u>753,552</u>	<u>5,472,004</u>	\$19,532	\$ 9.75
<b>Restricted Stock Units(8)</b>				
Balances, March 31, 2009 .....	(151,766)	64,900		\$ 9.58
Granted .....	—	—		
Vested .....	—	(32,450)	\$ 251	\$ 9.58
Forfeited .....	—	(250)		\$ 9.73
Balances, March 31, 2010 .....	(151,766)	32,200		\$ 9.58
Granted .....	—	—		
Vested .....	—	(32,200)	\$ 292	\$ 9.58
Balances, March 31, 2011 .....	<u>(151,766)</u>	—		\$ 9.58
Balances, March 31, 2012 .....	<u>601,786</u>	<u>5,472,004</u>		

(1) The number of stock options exercised and restricted stock units vested includes shares that were withheld on behalf of employees to satisfy the statutory tax withholding requirements.

(2) For restricted stock units, represents value of our stock on the date the restricted stock unit vests.



**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

- (3) Except for options exercised, these amounts represent the difference between the exercise price and \$13.20 per share, the closing price of our stock on March 31, 2012 as reported on the NASDAQ Global Select Market, for all in-the-money, outstanding and exercisable options.
- (4) For restricted stock units, represents the weighted average fair value per share on the date of grant.
- (5) The 1999 Plans expired in May 2009. On September 10, 2009, our stockholders approved the 2009 Plan, under which 900,000 shares of our common stock are reserved for the grant of stock options.
- (6) On September 16, 2011, our stockholders approved the 2011 Plan, under which 600,000 shares of our common stock are reserved for the grant of stock options.
- (7) Represents IXYS shares available for grant under the Zilog 2002 Omnibus Stock Incentive Plan and the Zilog 2004 Omnibus Stock Incentive Plan, which were assumed upon the acquisition of Zilog.
- (8) No restricted stock units activities occurred in fiscal 2012.

The following table summarizes information about stock options outstanding at March 31, 2012:

Exercise Price per Share	Options Outstanding			Options Exercisable	
	Number of Shares Outstanding	Weighted Average Contractual Life	Weighted Average Exercise Price per Share	Number of Shares Exercisable	Weighted Average Exercise Price per Share
\$ 2.50 - \$ 5.00	75,219	0.3	\$ 4.64	75,219	\$ 4.64
\$ 5.01 - \$ 7.75	1,391,647	5.8	\$ 6.66	1,070,022	\$ 6.68
\$ 7.76 - \$10.00	1,535,000	4.8	\$ 8.80	1,230,000	\$ 8.81
\$10.01 - \$12.50	1,531,950	6.9	\$11.38	874,950	\$10.84
\$12.51 - \$99.99	938,188	5.7	\$13.66	583,688	\$14.24
\$ 2.50 - \$99.99	<u>5,472,004</u>	5.7	\$ 9.75	<u>3,833,879</u>	\$ 9.42

Of the 5,472,004 options outstanding, 3,833,879 were exercisable on March 31, 2012 at a weighted average exercise price of \$9.42 per share, with an intrinsic value of \$15.2 million. The weighted average remaining contractual life of options outstanding and options exercisable at March 31, 2012 was 5.7 years and 4.6 years, respectively. The fair value of options that vested during the year ended March 31, 2012 was \$3.3 million.

**11. Other Comprehensive Income (Loss) and Accumulated Other Comprehensive Income**

The components of total other comprehensive income (loss) and related tax effects were as follows (in thousands):

	Year Ended March 31,		
	2012	2011	2010
Unrealized gain (loss) on available-for-sale investment securities, net of taxes of \$(30) in 2012, \$(22) in 2011 and \$17 in 2010 . . . . .	\$ (55)	\$ (40)	\$ 31
Changes in accumulated net actuarial income (loss), net of taxes, \$415 in 2012, \$577 in 2011 and \$(743) in 2010 . . . . .	(1,369)	1,089	(1,612)
Foreign currency translation adjustments . . . . .	(4,249)	4,834	1,491
Total other comprehensive income (loss) . . . . .	<u>\$(5,673)</u>	<u>\$5,883</u>	<u>\$ (90)</u>

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The components of accumulated other comprehensive income, net of tax, were as follows (in thousands):

	<b>Year Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
Accumulated net unrealized loss on available-for-sale investment securities, net of taxes of \$(37) in 2012 and \$(7) in 2011 .....	\$ (68)	\$ (13)
Accumulated net actuarial gain, net of tax of \$(1,523) in 2012 and \$(1,108) in 2011 .....	(4,314)	(2,945)
Accumulated foreign currency translation adjustments .....	6,472	10,721
Total accumulated other comprehensive income .....	\$ 2,090	\$ 7,763

**12. Computation of Net Income (Loss) per Share**

Basic and diluted earnings (loss) per share are calculated as follows (in thousands, except per share amounts):

	<b>Year Ended March 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Net income (loss) .....	\$30,306	\$36,647	\$ (677)
Weighted average shares — basic .....	31,344	31,235	31,005
Weighted average shares — diluted(1) .....	32,496	32,008	31,005
Net income (loss) per share — basic .....	\$ 0.97	\$ 1.17	\$ (0.02)
Net income (loss) per share — diluted .....	\$ 0.93	\$ 1.14	\$ (0.02)

(1) Includes approximately 1,152,000 and 773,000 common equivalent shares from stock options for fiscal 2012 and 2011, respectively. For fiscal 2010, outstanding options and restricted stock units to purchase 5,220,473 shares were not included in the diluted net loss per share calculation as their inclusion would have been anti-dilutive.

