

INFINERA Corp  
Form 10-Q  
November 08, 2018  
Table of Contents

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

FORM 10-Q

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

For the quarterly period ended September 29, 2018

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-33486

INFINERA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 77-0560433

(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

140 Caspian Court 94089  
Sunnyvale, CA

(Address of principal executive offices) (Zip Code)

(408) 572-5200

(Registrant's telephone number, including area code)

Not Applicable

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of November 1, 2018, 174,986,726 shares of the registrant's Common Stock, \$0.001 par value, were issued and outstanding.

Table of Contents

INFINERA CORPORATION  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE FISCAL QUARTER ENDED September 29, 2018  
INDEX

	Page
<u>PART I. FINANCIAL INFORMATION</u>	
Item 1. <u>Condensed Consolidated Financial Statements (Unaudited)</u>	<u>3</u>
<u>Condensed Consolidated Balance Sheets – As of September 29, 2018 and December 30, 2017</u>	<u>3</u>
<u>Condensed Consolidated Statements of Operations – Three and nine months ended September 29, 2018 and September 30, 2017</u>	<u>4</u>
<u>Condensed Consolidated Statements of Comprehensive Loss – Three and nine months ended September 29, 2018 and September 30, 2017</u>	<u>5</u>
<u>Condensed Consolidated Statements of Cash Flows – Nine months ended September 29, 2018 and September 30, 2017</u>	<u>6</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>8</u>
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>34</u>
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>43</u>
Item 4. <u>Controls and Procedures</u>	<u>43</u>
<u>PART II. OTHER INFORMATION</u>	
Item 1. <u>Legal Proceedings</u>	<u>44</u>
Item 1A. <u>Risk Factors</u>	<u>45</u>
Item 6. <u>Exhibits</u>	<u>66</u>
<u>Signature Page</u>	<u>67</u>

---

Table of Contents

## PART I. FINANCIAL INFORMATION

## Item 1. Condensed Consolidated Financial Statements (Unaudited)

## INFINERA CORPORATION

## CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except par values)

(Unaudited)

	September 29, 2018	December 30, 2017
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 416,406	\$ 116,345
Short-term investments	30,480	147,596
Accounts receivable, net of allowance for doubtful accounts of \$866 in 2018 and \$892 in 2017	153,901	126,152
Inventory	211,945	214,704
Prepaid expenses and other current assets	43,756	43,140
Total current assets	856,488	647,937
Property, plant and equipment, net	131,923	135,942
Intangible assets	66,144	92,188
Goodwill	180,986	195,615
Long-term investments	850	36,129
Other non-current assets	11,007	9,859
Total assets	\$ 1,247,398	\$ 1,117,670
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 83,249	\$ 58,124
Accrued expenses	43,324	39,782
Accrued compensation and related benefits	35,738	45,751
Short-term debt, net	—	144,928
Accrued warranty	13,475	13,670
Deferred revenue	42,724	72,421
Total current liabilities	218,510	374,676
Long-term debt, net	262,580	—
Accrued warranty, non-current	17,007	17,239
Deferred revenue, non-current	15,790	22,502
Deferred tax liability	14,977	21,609
Other long-term liabilities	14,217	16,279
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Preferred stock, \$0.001 par value	—	—
Authorized shares – 25,000 and no shares issued and outstanding		
Common stock, \$0.001 par value		
Authorized shares – 500,000 as of September 29, 2018 and December 30, 2017		
Issued and outstanding shares – 153,988 as of September 29, 2018 and 149,471 as of December 30, 2017	154	149
Additional paid-in capital	1,547,451	1,417,043
Accumulated other comprehensive income (loss)	(19,785	) 6,254

Edgar Filing: INFINERA Corp - Form 10-Q

Accumulated deficit	(823,503	) (758,081	)
Total stockholders' equity	704,317	665,365	
Total liabilities and stockholders' equity	\$ 1,247,398	\$ 1,117,670	

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

3

---

Table of Contents

INFINERA CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2018	2017	2018	2017
Revenue:				
Product	\$ 167,030	\$ 159,579	\$ 513,947	\$ 449,992
Services	33,383	33,001	97,374	94,931
Total revenue	200,413	192,580	611,321	544,923
Cost of revenue:				
Cost of product	117,152	111,803	335,674	311,437
Cost of services	13,075	12,951	38,945	36,772
Restructuring and related	7	—	50	—
Total cost of revenue	130,234	124,754	374,669	348,209
Gross profit	70,179	67,826	236,652	196,714
Operating expenses:				
Research and development	50,658	56,616	165,497	169,076
Sales and marketing	26,073	27,824	86,286	86,662
General and administrative	18,415	17,634	54,616	53,556
Restructuring and related	191	—	1,708	—
Total operating expenses	95,337	102,074	308,107	309,294
Loss from operations	(25,158 )	(34,248 )	(71,455 )	(112,580 )
Other income (expense), net:				
Interest income	292	857	1,818	2,470
Interest expense	(2,160 )	(3,549 )	(8,344 )	(10,408 )
Other gain (loss), net	(5,449 )	(80 )	(3,514 )	(462 )
Total other income (expense), net	(7,317 )	(2,772 )	(10,040 )	(8,400 )
Loss before income taxes	(32,475 )	(37,020 )	(81,495 )	(120,980 )
Provision for (benefit from) income taxes	135	211	(667 )	(459 )
Net loss	(32,610 )	(37,231 )	(80,828 )	(120,521 )
Net loss per common share:				
Basic	\$(0.21 )	\$(0.25 )	\$(0.53 )	\$(0.82 )
Diluted	\$(0.21 )	\$(0.25 )	\$(0.53 )	\$(0.82 )
Weighted average shares used in computing net loss per common share:				
Basic	153,492	148,777	152,028	147,367
Diluted	153,492	148,777	152,028	147,367

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

Table of ContentsINFINERA CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 29,	September 30,
	2018	2017	2018	2017
Net loss	\$ (32,610)	\$ (37,231 )	\$ (80,828 )	\$ (120,521 )
Other comprehensive income (loss), net of tax:				
Change in unrealized gain (loss) on available-for-sale investments	175	87	274	27
Foreign currency translation adjustment	2,069	12,614	(26,242 )	37,257
Tax related to available-for-sale investment	(45 )	(11 )	(71 )	(11 )
Net change in accumulated other comprehensive income (loss)	2,199	12,690	(26,039 )	37,273
Comprehensive loss	\$ (30,411)	\$ (24,541 )	\$ (106,867)	\$ (83,248 )

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

Table of Contents

INFINERA CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended	
	September 30, 2018	September 30, 2017
Cash Flows from Operating Activities:		
Net loss	\$(80,828 )	\$ (120,521 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	50,339	49,391
Non-cash restructuring and related credits	(81 )	—
Amortization of debt discount and issuance costs	6,752	8,399
Realized gain on sale of non-marketable equity investments	(1,050 )	—
Impairment on non-marketable equity investment	4,260	—
Stock-based compensation expense	34,394	35,424
Other loss	214	622
Changes in assets and liabilities:		
Accounts receivable	(27,728 )	15,078
Inventory	(926 )	(9,601 )
Prepaid expenses and other assets	294	(15,366 )
Accounts payable	26,254	25,840
Accrued liabilities and other expenses	(30,754 )	(18,757 )
Deferred revenue	(8,669 )	8,575
Net cash used in operating activities	(27,529 )	(20,916 )
Cash Flows from Investing Activities:		
Purchase of available-for-sale investments	(2,986 )	(122,249 )
Proceeds from sales of available-for-sale investments	53,039	10,531
Proceeds from maturities of investments	98,112	111,970
Proceeds from sale of non-marketable equity investment	1,050	—
Purchase of property and equipment	(27,027 )	(50,247 )
Net cash provided by (used in) investing activities	122,188	(49,995 )
Cash Flows from Financing Activities:		
Proceeds from issuance of debt, net	391,431	—
Purchase of capped call transactions	(48,880 )	—
Repayment of debt	(150,000 )	—
Acquisition of noncontrolling interest	—	(471 )
Proceeds from issuance of common stock	17,693	17,991
Minimum tax withholding paid on behalf of employees for net share settlement	(1,093 )	(963 )
Net cash provided by financing activities	209,151	16,557
Effect of exchange rate changes on cash and restricted cash	(3,054 )	3,855
Net change in cash, cash equivalents and restricted cash	300,756	(50,499 )
Cash, cash equivalents and restricted cash at beginning of period	121,486	177,580
Cash, cash equivalents and restricted cash at end of period <sup>(1)</sup>	\$422,242	\$ 127,081
Supplemental disclosures of cash flow information:		
Cash paid for income taxes, net of refunds	\$3,320	\$ 4,159
Cash paid for interest	\$1,332	\$ 1,317
Supplemental schedule of non-cash investing activities:		
Transfer of inventory to fixed assets	\$1,165	\$ 3,110





Table of Contents

(1) Reconciliation of cash, cash equivalents and restricted cash to the condensed consolidated balance sheets:

September 30,  
2018      2017

(In thousands)

Cash and cash equivalents	\$416,406	\$ 122,042
Short-term restricted cash	402	740
Long-term restricted cash	5,434	4,299
Total cash, cash equivalents and restricted cash	\$422,242	\$ 127,081

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

7

---

Table of Contents

INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

Infinera Corporation (the “Company”) prepared its interim condensed consolidated financial statements that accompany these notes in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”), consistent in all material respects with those applied in the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2017.

The Company has made certain estimates, assumptions and judgments that can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the condensed consolidated financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Significant estimates, assumptions and judgments made by management include revenue recognition, stock-based compensation, inventory valuation, accrued warranty, business combinations, fair value measurement of investments and accounting for income taxes. Other less significant estimates, assumptions and judgments made by management include allowances for sales returns, allowances for doubtful accounts, useful life of intangible assets, and property, plant and equipment. Management believes that the estimates and judgments upon which they rely are reasonable based upon information available to them at the time that these estimates and judgments are made. To the extent there are material differences between these estimates and actual results, the Company’s condensed consolidated financial statements will be affected.

The interim financial information is unaudited, but reflects all adjustments that are, in management’s opinion, necessary to provide a fair presentation of results for the interim periods presented. All adjustments are of a normal recurring nature. The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated.

This interim information should be read in conjunction with the consolidated financial statements in the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2017.

To date, a few of the Company’s customers have accounted for a significant portion of its revenue. For the three months ended September 29, 2018, two customers individually accounted for 17% and 14% of the Company’s total revenue and for the corresponding period in 2017, two customers individually accounted for 16% and 12% of the Company’s total revenue. For the nine months ended September 29, 2018, two customers individually accounted for 22% and 14% of the Company’s total revenue and for the corresponding period in 2017, two customers individually accounted for 16% and 11% of the Company’s total revenue.

There have been no material changes in the Company’s significant accounting policies for the nine months ended September 29, 2018 as compared to those disclosed in the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2017, with the exception of the Company’s revenue recognition policy. Effective December 31, 2017, the Company adopted Accounting Standards Update No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASC 606”). See Note 3, “Revenue Recognition” to the Notes to Condensed Consolidated Financial Statements for discussion on the impact of the adoption of these standards on the Company’s policy for revenue recognition.

The Company adopted Accounting Standards Update 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash” (“ASU 2016-18”), during the first quarter of fiscal 2018, using the retrospective transition approach. Restricted cash in the prior period has been included with cash and cash equivalents when reconciling the beginning and ending total amounts on the statement of cash flows for the nine months ended September 30, 2017, to conform to the current period presentation. The adoption of ASU 2016-18 did not have a material impact on the cash flow activity presented on the Company’s condensed consolidated statement of cash flows.

2. Recent Accounting Pronouncements

Accounting Pronouncements Recently Adopted

In December 2017, the SEC staff issued Staff Accounting Bulletin No. 118, “Income Tax Accounting Implications of the Tax Cuts and Jobs Act” (“SAB 118”), which allows the Company to record provisional amounts during a

measurement period not to extend beyond one year of the enactment date. Since the U.S. Tax Cuts and

8

---

Jobs Act (the “Tax Act”) was passed in December 2017, and ongoing guidance and accounting interpretation are expected over the next 12 months, the Company considers the accounting of the transition tax and deferred tax re-measurements to be incomplete due to the forthcoming guidance and the ongoing analysis of final year-end data and tax positions. The Company expects to complete the analysis within the measurement period in accordance with SAB 118. In March 2018, the Financial Accounting Standards Board (the “FASB”) issued ASU 2018-05, “Amendments to SEC Paragraphs Pursuant to SAB 118” and added such SEC guidance to Accounting Standards Codification 740, “Income Taxes, codified under the title: Income Tax Accounting Implications of the Tax Cuts and Jobs Act.”

In May 2017, the FASB issued Accounting Standards Update No. 2017-09, “Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting” (“ASU 2017-09”), which amends the scope of modification accounting for share-based payment arrangements, and provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting under Topic 718. The Company's adoption of ASU 2017-09 during its first quarter of 2018 had no impact on its condensed consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, which requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. As such, restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and ending-of-period total amounts shown on the statement of cash flows. The Company adopted ASU 2016-18 during the first quarter of fiscal 2018, using the retrospective transition approach. See the condensed consolidated statements of cash flows for a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts on the condensed consolidated statements of cash flows.

In May 2016, the FASB issued Accounting Standards Update No. 2016-11, “Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815): Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting (SEC Update)” (“ASU 2016-11”), which rescinds various standards codified as part of Topic 605, Revenue Recognition in relation to the future adoption of Topic 606. These rescissions include changes to topics pertaining to revenue and expense recognition for freight services in process, accounting for shipping and handling fees and costs, and accounting for consideration given by a vendor to a customer. The Company adopted ASU 2016-11 during the first quarter of 2018. See Note 3, “Revenue Recognition” to the Notes to Condensed Consolidated Financial Statements for more information.

In May 2014, the FASB issued ASC 606, which creates a single, joint revenue standard that is consistent across all industries and markets for companies that prepare their financial statements in accordance with U.S. GAAP. Under ASC 606, an entity is required to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to receive in exchange for those goods or services. In August 2015, the FASB issued Accounting Standards update 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date,” which deferred the effective date of ASC 606 by one year with early adoption permitted beginning after December 15, 2016. The updated standard is effective for interim and annual periods beginning after December 15, 2017. In April 2016, the FASB issued Accounting Standards Update No. 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing,” which clarifies the implementation guidance on identifying performance obligations and licensing. In May 2016, the FASB issued Accounting Standards Update No. 2016-12, “Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients,” which amends the guidance on collectability, noncash consideration, presentation of sales tax and transition. In December 2016, the FASB issued Accounting Standards Update No. 2016-20, “Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers,” to increase stakeholders' awareness of the proposals and to expedite improvements to ASC 606. ASC 606 also includes Subtopic 340-40, “Other Assets and Deferred Costs - Contracts with Customers,” which requires the deferral of incremental costs of obtaining a contract with a customer. Collectively, the Company refers to ASC 606 and Subtopic 340-40 as “ASC 606.” The Company adopted ASC 606 as of December 31, 2017 using the modified retrospective transition method applied to those contracts that were not completed as of December 31, 2017. See Note 3, “Revenue Recognition” to the Notes to Condensed Consolidated Financial Statements for more information.

In January 2016, the FASB issued Accounting Standards Update No. 2016-01, “Financial Instruments (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities” (“ASU 2016-01”), which requires equity investments to be measured at fair value with changes in fair value recognized in the income

statement and simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. The Company adopted ASU 2016-01 during its first quarter of 2018 and the adoption did not have a material impact on its condensed consolidated financial statements. See Note 4, "Fair Value Measurements" to the Notes to Condensed Consolidated Financial Statements for more information.

#### Accounting Pronouncements Not Yet Effective

In August 2018, the FASB issued Accounting Standards Update No. 2018-15 ("ASU 2018-15"), "Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract." The update provides guidance for determining if a cloud computing arrangement is within the scope of internal-use software guidance, and would require capitalization of certain implementation costs. ASU 2018-15 is effective for the Company in its first quarter of 2020, with early adoption permitted. The Company is currently evaluating the impact the adoption of ASU 2018-15 will have on its consolidated financial statements.

In August 2018, the FASB issued Accounting Standards Update No. 2018-13 ("ASU 2018-13"), "Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement." The update eliminates, adds, and modifies certain disclosure requirements for fair value measurements. ASU 2018-13 is effective for the Company in its first quarter of 2020 and early adoption is permitted of the entire standard or only the provisions that eliminate or modify disclosure requirements. The Company is currently evaluating the impact the adoption of ASU 2018-13 will have on its consolidated financial statements.