Basic net income (loss) available per common share is computed using net income (loss) and the weighted average number of common shares outstanding during the period. Diluted net income (loss) per common share is computed using net income (loss) and the weighted average number of common shares outstanding, assuming dilution, which includes potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the assumed exercise of stock options and assumed vesting of restricted stock units using the treasury stock method. In fiscal 2012 and fiscal 2011, there were outstanding options to purchase 1,098,314 and 2,003,579 shares, respectively, at weighted average exercise prices of \$12.99 and \$11.31 per share, respectively, that were not included in the computation of dilutive net income per share since the exercise prices of the options exceeded the market price of the common stock and thus their inclusion would be anti-dilutive. These options could dilute earnings per share in future periods if the market price of the common stock increases. Due to our net loss for fiscal 2010, outstanding options and restricted stock units to purchase 5,220,473 shares were not included in the diluted net loss per share calculation as their inclusion would have been anti-dilutive.

**13. Related Party Transactions**

We own 45% of the outstanding equity of Powersem, a module manufacturer based in Germany. The investment is accounted for using the equity method. In fiscal 2012, 2011 and 2010, we recorded revenues of \$2.7 million, \$2.5 million and \$1.2 million, respectively, from sales of products to Powersem for use as components in our products. In fiscal 2012, 2011 and 2010, we purchased \$5.5 million, \$4.9 million and



## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

\$2.4 million, respectively, from Powersem. At March 31, 2012, 2011 and 2010, the accounts receivable balances from our sales to Powersem were \$161,000, \$253,000 and \$330,000, respectively. The accounts payable balances to Powersem, as of March 31, 2012, 2011 and 2010, were \$296,000, \$210,000 and \$208,000, respectively.

We own 20% of the outstanding equity of EB Tech Ltd, a company with expertise in radiation technology based in South Korea. The investment is accounted for using the equity method. In fiscal 2012 and 2011, EB Tech rendered processing services totaling approximately \$56,000 and \$39,000, respectively, to our company. As of March 31, 2012 and 2011, no accounts payable balance was due to EB Tech.

We owned 35% of the equity in Zencell Co. Ltd, a manufacturer of rechargeable and primary alkaline batteries in South Korea. The investment has been accounted for using the equity method. In fiscal 2011 and 2010, we recognized losses of \$102,000 and \$46,000, respectively, on our investment in Zencell. In March 2011, Zencell declared bankruptcy. As a result, we recorded an impairment loss for the entire investment in Zencell of \$502,000 in "Selling, general and administrative expenses" on our consolidated statements of operations. See Note 2, "Summary of Significant Accounting Policies" for further information on this investment.

We had no other material related party transactions with companies in which we invested and which were accounted for by the equity method during fiscal 2012.

#### **14. Employee Savings and Retirement Plan**

We have a 401(k) plan, known as the "IXYS Corporation and Subsidiary Employee Savings and Retirement Plan." Eligibility to participate in the plan is subject to certain minimum service requirements. Employees may voluntarily contribute up to the limit prescribed by law and we may make matching contributions in our discretion. Employees are 100% vested immediately in any contributions by us. For the years ended March 31, 2012, 2011 and 2010, we contributed \$571,000, \$590,000 and \$487,000, respectively.

IXYS UK also started a defined contribution plan in fiscal 2007 known as "Westcode Semiconductor Group Personal Pension." The plan is subject to minimum service requirements. Employees contribute from 2.5% to 4.5% of the pensionable salary. IXYS UK contributes between 5% to 7% depending upon the contribution by the employee. Additionally, IXYS UK pays the annual management charges for the plan. Employees are 100% vested immediately in any contributions by IXYS UK. For the years ended March 31, 2012, 2011 and 2010, IXYS UK contributed \$344,000, \$337,000 and \$312,000, respectively.

#### **15. Segment and Geographic Information**

We have a single operating segment. This operating segment is comprised of semiconductor products used primarily in power-related applications. While we have separate legal subsidiaries with discrete financial information, we have one chief operating decision maker with highly integrated businesses.

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

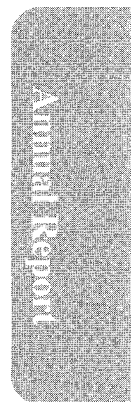
Our net revenues by major geographic areas (based on destination) were as follows (in thousands):

	Year Ended March 31,		
	2012	2011	2010
United States .....	\$103,122	\$102,190	\$ 72,362
Europe and the Middle East			
France .....	7,433	7,071	4,570
Germany .....	47,499	42,385	27,419
Italy .....	6,274	6,054	4,397
United Kingdom .....	31,131	28,729	14,954
Other .....	46,224	42,595	29,644
Asia Pacific			
China .....	61,723	68,794	48,991
Japan .....	9,070	11,737	9,100
Korea .....	11,988	9,464	7,364
Singapore .....	10,332	10,481	2,929
Taiwan .....	6,797	9,372	3,922
Other .....	11,227	10,149	7,086
Rest of the World			
India .....	8,198	8,319	6,103
Other .....	6,986	5,933	4,383
Total .....	<u>\$368,004</u>	<u>\$363,273</u>	<u>\$243,224</u>

The following table sets forth net revenues for each of our product groups fiscal 2012, 2011 and 2010 (in thousands):

	Year Ended March 31,		
	2012	2011	2010
Power semiconductors .....	\$277,718	\$252,892	\$175,699
Integrated circuits .....	63,597	83,225	48,372
Systems and RF power semiconductors .....	26,689	27,156	19,153
Total .....	<u>\$368,004</u>	<u>\$363,273</u>	<u>\$243,224</u>

In fiscal 2012, two distributors accounted for 11.3% and 11.1% of our net revenues, respectively. In fiscal 2011, two distributors accounted for 11.9% and 11.8% of our net revenues. In fiscal 2010, one distributor accounted for 10.9% of our net revenues.



**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Our principal foreign operations consist of our subsidiaries, IXYS GmbH in Germany and IXYS UK in the United Kingdom. The following table summarizes the net revenues, net income (loss) and long-lived assets of our domestic and foreign operations (in thousands):

	Year Ended March 31,		
	2012	2011	2010
Net revenues:			
Foreign .....	\$175,667	\$163,277	\$118,954
Domestic .....	192,337	199,996	124,270
	\$368,004	\$363,273	\$243,224
Net income (loss)			
Foreign .....	\$ 22,487	\$ 16,829	\$ (3,825)
Domestic .....	7,819	19,818	3,148
	\$ 30,306	\$ 36,647	\$ (677)
		Year Ended March 31,	
		2012	2011
Property, plant and equipment, net:			
United States .....		\$29,760	\$30,068
Germany .....		24,098	20,454
United Kingdom .....		2,192	1,757
Other countries .....		21	32
Total property, plant and equipment .....		\$56,071	\$52,311

**16. Restructuring Charges**

In the quarter ended September 30, 2009, we initiated plans to restructure our European manufacturing and assembly operations to align them to current market conditions. The plans primarily involved the termination of employees and centralization of certain positions. Costs related to termination of employees represented severance payments and benefits. The restructuring charges recorded in conjunction with the plans represented severance costs and have been included under “Restructuring charges” on our consolidated statements of operations.

During fiscal 2011 we incurred restructuring-related charges of approximately \$759,000. The charges were comprised of asset impairments and exit costs for facility consolidations of \$659,000 and employee severance costs of approximately \$100,000. No restructuring charges occurred in fiscal 2012.

The restructuring accrual as of March 31, 2012 and 2011 was included under “Accrued expenses and other liabilities” on our consolidated balance sheets.

**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table summarizes the significant activity within, and components of, our restructuring obligations as of fiscal 2012, 2011 and 2010 (in thousands):

	<u>Severance and Related Benefits</u>	<u>Lease Commitment Accrual</u>	<u>Total</u>
Charges .....	\$ 1,614	\$ —	\$ 1,614
Cash payments .....	(349)	—	(349)
Currency translation adjustment .....	<u>(60)</u>	—	<u>(60)</u>
Balance at March 31, 2010 .....	1,205	—	1,205
Charges(1) .....	100	442	542
Cash payments .....	(1,198)	(63)	(1,261)
Currency translation adjustment .....	<u>(1)</u>	—	<u>(1)</u>
Balance at March 31, 2011 .....	106	379	485
Charges .....	(30)	—	(30)
Cash payments .....	—	(252)	(252)
Currency translation adjustment .....	<u>(4)</u>	—	<u>(4)</u>
Balance at March 31, 2012 .....	<u>\$ 72</u>	<u>\$ 127</u>	<u>\$ 199</u>

(1) Excludes \$217,000 related to impairment of assets due to the consolidation of facilities.

We anticipate that the remaining restructuring obligations of \$199,000 as of March 31, 2012 will be paid by December 31, 2013.

**17. Income Taxes**

Income (loss) before income tax consists of the following (in thousands):

	<u>Year Ended March 31,</u>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Domestic .....	\$15,015	\$23,546	\$ 4,418
International .....	25,526	19,354	(2,084)
	<u>\$40,541</u>	<u>\$42,900</u>	<u>\$ 2,334</u>

Our provision for income taxes consists of the following (in thousands):

	<u>Year Ended March 31,</u>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Current: .....			
Federal .....	\$ 3,080	\$ 8,125	\$ 2,415
State .....	467	836	124
Foreign .....	4,992	2,690	1,830
	<u>8,539</u>	<u>11,651</u>	<u>4,369</u>
Deferred: .....			
Federal .....	772	(7,253)	(1,290)
State .....	326	(1,054)	946
Foreign .....	598	2,909	(1,014)
	<u>1,696</u>	<u>(5,398)</u>	<u>(1,358)</u>
Total income tax provision .....	<u>\$10,235</u>	<u>\$ 6,253</u>	<u>\$ 3,011</u>