In June 2018, the FASB issued Accounting Standards Update No. 2018-07, "Improvements to Non-employee Share-Based Payment Accounting" ("ASU 2018-07"), which simplifies the accounting for share-based payments granted to non-employees for goods and services. Under ASU 2018-07, certain guidance on such payments to non-employees would be aligned with the requirements for share-based payments granted to employees. The guidance will be effective for the Company's first quarter of 2019 and early adoption is permitted. As the Company does not have material non-employee awards, it does not expect the adoption of ASU 2018-07 to have a material impact on its consolidated financial statements.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, "Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). The guidance eliminates Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The same one-step impairment test will be applied to goodwill at all reporting units, even those with zero or negative carrying amounts. Entities will be required to disclose the amount of goodwill at reporting units with zero or negative carrying amounts. ASU 2017-04 will be effective for the Company's annual or any interim goodwill impairment tests in its first quarter of fiscal 2020. The Company is currently evaluating the impact the adoption of ASU 2017-04 will have on its consolidated financial statements.

In June 2016, the FASB issued Accounting Standards Update No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), which requires measurement and recognition of expected credit losses for financial assets held. This guidance is effective for the Company in its first quarter of fiscal 2020 and early adoption is permitted. The Company is currently evaluating the impact the adoption of ASU 2016-13 will have on its consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which amends the existing accounting standards for leases. The new standard requires lessees to record a right-of-use asset and a corresponding lease liability on the balance sheet (with the exception of short-term leases). For lessees, leases will continue to be classified as either operating or financing in the income statement. This guidance is effective for the Company in its first quarter of fiscal 2019. ASU 2016-02 is required to be applied with a modified retrospective approach and requires application of the new standard at the beginning of the earliest comparative period presented. In July 2018, the FASB issued ASU 2018-11 "Leases (Topic 842): Targeted Improvements," ("ASU 2018-11"), which provides lessees an additional (and optional) transition method to apply the new leasing standard to all open leases at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The Company is currently evaluating the impact the adoption of ASU 2016-02 and ASU 2018-11 will have on its consolidated financial statements and expects to have increases in the assets and liabilities of its consolidated balance sheets.



### 3. Revenue Recognition

Effective December 31, 2017, the Company adopted ASC 606, using the modified retrospective method applied to those contracts that were not completed as of December 31, 2017. Results for the reporting periods after December 31, 2017 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported in accordance with the Company's historical accounting under Topic 605.

The Company recognizes revenue when control of the promised goods or services is transferred to its customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company determines revenue recognition by applying the following five-step approach:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, the Company satisfies a performance obligation.

Many of the Company's product sales are sold in combination with installation and deployment services along with initial hardware and software support. The Company's product sales are also sold with spares management, on-site hardware replacement services, network operations management, software subscription services, extended hardware warranty and training. Initial software and hardware support services are generally delivered over a one-year period in connection with the initial purchase. Software warranty provides customers with maintenance releases during the warranty support period and hardware warranty provides replacement or repair of equipment that fails to perform in line with specifications. Software subscription services include software warranty and additionally provides customers with rights to receive unspecified software product upgrades released during the support period.

Spares management and on-site hardware replacement services include the replacement of defective units at customer sites in accordance with specified service level agreements. Network operations management includes the day-to-day operation of a customer's network. These services are generally delivered on an annual basis. The Company evaluates each promised good and service in a contract to determine whether it represents a distinct performance obligation or should be accounted for as a combined performance obligation.

Services revenue includes software subscription services, installation and deployment services, spares management, on-site hardware replacement services, network operations management, extended hardware warranty and training. Revenue from software subscription services, spares management, on-site hardware replacement services, network operations management and extended hardware warranty contracts is deferred and is recognized ratably over the contractual support period, which is generally one year, as services are provided over the course of the entire period. Revenue related to training and installation and deployment services is recognized upon completion of the services.

Contracts and customer purchase orders are generally used to determine the existence of an arrangement. In addition, shipping documents and customer acceptances, when applicable, are used to verify delivery and transfer of title. The Company typically satisfies its performance obligations upon shipment or delivery of product depending on the contractual terms. Payment terms to customers generally range from net 30 to 120 days from invoice, which are considered to be standard payment terms. The Company assesses its ability to collect from its customers based primarily on the creditworthiness and past payment history of the customer.

Customer product returns are approved on a case by case basis. Specific reserve provisions are made based upon a specific review of all the approved product returns where the customer has yet to return the products to generate the related sales return credit at the end of a period. Estimated sales returns are recorded as a reduction to revenue.

For sales to resellers, the same revenue recognition criteria apply. It is the Company's practice to identify an end-user prior to shipment to a reseller. The Company does not offer rights of return or price protection to its resellers.



The Company reports revenue net of any required taxes collected from customers and remitted to government authorities, with the collected taxes recorded as current liabilities until remitted to the relevant government authority.

#### ASC 606 Adoption

The Company recorded a net reduction to the opening balance of its accumulated deficit of \$15.4 million as of December 31, 2017 due to the cumulative impact of adopting ASC 606, with the impact primarily related to its services revenue. The impact to revenue for the three and nine months ended September 29, 2018 was an increase of \$0.9 million and a decrease of \$0.6 million, respectively, as a result of applying ASC 606. The details of the significant changes and quantitative impact of the Company's adoption of ASC 606 are set out below.

#### Customer Purchase Commitments

The Company sells software licenses that provide customers the ability to purchase incremental bandwidth capacity on an already deployed piece of hardware. Infinera Instant Bandwidth ("IB") enabled systems generally include a specific initial capacity and incremental capacity can be added by the purchase of IB licenses. IB licenses are considered distinct performance obligations because customers can provision additional transmission capacity on demand without the deployment of any incremental equipment.

Some contracts commit the customer to purchase incremental IB licenses within a specified time frame from the initial shipment of the IB enabled hardware. The time frame varies by customer and generally ranges between 12 to 24 months. If the customer does not purchase the additional capacity within the time frame as stated in the contract, the Company has the right to deliver and invoice such IB licenses to the customer. Under ASC 605, the additional incremental licenses were not included as an element of the initial arrangement because fees for the future purchase were not fixed. Under ASC 606, future committed licenses are considered to be additional performance obligations when a minimum purchase obligation is present, as evidenced by enforceable rights and obligations. As such, the Company is required to estimate the variable consideration for future IB licenses as part of determining the contract transaction price.

#### Contract Termination Rights

The contract term is determined on the basis of the period over which the parties to the contract have present enforceable rights and obligations. Certain customer contracts include a termination for convenience clause that allows the customer to terminate services without penalty, upon advance notification. For such contracts, the service duration is limited to the non-cancellable portion of the contract.

#### Variable Consideration

The consideration associated with customer contracts is generally fixed. Variable consideration includes discounts, rebates, refunds, credits, incentives, penalties, or other similar items. The amount of consideration that can vary is not a substantial portion of total consideration.

Variable consideration estimates are re-assessed at each reporting period until a final outcome is determined. The changes to the original transaction price due to a change in estimated variable consideration will be applied on a retrospective basis, with the adjustment recorded in the period in which the change occurs. Changes to variable consideration will be tracked and material changes disclosed.

#### Stand-alone Selling Price

Stand-alone selling price is the price at which an entity would sell a good or service on a stand-alone (or separate) basis at contract inception. Under the model, the observable price of a good or service sold separately provides the best evidence of stand-alone selling price. However, in certain situations, stand-alone selling prices will not be readily observable and the entity must estimate the stand-alone selling price.

When allocating on a relative stand-alone selling price basis, any discount provided in the contract is generally allocated proportionately to all of the performance obligations in the contract.

The majority of products and services offered by the Company have readily observable selling prices. For products and services that do not, the Company generally estimates stand-alone selling price using the market assessment approach based on expected selling price and adjusts those prices as necessary to reflect the Company's

costs and margins. As part of its stand-alone selling price policy, the Company reviews product pricing on a periodic basis to identify any significant changes and revise its expected selling price assumptions as appropriate.

#### Shipping and Handling

The Company treats shipping and handling activities as costs to fulfill the Company's promise to transfer products. Shipping and handling fees billed to customers are recorded as a reduction to cost of product.