**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The reconciliation of our effective tax rate to the U.S. statutory federal income tax rate is as follows:

	<u>Year Ended March 31,</u>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
	(%)	(%)	(%)
Statutory federal income tax rate .....	35	35	35
State taxes, net of federal tax benefit .....	2	(1)	30
Expense (benefit) of lower tax jurisdictions .....	(5)	(8)	94
Research and development tax credits .....	(1)	(1)	—
Valuation allowance .....	(4)	(19)	(82)
Permanent items .....	3	3	—
Tax reserves .....	(6)	5	22
Share-based compensation .....	1	1	3
Capitalized expenses .....	—	—	19
Foreign income .....	—	—	8
Effective tax provision rate .....	<u>25</u>	<u>15</u>	<u>129</u>

The significant components of net deferred income tax assets are as follows (in thousands):

	<u>March 31,</u>	
	<u>2012</u>	<u>2011</u>
Deferred tax assets:		
Reserves and allowances .....	\$ 6,369	\$ 7,607
Other liabilities and accruals .....	2,081	3,053
Total short term deferred tax assets .....	<u>8,450</u>	<u>10,660</u>
Other long term liabilities and accruals .....	1,709	1,144
Depreciable assets .....	3,114	1,996
Net operating loss carryforward .....	18,469	21,039
Share-based compensation .....	3,696	2,984
Credits carryforward .....	2,300	2,489
Total long term deferred tax assets .....	<u>29,288</u>	<u>29,652</u>
Total deferred tax assets .....	<u>37,738</u>	<u>40,312</u>
Less: Valuation allowance and other reserves .....	<u>(3,659)</u>	<u>(4,878)</u>
Net deferred tax asset .....	<u>\$34,079</u>	<u>\$35,434</u>

The authoritative guidance provided by FASB requires deferred tax assets and liabilities to be recognized for temporary differences between the tax basis and financial reporting basis of assets and liabilities, computed at the expected tax rates for the periods in which the assets or liabilities will be realized, as well as for the expected tax benefit of net operating loss and tax credit carryforwards. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. Our management evaluates the recoverability of these net deferred tax assets in accordance with the authoritative guidance provided by FASB. Our ability to utilize the deferred tax assets and the continuing need for a related valuation allowance are being monitored on an ongoing basis. During fiscal 2012, we recorded certain adjustments on the valuation allowance, tax contingency reserves and other temporary items. The impact of these adjustments is discussed further in this note.

## IXYS CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

At March 31, 2012, we had gross U.S. net operating loss carryforwards of approximately \$91.8 million, all of which are subject to the limitations under Section 382 of the U.S. tax code resulting from a change in ownership. These carryforwards will expire, if not utilized, from fiscal 2013 to 2023 for U.S. tax purposes. None of the U.S. net operating loss carryforwards represent the stock option deduction arising from activity under our stock option plan. As of March 31, 2012, we had net operating loss carryforwards for foreign income tax purposes of approximately \$8.1 million.

During fiscal 2012, the \$1.2 million decrease in the valuation allowance and other reserves from \$4.9 million as of March 31, 2011 to \$3.7 million as of March 31, 2012 included a \$1.7 million change in valuation allowance. This is primarily because the tax holiday in Switzerland ended, and our Swiss subsidiary utilized some of its net operating losses. This utilization reduced the Swiss subsidiary's deferred tax assets, which consequently lowered the valuation allowance balance.

At the end of fiscal 2012, we had \$6.3 million of gross unrecognized tax benefits, all of which would affect our effective tax rate if recognized. The \$6.3 million has been classified under "Other Long term liabilities" on our consolidated balance sheets. Our liability for unrecognized tax benefits decreased by \$3.6 million from last year, principally due to the lapse of statutes of limitation in respect of certain tax positions and the completion of an audit conducted by German tax authorities. The liability for unrecognized tax benefits was offset by an \$803,000 income in current year adjustments and by an increase of \$285,000 in accrued interest and penalties. We do not anticipate any unrecognized tax benefits in the next 12 months that would result in a material change to our financial position.

We include interest and penalties in the financial statements as a component of income tax expense. We had \$703,000 of accrued interest and penalties at March 31, 2012.

The aggregate changes in the balance of gross unrecognized tax benefits were as follows (in thousands):

Balance as of March 31, 2009 .....	\$ 5,295
Lapse of statute of limitations .....	(1,143)
Increases in balances related to tax positions taken during prior periods .....	254
Increases in balances related to tax positions taken during the current period .....	<u>1,827</u>
Balance as of March 31, 2010 .....	6,233
Lapse of statute of limitations .....	(1,492)
Increases in balances related to tax positions taken during prior periods .....	362
Increases in balances related to tax positions taken during the current period .....	<u>3,682</u>
Balance as of March 31, 2011 .....	8,785
Lapse of statute of limitations and close of foreign audit .....	(3,555)
Increases in balances related to tax positions taken during prior periods .....	285
Increases in balances related to tax positions taken during the current period .....	<u>803</u>
Balance as of March 31, 2012 .....	<u>\$ 6,318</u>

We have made no provision for U.S. income taxes on undistributed earnings of certain foreign subsidiaries because it is our intention to permanently reinvest such earnings in our foreign subsidiaries. If such earnings were distributed, we would be subject to additional U.S. income tax expense. Determination of the amount of unrecognized deferred income tax liability related to these earnings is not practical.