#### Capitalization of Costs to Obtain a Contract

The Company has assessed the treatment of costs to obtain or fulfill a contract with a customer. Sales commissions have historically been expensed as incurred. Under ASC 606, the Company capitalizes sales commissions related to multi-year service contracts and amortizes the asset over the period of benefit, which is the service period. Sales commissions paid on contract renewals, including service contract renewals, is commensurate with the sales commissions paid on the initial contracts.

The Company elected ASC 606's practical expedient to expense sales commissions as incurred when the amortization period of the related contract term is one year or less. These costs are recorded as sales and marketing expense and included on the balance sheet as accrued compensation and related benefits until paid.

As of September 29, 2018, the ending balance of the Company's capitalized costs to obtain a contract was \$0.4 million. The Company's amortization expense was not material for the three and nine months ended September 29, 2018.

#### Disaggregation of Revenue

The following table presents the Company's revenue disaggregated by revenue source (in thousands):

	Three Months Ended		Nine Months Ended	
	September 29, 2018	September 30, 2017 <sup>(1)</sup>	September 29, 2018	September 30, 2017 <sup>(1)</sup>
Product	\$ 167,030	\$ 159,579	\$ 513,947	\$ 449,992
Services	33,383	33,001	97,374	94,931
Total revenue	\$ 200,413	\$ 192,580	\$ 611,321	\$ 544,923

The Company sells its products directly to customers who are predominantly service providers and to channel partners that sell on our behalf. The following tables present the Company's revenue disaggregated by geography, based on the shipping address of the customer and by sales channel (in thousands):

	Three Months Ended		Nine Months Ended	
	September 29, 2018	September 30, 2017 <sup>(1)</sup>	September 29, 2018	September 30, 2017 <sup>(1)</sup>
United States	\$ 98,097	\$ 113,617	\$ 348,109	\$ 325,593
Other Americas	6,775	5,636	16,867	14,642
Europe, Middle East and Africa	59,131	58,391	180,492	163,714
Asia Pacific	36,410	14,936	65,853	40,974
Total revenue	\$ 200,413	\$ 192,580	\$ 611,321	\$ 544,923

	Three Months Ended		Nine Months Ended	
	September 29, 2018	September 30, 2017 <sup>(1)</sup>	September 29, 2018	September 30, 2017 <sup>(1)</sup>
Direct	\$ 172,918	\$ 179,300	\$ 557,004	\$ 512,072
Indirect	27,495	13,280	54,317	32,851
Total revenue	\$ 200,413	\$ 192,580	\$ 611,321	\$ 544,923

<sup>(1)</sup> Prior period amounts have not been adjusted under the modified retrospective method.



### Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers (in thousands):

	September 29, 2018	At Adoption
Accounts receivable, net	\$ 153,901	\$ 135,245
Contract assets	\$ 6,469	\$ 2,825
Deferred revenue	\$ 58,516	\$ 75,458

Revenue recognized for the nine months ended September 29, 2018 that was included in the deferred revenue balance at the beginning of the reporting period was \$35.2 million. Changes in the contract asset and liability balances during the three and nine months ended September 29, 2018 were not materially impacted by other factors.

### Transaction Price Allocated to the Remaining Performance Obligation

The Company's remaining performance obligations represent the transaction price allocated to performance obligations that are unsatisfied or partially satisfied, consisting of deferred revenue and backlog. The Company's backlog represents purchase orders received from customers for future product shipments and services. The Company's backlog is subject to future events that could cause the amount or timing of the related revenue to change, and, in certain cases, may be canceled without penalty. Orders in backlog may be fulfilled several quarters following receipt or may relate to multi-year support service obligations.

The following table includes estimated revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially satisfied) at the end of the reporting period (in thousands):

	Remainder of 2018	2019	2020	2021	2022	Thereafter	Total
Revenue expected to be recognized in the future as of September 29, 2018	\$ 96,246	\$ 56,853	\$ 18,278	\$ 5,056	\$ 2,536	\$ 2,300	\$ 181,269

### Impacts on Financial Statements

The following tables summarize the impact of adopting ASC 606 on the Company's condensed consolidated statement of operations for the three and nine months ended September 29, 2018 and the Company's condensed consolidated balance sheet as of December 31, 2017 (in thousands):

	Three Months Ended September 29, 2018		
	As Reported	Adjustments	Balances Without Adoption of ASC 606
<b>Income Statement</b>			
<b>Revenue</b>			
Product	\$ 167,030	\$ (1,845 )	\$ 165,185
Services	33,383	900	34,283
	\$ 200,413	\$ (945 )	\$ 199,468
<b>Costs and expenses</b>			
Cost of revenue	\$ 130,234	\$ 1,356	\$ 131,590
Net loss	\$(32,610 )	\$( 2,301 )	\$(34,911 )
Net loss per share - basic and diluted	\$(0.21 )	\$( 0.02 )	\$(0.23 )

Edgar Filing: INFINERA Corp - Form 10-Q

Nine Months Ended September 29,  
2018

Balances  
Without  
Adoption  
of ASC  
606

	As Reported	Adjustments	
Income Statement			
Revenue			
Product	\$513,947	\$ (2,740 )	\$511,207
Services	97,374	3,380	100,754
	\$611,321	\$ 640	\$611,961
Costs and expenses			
Cost of revenue	\$374,669	\$ 2,596	\$377,265
Net loss	\$(80,828 )	\$ (1,956 )	\$(82,784 )
Net loss per share - basic and diluted	\$(0.53 )	\$ (0.01 )	\$(0.54 )

As

Balance at December 30, 2017	Adjustments due to ASC 606	Adjusted Balance at December 31, 2017
------------------------------------	----------------------------------	--

Balance Sheet

Assets

Accounts receivable, net	\$126,152	\$ 9,093	\$135,245
Inventory	\$214,704	\$ (239 )	\$214,465
Prepaid expenses and other assets	\$43,339	\$ 2,731	\$46,070

Liabilities

Accrued expenses	\$39,782	\$ 15,645	\$55,427
Deferred revenue	\$94,923	\$ (19,465 )	\$75,458

Equity

Accumulated deficit	\$(758,081)	\$ 15,406	\$(742,675)
---------------------	-------------	-----------	-------------

4. Fair Value Measurements

Pursuant to the accounting guidance for fair value measurements and its subsequent updates, fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

Valuation techniques used by the Company are based upon observable and unobservable inputs. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions about market participant assumptions based on the best information available. Observable inputs are the preferred source of values. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

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-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Prices or valuations that require management inputs that are both significant to the fair value measurement and unobservable.

The Company measures its cash equivalents, foreign currency exchange forward contracts and marketable debt securities at fair value and classifies its investments in accordance with the fair value hierarchy. The

15

---

Table of Contents

Company's money market funds and U.S. treasuries are classified within Level 1 of the fair value hierarchy and are valued based on quoted prices in active markets for identical securities.

The Company classifies its certificates of deposit, commercial paper, U.S. agency notes, corporate bonds and foreign currency exchange forward contracts within Level 2 of the fair value hierarchy as follows:

**Certificates of Deposit**

The Company reviews market pricing and other observable market inputs for the same or similar securities obtained from a number of industry standard data providers. In the event that a transaction is observed for the same or similar security in the marketplace, the price on that transaction reflects the market price and fair value on that day. In the absence of any observable market transactions for a particular security, the fair market value at period end would be equal to the par value. These inputs represent quoted prices for similar assets or these inputs have been derived from observable market data.

**Commercial Paper**

The Company reviews market pricing and other observable market inputs for the same or similar securities obtained from a number of industry standard data providers. In the event that a transaction is observed for the same or similar security in the marketplace, the price on that transaction reflects the market price and fair value on that day and then follows a revised accretion schedule to determine the fair market value at period end. In the absence of any observable market transactions for a particular security, the fair market value at period end is derived by accreting from the last observable market price. These inputs represent quoted prices for similar assets or these inputs have been derived from observable market data accreted mathematically to par.

**U.S. Agency Notes**

The Company reviews trading activity and pricing for its U.S. agency notes as of the measurement date. When sufficient quoted pricing for identical securities is not available, the Company uses market pricing and other observable market inputs for similar securities obtained from a number of industry standard data providers. These inputs represent quoted prices for similar assets in active markets or these inputs have been derived from observable market data.