Under the Tax Reform Act of 1986, the amounts of and benefits from net operating loss carryforwards and tax credit carryforwards may be impaired or limited in certain circumstances. Events that may restrict utilization of net operating loss and credit carryforwards include, but are not limited to, certain ownership change limitations and continuity of business requirements, as defined in Internal Revenue Code Section 382 and similar state provisions. In the event we had a change of ownership, utilization of carryforwards could be restricted to an





**IXYS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

annual limitation. The annual limitation may result in the expiration of net operating loss carryforwards and credit carryforwards before they can be utilized.

**18. Commitments and Contingencies**

*Commitments*

We lease certain equipment under capital lease arrangements expiring through fiscal 2016 at interest rates of 3.6% to 6.0%. We rent certain of our facilities under operating leases expiring through fiscal 2023.

Future minimum lease payments under capital leases, operating leases and commitments for the purchase of inventory and property and equipment are as follows (in thousands):

<u>Fiscal Year Ended March 31,</u>	<u>Capital Leases</u>	<u>Operating Leases</u>	<u>Other Purchase Obligations</u>	<u>Total</u>
2013 .....	\$3,179	\$1,647	\$18,566	\$23,392
2014 .....	2,746	1,190	6,091	10,027
2015 .....	2,470	1,081	4,500	8,051
2016 .....	709	764	4,500	5,973
2017 .....	—	701	—	701
Thereafter .....	—	3,016	—	3,016
Total minimum payments .....	9,104	<u>\$8,399</u>	<u>\$33,657</u>	<u>\$51,160</u>
Less: interest .....	580			
	8,524			
Less: current portion .....	<u>2,873</u>			
Capitalized lease obligations, net of current portion .....	<u>\$5,651</u>			

Rent expense for fiscal years ended March 31, 2012, 2011 and 2010 amounted to \$1.7 million, \$2.1 million and \$1.3 million, respectively.

As of March 31, 2012 and 2011, we had cash deposits with financial institutions of \$509,000 and \$593,000, respectively, which were restricted as to use and represent compensating balances for current or future discounted acceptances and letters of credit. These balances are included in restricted cash on our balance sheets.

On November 13, 2009, we entered into a credit agreement with BOW. On December 29, 2010, we entered into an amendment with BOW to increase the line of credit to \$20.0 million and to extend the expiration date to October 31, 2013. The credit agreement includes a letter of credit subfacility, under which BOW agrees to issue letters of credit of up to \$3.0 million. However, borrowing under this subfacility is limited to the extent of availability under the \$20.0 million revolving line of credit. At March 31, 2012, the outstanding principal balance under the credit agreement was \$15.0 million. See Note 8, "Borrowing Arrangements" for further information regarding the terms of the credit agreement.

***Legal Proceedings***

We are currently involved in a variety of legal matters that arise in the normal course of business. Based on information currently available, management does not believe that the ultimate resolution of these matters will have a material adverse effect on our financial condition, results of operations and cash flows. Were an unfavorable ruling to occur, there exists the possibility of a material adverse impact on the results of operations of the period in which the ruling occurs.

**IXYS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

***Other Commitments and Contingencies***

On occasion, we provide limited indemnification to customers against intellectual property infringement claims related to our products. To date, we have not experienced significant activity or claims related to such indemnifications. We also provide in the normal course of business indemnification to our officers, directors and selected parties. We are unable to estimate any potential future liability, if any. Therefore, no liability for these indemnification agreements has been recorded as of March 31, 2012 and 2011.

**Selected Quarterly Financial Data (unaudited, in thousands, except per share amounts)**

***Fiscal Year Ended March 31, 2012***

	Three Months Ended			
	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011
Net revenues .....	\$87,181	\$80,041	\$99,004	\$101,778
Gross profit .....	29,955	23,152	31,478	35,035
Operating income .....	3,529	5,317	14,185	16,331
Net income(1) .....	\$ 3,712	\$ 5,671	\$10,947	\$ 9,976
Net income per share — basic(2) .....	\$ 0.12	\$ 0.18	\$ 0.35	\$ 0.32
Net income per share — diluted(2) .....	\$ 0.11	\$ 0.18	\$ 0.34	\$ 0.30
Weighted average shares used in per share calculation				
Basic .....	31,288	31,203	31,383	31,508
Diluted .....	32,382	32,238	32,545	32,806

***Fiscal Year Ended March 31, 2011***

	Three Months Ended			
	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010
Net revenues .....	\$96,761	\$91,727	\$89,910	\$84,875
Gross profit .....	31,717	29,080	31,808	29,493
Operating income .....	10,717	9,656	12,830	10,089
Net income(3) .....	\$15,934	\$ 7,306	\$ 6,881	\$ 6,526
Net income per share — basic(2) .....	\$ 0.51	\$ 0.23	\$ 0.22	\$ 0.21
Net income per share — diluted(2) .....	\$ 0.49	\$ 0.23	\$ 0.22	\$ 0.21
Weighted average shares used in per share calculation				
Basic .....	31,312	31,096	31,149	31,332
Diluted .....	32,417	32,071	31,623	31,701