**Corporate Bonds**

The Company reviews trading activity and pricing for each of the corporate bond securities in its portfolio as of the measurement date and determines if pricing data of sufficient frequency and volume in an active market exists in order to support Level 1 classification of these securities. If sufficient quoted pricing for identical securities is not available, the Company obtains market pricing and other observable market inputs for similar securities from a number of industry standard data providers. In instances where multiple prices exist for similar securities, these prices are used as inputs into a distribution-curve to determine the fair market value at period end.

**Foreign Currency Exchange Forward Contracts**

As discussed in Note 5, "Derivative Instruments" to the Notes to Condensed Consolidated Financial Statements, the Company mainly holds non-speculative foreign exchange forward contracts to hedge certain foreign currency exchange exposures. The Company estimates the fair values of derivatives based on quoted market prices or pricing models using current market rates. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, credit risk, foreign exchange rates, and forward and spot prices for currencies.

Table of Contents

The following tables represent the Company's fair value hierarchy for its assets and liabilities measured at fair value on a recurring basis (in thousands):

	As of September 29, 2018			As of December 30, 2017		
	Level 1	Level 2	Total	Level 1	Level 2	Total
<b>Assets</b>						
Money market funds	\$50	\$ —	\$ 50	\$20,371	\$—	\$20,371
Certificates of deposit	—	—	—	—	240	240
Commercial paper	—	—	—	—	26,912	26,912
Corporate bonds	—	25,490	25,490	—	118,558	118,558
U.S. agency notes	—	2,994	2,994	—	5,480	5,480
U.S. treasuries	1,996	—	1,996	35,408	—	35,408
Foreign currency exchange forward contracts	—	5	5	—	—	—
Total assets	\$2,046	\$ 28,489	\$ 30,535	\$55,779	\$ 151,190	\$ 206,969
<b>Liabilities</b>						
Foreign currency exchange forward contracts	\$—	\$ —	\$ —	\$—	\$(204 )	\$(204 )

During the three and nine months ended September 29, 2018, there were no transfers of assets or liabilities between Level 1 and Level 2 of the fair value hierarchy. As of September 29, 2018 and December 30, 2017, none of the Company's existing securities were classified as Level 3 securities. The significant reduction in total assets in the above table relates to various investments that were sold in anticipation of the repayment of the Company's 2018 Notes in June 2018, as discussed in Note 11, "Convertible Senior Notes," to the Notes to Condensed Consolidated Financial Statements.

The Company classifies the following assets and liabilities within Level 3 of the fair value hierarchy and applies fair value accounting on a nonrecurring basis when impairment indicators exist or upon the existence of observable fair values:

**Equity Investment**

In 2016, the Company invested \$7.0 million in a privately-held company. As of September 29, 2018, and December 30, 2017, the Company's equity investment balance was \$0.9 million and \$5.1 million, respectively. As of December 30, 2017, the Company determined that its non-marketable equity securities were impaired, resulting in an impairment charge of \$1.9 million to adjust the carrying value to estimated fair value. During the three months ended September 29, 2018, the Company recorded an additional impairment charge of \$4.3 million to adjust the carrying value to estimated fair value.

Beginning the first quarter of 2018, the Company adopted ASU 2016-01, which requires equity investments to be measured at fair value with changes in fair value recognized in net income. As a result of adopting this new standard, the Company's non-marketable equity securities formerly classified as cost-method investments are measured and recorded using the measurement alternative. Equity securities measured and recorded using the measurement alternative are recorded at cost minus impairment, if any, plus or minus changes resulting from qualifying observable price changes. Adjustments resulting from impairments and qualifying observable price changes are recorded in other income (expense), net, in the accompanying condensed consolidated statements of operations. No initial adoption adjustment was recorded for these instruments since the standard was required to be applied prospectively for securities measured using the measurement alternative.

The Company regularly evaluates the carrying value of its equity investment for impairment. When a qualitative assessment indicates that impairment exists, the Company measures the investment at fair value.



Table of Contents

## Facilities-related Charges

In the fourth quarter of 2017, the Company implemented a plan to restructure its worldwide operations (the “2017 Restructuring Plan”). As a result of the 2017 Restructuring Plan, the Company calculated the fair value of its facilities-related charges of \$7.3 million, based on estimated future discounted cash flows and unobservable inputs, which included the amount and timing of estimated sublease rental receipts that the Company could reasonably obtain over the remaining lease term and the discount rate. During the first half of 2018, the Company revised the estimates to its facilities-related accruals. See Note 8, “Restructuring and Related Costs” to the Notes to Condensed Consolidated Financial Statements for more information.

Cash, cash equivalents and investments were as follows (in thousands):

	September 29, 2018			
	Adjusted	Gross	Gross	
	Amortized	Unrealized	Unrealized	Fair Value
	Cost	Gains	Losses	
Cash	\$416,356	\$ —	—\$ —	\$ 416,356
Money market funds	50	—	—	50
Total cash and cash equivalents	\$416,406	\$ —	—\$ —	\$ 416,406
Corporate bonds	25,624	—	(134 )	25,490
U.S. agency notes	3,000	—	(6 )	2,994
U.S. treasuries	2,000	—	(4 )	1,996
Total short-term investments	\$30,624	\$ —	—\$ (144 )	\$ 30,480
Total cash, cash equivalents and investments	\$447,030	\$ —	—\$ (144 )	\$ 446,886

	December 30, 2017			
	Adjusted	Gross	Gross	
	Amortized	Unrealized	Unrealized	Fair Value
	Cost	Gains	Losses	
Cash	\$87,991	\$ —	—\$ —	\$ 87,991
Money market funds	20,371	—	—	20,371
U.S. treasuries	7,984	—	(1 )	7,983
Total cash and cash equivalents	\$116,346	\$ —	—\$ (1 )	\$ 116,345
Certificates of deposit	240	—	—	240
Commercial paper	26,924	—	(12 )	26,912
Corporate bonds	90,685	—	(155 )	90,530
U.S. agency notes	2,500	—	(11 )	2,489
U.S. treasuries	27,495	—	(70 )	27,425
Total short-term investments	\$147,844	\$ —	—\$ (248 )	\$ 147,596
Corporate bonds	28,186	—	(158 )	28,028
U.S. agency notes	3,002	—	(11 )	2,991
Total long-term investments	\$31,188	\$ —	—\$ (169 )	\$ 31,019
Total cash, cash equivalents and investments	\$295,378	\$ —	—\$ (418 )	\$ 294,960

As of September 29, 2018, the Company’s available-for-sale investments have contractual maturity terms of up to 12 months. Gross realized gains and losses on investments were insignificant in all periods. The specific identification method is used to account for gains and losses on available-for-sale investments.

As of September 29, 2018, the Company had \$446.9 million of cash, cash equivalents and short-term investments, including \$39.3 million of cash and cash equivalents held by its foreign subsidiaries. The Company's cash in foreign locations is used for operational and investing activities in those locations, and the Company does not currently have the need or the intent to repatriate those funds to the United States.

## 5. Derivative Instruments

## Foreign Currency Exchange Forward Contracts



The Company transacts business in various foreign currencies and has international sales, cost of sales, and expenses denominated in foreign currencies, and carries foreign-currency-denominated monetary assets and liabilities, subjecting the Company to foreign currency risk. The Company's primary foreign currency risk management objective is to protect the U.S. dollar value of future cash flows and minimize the volatility of reported earnings. The Company utilizes foreign currency exchange forward contracts, primarily short term in nature.

The Company periodically enters into foreign currency exchange forward contracts to manage its exposure to fluctuation in foreign exchange rates that arise from its euro and British pound denominated receivables and restricted cash balances. Gains and losses on these contracts are intended to offset the impact of foreign exchange rate fluctuations on the underlying foreign currency denominated accounts receivables and restricted cash, and therefore, do not subject the Company to material balance sheet risk.

The Company also enters into foreign currency exchange forward contracts to reduce the volatility of cash flows primarily related to forecasted revenues and expenses denominated in euros, British pound and Swedish kronor ("SEK"). The contracts are settled at maturity and at rates agreed to at inception of the contracts. The gains and losses on these foreign currency derivatives are recorded to the consolidated statement of operations line item, in the current period, to which the item that is being economically hedged is recorded.

As of September 29, 2018, the Company posted \$0.9 million of collateral on its derivative instruments to cover potential credit risk exposure. This amount is classified as other long-term restricted cash on the accompanying condensed consolidated balance sheets.