- (1) During the fourth quarter of fiscal 2012, we recorded a goodwill impairment charge of \$6.4 million.
- (2) The sum of the four quarterly calculations of net income per share are not equal to the annual net income per share due to the use of quarterly weighted average shares used to determine the quarterly net income per share as compared to the annual weighted average shares used to determine the annual net income per share.
- (3) During the fourth quarter of fiscal 2011, we reduced our valuation allowances relating to domestic net operating losses to reflect our assessment that they were likely to be realized, partially offset by an increase in valuation allowance in respect of certain foreign tax jurisdictions. The net amount of these adjustments was \$8.0 million. During the same quarter, we recorded impairment charges on goodwill and finite-lived intangible assets of \$702,000.



**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

An evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, or Exchange Act) as of March 31, 2012. This evaluation included various processes that were carried out in an effort to ensure that information required to be disclosed in our Securities and Exchange Commission, or SEC, reports is recorded, processed, summarized and reported within the time periods specified by the SEC. In this evaluation, the Chief Executive Officer and the Chief Financial Officer considered whether our disclosure controls and procedures were also effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. This evaluation also included consideration of certain aspects of our internal controls and procedures for the preparation of our financial statements. Our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2012, our disclosure controls and procedures were effective.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2012. In making this assessment, our management used the criteria set forth in *Internal Control-Integrated Framework*, which was issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our management has concluded that, as of March 31, 2012, our internal control over financial reporting was effective.

BDO USA, LLP, the independent registered public accounting firm that audited the financial statements included in this Annual Report on Form 10-K, has issued an attestation report on our internal control over financial reporting, which is included elsewhere herein.

**Changes in Internal Control over Financial Reporting**

There were no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fourth quarter of fiscal 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Inherent Limitations on Effectiveness of Controls**

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our procedures or our internal controls will prevent or detect all errors and all fraud. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of our controls can provide absolute assurance that all control issues, errors and instances of fraud, if any, have been detected.

## Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
IXYS Corporation  
Milpitas, California

We have audited IXYS Corporation's internal control over financial reporting as of March 31, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). IXYS Corporation's 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 "Item 9A, Controls and Procedures". 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, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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.

In our opinion, IXYS Corporation maintained, in all material respects, effective internal control over financial reporting as of March 31, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of IXYS Corporation as of March 31, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended March 31, 2012 and our report dated June 8, 2012 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

San Jose, California  
June 8, 2012



## **Item 9B. *Other Information***

On June 6, 2012, the Compensation Committee of the Board of Directors of our company awarded Dr. Nathan Zommer, our Chairman of the Board and Chief Executive Officer, and Uzi Sasson, our President and Chief Financial Officer, \$521,788 and \$319,372, respectively, as cash performance compensation for fiscal 2012.

## **PART III**

### **Item 10. *Directors, Executive Officers and Corporate Governance***

The information required by this item, other than with respect to our executive officers and Code of Ethics, is incorporated herein by reference to our Proxy Statement for our 2012 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2012, or our 2012 Proxy Statement, under the captions “Election of Directors,” “Information Regarding the Board and Corporate Governance” and “Section 16(A) Beneficial Ownership Reporting Compliance.”

#### **Executive Officers**

The information regarding our executive officers is set forth in Part I of this Annual Report on Form 10-K under the caption “Executive Officers of the Registrant” and is incorporated herein by reference.

#### **Code of Ethics**

We have adopted a Code of Ethics that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Ethics is posted on our website at [www.ixys.com](http://www.ixys.com) and can be found by clicking to expand the “Corporate Governance” caption on the Investor Relations page, which is accessed by clicking on the Corporate button on the home page at [ixys.com](http://ixys.com) and then clicking on the Investor Relations button.

We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Ethics by posting such information on our website, at the address and location specified above and, to the extent required by the listing standards of the NASDAQ Stock Market, by filing a Current Report on Form 8-K with the SEC disclosing such information.

### **Item 11. *Executive Compensation***

The information required by this item is incorporated by reference to our 2012 Proxy Statement under the captions “Executive Compensation” and “Information Regarding the Board and Corporate Governance.”

### **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by this item is incorporated by reference to our 2012 Proxy Statement under the captions “Equity Compensation Plan Information” and “Security Ownership of Certain Beneficial Owners and Management.”

### **Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is incorporated by reference to our 2012 Proxy Statement under the captions “Transactions with Related Persons” and “Information Regarding the Board and Corporate Governance.”

### **Item 14. *Principal Accounting Fees and Services***

The information required by this item is incorporated by reference to our 2012 Proxy Statement under the caption “Ratification of Selection of Independent Registered Public Accounting Firm.”

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this report:

(1) Financial Statements.