For the three months ended September 29, 2018 and September 30, 2017, the before-tax effect of the foreign currency exchange forward contracts was a gain of \$0.1 million and a loss \$1.2 million, respectively, and for the nine months ended September 29, 2018 and September 30, 2017, the before-tax effect of the foreign currency exchange forward contracts was a gain of \$0.6 million and a loss of \$2.9 million, respectively. In each of these periods, the impact of the gross gains and losses was offset by foreign exchange rate fluctuations on the underlying foreign currency denominated amounts.

As of September 29, 2018, the Company did not designate foreign currency exchange forward contracts as hedges for accounting purposes and accordingly, changes in the fair value are recorded in the accompanying condensed consolidated statements of operations. These contracts were entered into with one high-quality institution and the Company consistently monitors the creditworthiness of the counterparties.

The fair value of derivative instruments not designated as hedging instruments in the Company's condensed consolidated balance sheets was as follows (in thousands):

	As of September 29, 2018		As of December 30, 2017	
	Gross Notional <sup>(1)</sup>	Prepaid Expense and Other Assets	Gross Notional <sup>(1)</sup>	Other Accrued Liabilities
Foreign currency exchange forward contracts				
Related to euro denominated receivables	\$ 12,652	\$ 5	\$ 24,794	\$ (202 )
Related to euro denominated restricted cash	\$ 244	—	\$ 252	(2 )
		\$ 5		\$ (204 )

<sup>(1)</sup> Represents the face amounts of forward contracts that were outstanding as of the end of the period noted.

## 6. Goodwill and Intangible Assets

### Goodwill

Goodwill is recorded when the purchase price of an acquisition exceeds the fair value of the net tangible and identified intangible assets acquired.



The following table presents details of the Company's goodwill during the nine months ended September 29, 2018 (in thousands):

Balance as of December 30, 2017	\$ 195,615
Foreign currency translation adjustments (14,629 )	
Balance as of September 29, 2018	\$ 180,986

The gross carrying amount of goodwill may change due to the effects of foreign currency fluctuations as these assets are denominated in SEK. To date, the Company has zero accumulated impairment loss on goodwill.

#### Intangible Assets

The following tables present details of the Company's intangible assets as of September 29, 2018 and December 30, 2017 (in thousands, except for weighted-average):

	September 29, 2018			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Remaining Useful Life (In Years)
Intangible assets with finite lives:				
Customer relationships	\$47,229	\$ (18,311 )	\$ 28,918	4.9
Developed technology	96,871	(59,645 )	37,226	2.0
Total intangible assets	\$144,100	\$ (77,956 )	\$ 66,144	3.3

	December 30, 2017			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Useful Life (In Years)
Intangible assets with finite lives:				
Customer relationships	\$51,050	\$ (15,007 )	\$ 36,043	5.6
Developed technology	104,708	(48,563 )	56,145	2.7
Total intangible assets	\$155,758	\$ (63,570 )	\$ 92,188	3.9

The gross carrying amount of intangible assets and the related amortization expense of intangible assets may change due to the effects of foreign currency fluctuations as these assets are denominated in SEK. Amortization expense was \$6.3 million and \$19.7 million for the three and nine months ended September 29, 2018, respectively, and was \$7.0 million and \$19.9 million, respectively, for the corresponding periods in 2017.

Intangible assets are carried at cost less accumulated amortization. Amortization expenses are recorded to the appropriate cost and expense categories. During 2017, the Company recorded an impairment charge to research and development expenses of \$0.3 million for certain intangible assets, which the Company has determined that the carrying value will not be recoverable. During the first quarter of 2017, the Company transferred \$0.3 million of its in-process technology to developed technology, which is being amortized over a useful life of five years.

The following table summarizes the Company's estimated future amortization expense of intangible assets with finite lives as of September 29, 2018 (in thousands):

	Total	Fiscal Years					2023 and Thereafter
		Remainder of 2018	2019	2020	2021	2022	
Total future amortization expense	\$66,144	\$6,381	\$24,950	\$18,207	\$6,656	\$6,078	\$ 3,872

#### 7. Balance Sheet Details

##### Restricted Cash

The Company's restricted cash balance is primarily comprised of certificates of deposit and money market funds, of which the majority is not insured by the Federal Deposit Insurance Corporation. These amounts primarily



Table of Contents

collateralize the Company's issuances of standby letters of credit and bank guarantees. Additionally, the Company's restricted cash balance includes amounts pledged as collateral on its derivative instruments.

The following table provides details of selected balance sheet items (in thousands):

	September 29, 2018	December 30, 2017
Inventory		
Raw materials	\$33,627	\$27,568
Work in process	56,401	59,662
Finished goods	121,917	127,474
Total inventory	\$211,945	\$214,704
Property, plant and equipment, net		
Computer hardware	\$14,887	\$13,881
Computer software <sup>(1)</sup>	32,844	32,521
Laboratory and manufacturing equipment	263,137	246,380
Land and building	12,352	12,347
Furniture and fixtures	2,543	2,474
Leasehold and building improvements	43,128	43,475
Construction in progress	34,688	34,816
Subtotal	\$403,579	\$385,894
Less accumulated depreciation and amortization	(271,656 )	(249,952 )
Total property, plant and equipment, net	\$131,923	\$135,942
Accrued expenses		
Loss contingency related to non-cancelable purchase commitments	\$7,601	\$6,379
Professional and other consulting fees	7,203	5,305
Taxes payable	3,668	3,707
Restructuring	2,887	5,490
Right of return	7,514	—
Other accrued expenses	14,451	18,901
Total accrued expenses	\$43,324	\$39,782

Included in computer software at September 29, 2018 and December 30, 2017 were \$13.1 million and \$11.4 million, respectively, related to enterprise resource planning ("ERP") systems that the Company implemented. The unamortized ERP costs at September 29, 2018 and December 30, 2017 were \$4.4 million and \$4.7 million, respectively.

#### 8. Restructuring and Related Costs

In the fourth quarter of 2017, the Company implemented the 2017 Restructuring Plan in order to reduce expenses and establish a more cost-effective structure that better aligns the Company's operations with its long-term strategies.

The following table presents restructuring and related costs (credits) included in cost of revenue and operating expenses in the accompanying consolidated statements of operations under the 2017 Restructuring Plan (in thousands):

	Three Months Ended September 29, 2018	Nine Months Ended September 29, 2018
	Cost of Revenue	Cost of Revenue
	Operating Expenses	Operating Expenses
Severance and related expenses	\$7 \$ 28	\$50 \$ 1,873

Edgar Filing: INFINERA Corp - Form 10-Q

Facilities	—	163	—	(874	)
Asset impairment	—	—	—	(74	)
License impairment	—	—	—	783	
Total	\$7	\$ 191	\$50	\$ 1,708	

21

---



Table of Contents

Restructuring liabilities are reported within accrued expenses and other long-term liabilities in the accompanying consolidated balance sheets (in thousands):

	December 30, 2017	Charges (Credits)	Cash	Non-cash Settlements and Other	September 29, 2018
Severance and related expenses	\$ 3,672	\$ 1,923	\$(4,529)	\$ (28 )	\$ 1,038
Facilities	6,947	(874 )	(1,388 )	(40 )	4,645
Asset impairment	—	(74 )	—	74	—
License impairment	—	783	—	(342 )	441
Total	\$ 10,619	\$ 1,758	\$(5,917)	\$ (336 )	\$ 6,124

During the first half of 2018, the Company revised its estimates related to its facilities closures due to the sublease of two restructured facilities and also recorded severance costs for additional impacted employees. Additionally, the Company recorded an impairment of \$0.8 million related to term license agreements that were determined to have no future use. The Company expects the payments related to these term license agreements to be fully paid by the third quarter of 2019. As of September 29, 2018, the Company's restructuring liability was comprised of \$4.6 million related to facility closures, with leases through January 2022, and \$1.0 million of severance and related expenses, which are expected to be substantially paid by the second quarter of 2019.