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of March 31, 2012 and 2011

Consolidated Statements of Operations for the years ended March 31, 2012, 2011 and 2010

Consolidated Statements of Cash Flows for the years ended March 31, 2012, 2011 and 2010

Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss) for the years ended March 31, 2012, 2011 and 2010

Notes to Consolidated Financial Statements

(2) Financial statements schedules. All schedules are omitted because they are not applicable or the required information is shown in the financial statements or the notes thereto.

(3) Exhibits.

<u>Exhibit</u>	<u>Title</u>
3.1	Amended and Restated Certificate of Incorporation of IXYS Corporation, as filed with the Secretary of State for the State of Delaware on March 23, 2001 (filed on June 28, 2001 as Exhibit 3.1 to the Annual Report on Form 10-K (No. 000-26124) and incorporated herein by reference).
3.2	Amended and Restated Bylaws of IXYS Corporation (filed on February 7, 2008 as Exhibit 3.2 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).
10.1	Loan Agreement dated June 2, 2005 by and between IXYS Semiconductor GmbH and IKB Deutsche Industriebank AG (filed on August 12, 2005 as Exhibit 10.2 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).
10.2	Collateral Agreement dated July 14, 2005 by and among IXYS Corporation, IXYS Semiconductor GmbH and IKB Deutsche Industriebank AG (filed on August 12, 2005 as Exhibit 10.3 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).
10.3*	Form of Indemnity Agreement for directors and officers (filed on June 12, 2008 as Exhibit 10.3 to the Annual Report on Form 10-K (No. 000-26124) and incorporated herein by reference).
10.4*	List of signatories to Indemnity Agreement.
10.5*	IXYS Corporation 1999 Equity Incentive Plan (filed on May 18, 2006 as Exhibit 10.1 to the Current Report on Form 8-K (No. 000-26124) and incorporated herein by reference).
10.6*	IXYS Corporation Amended and Restated 1999 Employee Stock Purchase Plan (filed on November 3, 2010 as Exhibit 10.1 to the Quarterly Report on Form 10-Q (No.000-26124) and incorporated herein by reference).
10.7*	IXYS Corporation 1999 Non-Employee Directors' Equity Incentive Plan (filed on July 8, 1999 as Exhibit 10.12 to the Annual Report on Form 10-K (No. 000-26124) and incorporated herein by reference).
10.8*	Form of Stock Option Agreement for the IXYS Corporation 1999 Equity Incentive Plan (filed on November 9, 2004 as Exhibit 10.3 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).
10.9*	Form of Stock Option Agreement for the IXYS Corporation 1999 Non-Employee Directors' Equity Incentive Plan (filed on November 9, 2004 as Exhibit 10.1 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).
10.10*	Form of Stock Option Agreement for the IXYS Corporation 1999 Non-Employee Directors' Equity Incentive Plan (filed on November 9, 2004 as Exhibit 10.2 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).

<u>Exhibit</u>	<u>Title</u>
10.11*	Form of Stock Option Agreement for the IXYS Corporation 1999 Equity Incentive Plan with net exercise provision (filed on June 22, 2006 as Exhibit 10.23 to the Annual Report on Form 10-K (No.000-26124) and incorporated herein by reference).
10.12*	Form of Stock Option Agreement for the IXYS Corporation 1999 Equity Incentive Plan for non-employee directors, (filed on June 22, 2006 as Exhibit 10.24 to the Annual Report on Form 10-K (No.000-26124) and incorporated herein by reference).
10.13*	Form of Stock Option Agreement for the IXYS Corporation 1999 Non-Employee Directors' Equity Incentive Plan with net exercise provision, (filed on June 22, 2006 as Exhibit 10.25 to the Annual Report on Form 10-K (No.000-26124) and incorporated herein by reference).
10.14*	Fourth Amended Executive Employment Agreement by and between IXYS Corporation and Nathan Zommer, effective as of August 1, 2009 (filed on August 10, 2009 as Exhibit 10.1 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).
10.15*	First Amendment Executive Employment Agreement by and between IXYS Corporation and Uzi Sasson, effective as of August 1, 2009 (filed on August 10, 2009 as Exhibit 10.2 to the Quarterly Report on Form 10-Q (No. 000-26124) and incorporated herein by reference).
10.16	Credit Agreement dated as of November 13, 2009 by and between Bank of the West and IXYS Corporation (filed on February 5, 2010 as Exhibit 10.1 to the Quarterly Report on Form 10-Q (No.000-26124) and incorporated herein by reference).
10.17	First Amendment to Credit Agreement dated as of February 17, 2010 by and between Bank of the West and IXYS Corporation (filed on June 8, 2011 as Exhibit 10.17 to the Annual Report on Form 10-K (No.000-26124) and incorporated herein by reference).
10.18	Second Amendment to Credit Agreement dated as of December 29, 2010 by and between Bank of the West and IXYS Corporation (filed on February 4, 2011 as Exhibit 10.1 to the Quarterly Report on Form 10-Q (No.000-26124) and incorporated herein by reference).
10.19*	IXYS Corporation 2009 Equity Incentive Plan (filed on August 10, 2009 as Exhibit 10.3 to the Quarterly Report on Form 10-Q (No.000-26124) and incorporated herein by reference).
10.20*	Notice of Stock Option Grant and Agreement for the IXYS Corporation 2009 Equity Incentive Plan (filed on August 10, 2009 as Exhibit 10.4 to the Quarterly Report on Form 10-Q (No.000-26124) and incorporated herein by reference).
10.21*	Zilog, Inc. 2002 Omnibus Stock Incentive Plan. (filed on June 11, 2010 as Exhibit 10.25 to the Annual Report on Form 10-K (No. 000-26124) and incorporated herein by reference).
10.22*	Form of Nonqualified Stock Option Agreement for Stock Options pursuant to the Zilog, Inc. 2002 Omnibus Stock Incentive Plan. (filed on June 11, 2010 as Exhibit 10.26 to the Annual Report on Form 10-K (No. 000-26124) and incorporated herein by reference).
10.23*	Zilog, Inc. 2004 Omnibus Stock Incentive Plan. (filed on June 11, 2010 as Exhibit 10.27 to the Annual Report on Form 10-K (No. 000-26124) and incorporated herein by reference).
10.24*	Form of Nonqualified Stock Option Agreement for the Zilog, Inc. 2004 Omnibus Stock Incentive Plan. (filed on June 11, 2010 as Exhibit 10.28 to the Annual Report on Form 10-K (No.000-26124) and incorporated herein by reference).
10.25*	IXYS Corporation 2011 Equity Incentive Plan (filed on August 5, 2011 as Exhibit 10.1 to the Quarterly Report on Form 10-Q (No.000-26124) and incorporated herein by reference).
10.26*	Notice of Stock Option Grant and Agreement for the IXYS Corporation 2011 Equity Incentive Plan (filed on August 5, 2011 as Exhibit 10.2 to the Quarterly Report on Form 10-Q (No.000-26124) and incorporated herein by reference).
21.1	List of Subsidiaries.
23.1	Consent of BDO USA, LLP.
24.1	Power of Attorney (included on the signature page).
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities and Exchange Commission.
31.2	Certification of Chief Financial Officer pursuant to the Rule 13a-14(a) of the Securities and Exchange Commission.