#### 9. Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) includes certain changes in equity that are excluded from net loss. The following table sets forth the changes in accumulated other comprehensive income (loss) by component for the nine months ended September 29, 2018 (in thousands):

	Unrealized Loss on Other Available-for-Sale Securities	Foreign Currency Translation	Accumulated Tax Effect	Total
Balance at December 30, 2017	\$ (418 )	\$ 7,551	\$ (879 )	\$ 6,254
Net current-period other comprehensive loss	274	(26,242 )	(71 )	(26,039 )
Balance at September 29, 2018	\$ (144 )	\$ (18,691 )	\$ (950 )	\$(19,785)

#### 10. Basic and Diluted Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed using net loss and the weighted average number of common shares outstanding plus potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the assumed exercise of outstanding stock options, assumed release of outstanding restricted stock units ("RSUs") and performance stock units ("PSUs"), and assumed issuance of common stock under the Company's Employee Stock Purchase Plan ("ESPP") using the treasury stock method. Potentially dilutive common shares also include the assumed conversion of \$402.5 million in aggregate principal amount of its 2.125% convertible senior notes due September 1, 2024 (the "2024 Notes") from the conversion spread (as further discussed in Note 11, "Convertible Senior Notes" to the Notes to Condensed Consolidated Financial Statements), and \$150.0 million in aggregate principal amount of its 1.75% convertible senior notes due June 1, 2018 (the "2018 Notes") from the conversion spread (as further discussed in Note 11, "Convertible Senior Notes" to the Notes to Condensed Consolidated Financial Statements disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2017). The Company would include the dilutive effects of the 2024 Notes in the calculation of diluted net income per common share if the average market price is above the conversion price. Upon conversion of the 2024 Notes, it is the Company's intention to pay cash equal to the lesser of the aggregate principal amount or the conversion value of the 2024 Notes being converted, therefore, only the conversion spread relating to the 2024 Notes would be included in the Company's diluted earnings per share calculation unless their effect is anti-dilutive. The Company includes the common shares underlying PSUs in the calculation of diluted net income per common share only when they become contingently issuable.



Table of Contents

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

	Three Months Ended		Nine Months Ended	
	September	September	September	September
	29, 2018	30, 2017	29, 2018	30, 2017
Net loss	\$ (32,610)	\$ (37,231)	\$ (80,828)	\$ (120,521)
Weighted average common shares outstanding - basic and diluted	153,492	148,777	152,028	147,367
Net loss per common share - basic and diluted	\$ (0.21 )	\$ (0.25 )	\$ (0.53 )	\$ (0.82 )

The Company incurred net losses during the three and nine months ended September 29, 2018 and September 30, 2017, and as a result, potential common shares from stock options, RSUs, PSUs and the assumed release of outstanding shares under the ESPP were not included in the diluted shares used to calculate net loss per share, as their inclusion would have been anti-dilutive. Additionally, due to the net loss position during these periods, the Company excluded the potential shares issuable upon conversion of the 2024 Notes and 2018 Notes in the calculation of diluted earnings per share, as their inclusion would have been anti-dilutive.

The following sets forth the potentially dilutive shares excluded from the computation of the diluted net loss per share because their effect was anti-dilutive (in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	September	September	September	September
	29, 2018	30, 2017	29, 2018	30, 2017
Stock options	1,115	1,406	1,140	1,482
RSUs	7,406	6,359	8,141	6,877
PSUs	1,219	1,434	1,336	1,437
ESPP shares	1,513	1,395	1,253	1,080
Total	11,253	10,594	11,870	10,876

#### 11. Convertible Senior Notes

##### 2.125% Convertible Senior Notes due September 1, 2024

In September 2018, the Company issued the 2024 Notes due on September 1, 2024, unless earlier repurchased, redeemed or converted. The 2024 Notes are governed by a base indenture dated as of September 11, 2018 and a first supplemental indenture dated as of September 11, 2018 (together, the “Indenture”), between the Company and U.S. Bank National Association, as trustee. The 2024 Notes are unsecured, and the Indenture does not contain any financial covenants or any restrictions on the payment of dividends, the incurrence of senior debt or other indebtedness, or the issuance or repurchase of the Company's other securities by the Company.

Interest is payable semi-annually in arrears on March 1 and September 1 of each year, commencing March 1, 2019. The net proceeds to the Company were approximately \$391.4 million, of which approximately \$48.9 million was used to pay the cost of the capped call transactions with certain financial institutions (“Capped Calls”). The Company also used a portion of the remaining net proceeds to fund the cash portion of the purchase price of the Acquisition (as defined below in Note 17, “Subsequent Event” to the Notes to Condensed Consolidated Financial Statements), including fees and expenses relating thereto, and intends to use the remaining net proceeds for general corporate purposes. The Capped Calls have an initial strike price of \$9.87 per share, subject to certain adjustments, which corresponds to the initial conversion price of the 2024 Notes. The Capped Calls have initial cap prices of \$15.19 per share, subject to certain adjustments. The Capped Calls cover, subject to anti-dilution adjustments, 40.8 million shares of common stock. The capped call transactions are expected generally to reduce or offset potential dilution to the Company's common stock upon any conversion of the 2024 Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted 2024 Notes, as the case may be, with such reduction and/or offset subject to a cap. The Capped Calls expire on various dates between July 5, 2024 and August 29, 2024. The Capped Calls were recorded as a reduction of the Company's stockholders' equity in the accompanying condensed consolidated balance sheets.

Upon conversion, it is the Company's intention to pay cash equal to the lesser of the aggregate principal amount or the conversion value of the 2024 Notes. For any remaining conversion obligation, the Company intends

Table of Contents

to pay or deliver, as the case may be, either cash, shares of its common stock, or a combination of cash and shares of its common stock, at the Company’s election. The initial conversion rate is 101.2812 shares of common stock per \$1,000 principal amount of 2024 Notes, subject to anti-dilution adjustments, which is equivalent to a conversion price of approximately \$9.87 per share of common stock.

Throughout the term of the 2024 Notes, the conversion rate may be adjusted upon the occurrence of certain events, including for any cash dividends. Holders of the 2024 Notes will not receive any cash payment representing accrued and unpaid interest upon conversion of a 2024 Note. Accrued but unpaid interest will be deemed to be paid in full upon conversion rather than canceled, extinguished or forfeited. Prior to June 1, 2024, holders may convert their 2024 Notes under the following circumstances:

- during any fiscal quarter commencing after the fiscal quarter ended on December 29, 2018 (and only during such fiscal quarter) if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

- during the five business day period after any five consecutive trading day period (the “measurement period”) in which the trading price per \$1,000 principal amount of 2024 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate on each such trading day;

- if the Company calls the 2024 Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date;

- upon the occurrence of specified corporate events described under the Indenture, such as a consolidation, merger or binding share exchange; or

at any time on or after June 1, 2024 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their 2024 Notes at any time, regardless of the foregoing circumstances.

If the Company undergoes a fundamental change as defined in the Indenture governing the 2024 Notes, holders may require the Company to repurchase for cash all or any portion of their 2024 Notes at a repurchase price equal to 100% of the principal amount of the 2024 Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In addition, upon the occurrence of a “make-whole fundamental change” (as defined in the Indenture), the Company may, in certain circumstances, be required to increase the conversion rate by a number of additional shares for a holder that elects to convert its 2024 Notes in connection with such make-whole fundamental change.

The net carrying amounts of the debt obligation were as follows (in thousands):

	September
	29, 2018
Principal	\$402,500
Unamortized discount <sup>(1)</sup>	(131,401 )
Unamortized issuance cost <sup>(1)</sup>	(8,519 )
Net carrying amount	\$262,580

<sup>(1)</sup> Unamortized debt conversion discount and issuance costs will be amortized over the remaining life of the 2024 Notes, which is approximately 72 months.

Edgar Filing: INFINERA Corp - Form 10-Q

As of September 29, 2018, the carrying amount of the equity component of the 2024 Notes was \$128.7 million. In accounting for the issuance of the 2024 Notes, the Company separated the 2024 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component

24

---

Table of Contents

from the par value of the 2024 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. The excess of the principal amount of the liability component over its carrying amount (“debt discount”) is amortized to interest expense over the term of the 2024 Notes.

The Company allocated the total issuance costs incurred to the liability and equity components of the 2024 Notes based on their relative values. Issuance costs attributable to the liability component were recorded as a reduction to the liability portion of the Notes and will be amortized as interest expense over the term of the 2024 Notes. The issuance costs attributable to the equity component were netted with the equity component in stockholders’ equity.