<u>Exhibit</u>	<u>Title</u>
32.1	Certification required by Rule 13a-14(b) of the Securities and Exchange Commission and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Management contract or compensatory plan or arrangement.

(b) Exhibits. See Item 15(a)(3) above.

(c) Financial Statement Schedules. See Item 15(a)(2) above.





**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IXYS CORPORATION

By:   /s/ Nathan Zommer    
 Nathan Zommer  
*Chairman of the Board and  
 Chief Executive Officer  
 (Principal Executive Officer)*

Dated: June 8, 2012

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Nathan Zommer and Uzi Sasson, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                        /s/ Nathan Zommer                        </u> Nathan Zommer	Chairman of the Board (Director) and Chief Executive Officer (Principal Executive Officer)	June 8, 2012
<u>                        /s/ Uzi Sasson                        </u> Uzi Sasson	President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 8, 2012
<u>                        /s/ Donald L. Feucht                        </u> Donald L. Feucht	Director	June 8, 2012
<u>                        /s/ Samuel Kory                        </u> Samuel Kory	Director	June 8, 2012
<u>                        /s/ S. Joon Lee                        </u> S. Joon Lee	Director	June 8, 2012
<u>                        /s/ Timothy A. Richardson                        </u> Timothy A. Richardson	Director	June 8, 2012
<u>                        /s/ James M. Thorburn                        </u> James M. Thorburn	Director	June 8, 2012
<u>                        /s/ Kenneth D. Wong                        </u> Kenneth D. Wong	Director	June 8, 2012

# Corporate Information

## Board of Directors

Nathan Zommer  
Chairman of the Board and Chief Executive Officer

Donald L. Feucht  
Chairman of the Nominating and  
Corporate Governance Committee  
Investor

Samuel Kory  
Chairman of the Compensation Committee  
Retired Executive and Consultant

S. Joon Lee  
Retired Executive

Timothy A. Richardson  
Director of Jupiter Research Foundation

James M. Thorburn  
Consultant

Kenneth D. Wong  
Chairman of the Audit Committee  
Investor

## Executive Officers

Nathan Zommer  
Chairman of the Board and Chief Executive Officer

Uzi Sasson  
President and Chief Financial Officer

## Annual Meeting

August 24, 2012  
1590 Buckeye Drive  
Milpitas, CA 95035

## Corporate Headquarters

1590 Buckeye Drive  
Milpitas, CA 95035  
(408) 457-9000

## Form 10-K

A copy of our Annual Report  
on Form 10-K, filed with  
the Securities and Exchange  
Commission, is available without  
charge upon request to:

Uzi Sasson  
IXYS Corporation  
1590 Buckeye Drive  
Milpitas, CA 95035

Or e-mail to:  
[investorrelations@ixys.net](mailto:investorrelations@ixys.net)

Or call (408) 457-9000. A copy is  
also available at the Securities and  
Exchange Commission website at  
[www.sec.gov](http://www.sec.gov).

## Transfer Agent and Registrar

BNY Mellon Shareowner Services  
480 Washington Blvd., 27th Fl  
Jersey City, NJ 07310  
(800) 522-6645