The Company recorded a deferred tax liability of \$30.9 million in connection with the issuance of the 2024 Notes, and a corresponding reduction in valuation allowance. The impact of both was recorded to stockholders' equity.

The Company determined that the embedded conversion option in the 2024 Notes does not require separate accounting treatment as a derivative instrument because it is both indexed to the Company’s own stock and would be classified in stockholder’s equity if freestanding.

The following table sets forth total interest expense recognized related to the 2024 Notes (in thousands):

	Three and Nine Months Ended September 29, 2018
Contractual interest expense	\$ 475
Amortization of debt issuance costs	102
Amortization of debt discount	1,578
Total interest expense	\$ 2,155

For the three months ended September 29, 2018, the debt discount and debt issuance costs were amortized, using an annual effective interest rate of 10.07%, to interest expense over the term of the 2024 Notes.

As of September 29, 2018, the fair value of the 2024 Notes was \$403.5 million. The fair value was determined based on the quoted bid price of the 2024 Notes in an over-the-counter market on September 28, 2018. The 2024 Notes are classified as Level 2 of the fair value hierarchy.

Based on the closing price of the Company’s common stock of \$7.30 on September 28, 2018, the if-converted value of the Notes did not exceed their principal amount.

#### 1.75% Convertible Senior Notes due June 1, 2018

In May 2013, the Company issued the 2018 Notes, which matured on June 1, 2018. Upon maturity of the 2018 Notes, the Company repaid in full all \$150.0 million in aggregate principal amount and the final coupon interest of \$1.3 million.

The net carrying amount of the debt obligation as of December 30, 2017 was as follows (in thousands):

Table of Contents

Principal	\$150,000
Unamortized discount	(4,670 )
Unamortized issuance cost	(402 )
Net carrying amount	\$144,928

As of December 30, 2017, the carrying amount of the equity component of the 2018 Notes was \$43.3 million. The following table sets forth total interest expense recognized related to the 2018 Notes (in thousands):

	Three Months Ended September 29, 2018	Nine Months Ended September 29, 2018	
	September 30, 2017	September 29, 2018	September 30, 2017
Contractual interest expense	\$—\$ 656	\$1,094	\$ 1,969
Amortization of debt issuance costs	—228	402	665
Amortization of debt discount	—2,643	4,671	7,734
Total interest expense	\$—\$ 3,527	\$6,167	\$ 10,368

The coupon rate was 1.75%. For the nine months ended September 29, 2018 and the three and nine months ended September 30, 2017, the debt discount and debt issuance costs were amortized, using an annual effective interest rate of 10.23%, to interest expense over the term of the 2018 Notes.

## 12. Stockholders' Equity

## Stock-based Compensation Plans

The Company has stock-based compensation plans pursuant to which the Company has granted stock options, RSUs and PSUs. The Company also has an ESPP for all eligible employees.

In February 2016, the Company's board of directors adopted the 2016 Equity Incentive Plan ("2016 Plan") and the Company's stockholders approved the 2016 Plan in May 2016. In May 2018, the Company's stockholders approved an amendment to the 2016 Plan to increase the number of shares authorized for issuance under the 2016 Plan by 1.5 million shares. As of September 29, 2018, the Company has reserved a total of 15.4 million shares of common stock for issuance of stock options, RSUs and PSUs to employees, non-employees, consultants and members of the Company's board of directors, pursuant to the 2016 Plan, plus any shares subject to awards granted under the Company's 2007 Equity Incentive Plan (the "2007 Plan") that, after the effective date of the 2016 Plan, expire, are forfeited or otherwise terminate without having been exercised in full to the extent such awards were exercisable, and shares issued pursuant to awards granted under the 2007 Plan that, after the effective date of the 2016 Plan, are forfeited to or repurchased by the Company due to failure to vest. The 2016 Plan has a maximum term of 10 years from the date of adoption, or it can be earlier terminated by the Company's board of directors. The 2007 Plan was canceled; however, it continues to govern outstanding grants under the 2007 Plan.

The following tables summarize the Company's equity award activity and related information (in thousands, except per share data):

	Number of Stock Options	Weighted-Average Exercise Price Per Share	Aggregate Intrinsic Value
Outstanding at December 30, 2017	1,397	\$ 8.11	\$ 1
Stock options granted	—	\$ —	
Stock options exercised	(229 )	\$ 7.43	\$ 496
Stock options canceled	(53 )	\$ 11.57	
Outstanding at September 29, 2018	1,115	\$ 8.09	\$ 53
Exercisable at September 29, 2018	1,115	\$ 8.09	\$ 53





Table of Contents

	Number of Restricted Stock Units	Weighted- Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value
Outstanding at December 30, 2017	6,791	\$ 11.55	\$ 42,988
RSUs granted	3,524	\$ 10.84	
RSUs released	(2,174 )	\$ 13.06	\$ 24,232
RSUs canceled	(735 )	\$ 11.06	
Outstanding at September 29, 2018	7,406	\$ 10.81	\$ 54,063

	Number of Performance Stock Units	Weighted- Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value
Outstanding at December 30, 2017	1,367	\$ 16.28	\$ 8,651
PSUs granted	505	\$ 15.87	
PSUs released	(28 )	\$ 15.93	\$ 273
PSUs canceled	(625 )	\$ 16.01	
Outstanding at September 29, 2018	1,219	\$ 16.25	\$ 8,901
Expected to vest at September 29, 2018	863		\$ 6,301

The aggregate intrinsic value of unexercised stock options is calculated as the difference between the closing price of the Company's common stock of \$7.30 at September 28, 2018 (the last trading day of the fiscal quarter) and the exercise prices of the underlying stock options. The aggregate intrinsic value of the stock options that have been exercised is calculated as the difference between the fair market value of the common stock at the date of exercise and the exercise price of the underlying stock options.

The aggregate intrinsic value of unreleased RSUs and unreleased PSUs is calculated using the closing price of the Company's common stock of \$7.30 at September 28, 2018 (the last trading day of the fiscal quarter). The aggregate intrinsic value of RSUs and PSUs released is calculated using the fair market value of the common stock at the date of release.

The following table presents total stock-based compensation cost for instruments granted but not yet amortized, net of estimated forfeitures, of the Company's equity compensation plans as of September 29, 2018. These costs are expected to be amortized on a straight-line basis over the following weighted-average periods (in thousands, except for weighted-average period):

	Unrecognized Compensation Expense, Net	Weighted- Average Period (in years)
RSUs	\$ 64,016	2.7
PSUs	\$ 9,172	1.5

Table of Contents

## Employee Stock Options

The Company did not grant any stock options during the three and nine months ended September 29, 2018.

Amortization of stock-based compensation related to stock options in the three and nine months ended September 29, 2018 and the corresponding periods in 2017 was insignificant.

## Employee Stock Purchase Plan

The fair value of the shares was estimated at the date of grant using the following assumptions (expense amounts in thousands):

	Three Months Ended		Nine Months Ended	
	September 29, 2018	September 30, 2017	September 29, 2018	September 30, 2017
Employee Stock Purchase Plan				
Volatility	48%	47%	48% - 62%	47% - 51%
Risk-free interest rate	2.31%	1.16%	1.90% - 2.31%	0.81% - 1.16%
Expected life	0.5 years	0.5 years	0.5 years	0.5 years
Estimated fair value	\$2.47	\$2.44	\$2.47 - \$3.13	\$2.44 - \$3.46
Total stock-based compensation expense	\$1,477	\$1,502	\$4,369	\$4,575

## Restricted Stock Units

During the three and nine months ended September 29, 2018, the Company granted RSUs to employees and members of the Company's board of directors to receive 0.2 million shares and 3.5 million shares of the Company's common stock, respectively. All RSUs awarded are subject to each individual's continued service to the Company through each applicable vesting date. The Company accounted for the fair value of the RSUs using the closing market price of the Company's common stock on the date of grant. Amortization of stock-based compensation related to RSUs in the three and nine months ended September 29, 2018 was approximately \$7.3 million and \$22.7 million, respectively, and was \$7.9 million and \$24.0 million in the corresponding periods of 2017, respectively.

## Performance Stock Units

Pursuant to the 2007 Plan and the 2016 Plan, the Company has granted PSUs to certain of the Company's executive officers, senior management and other employees. All PSUs awarded are subject to each individual's continued service to the Company through each applicable vesting date and if the performance metrics are not met within the time limits specified in the award agreements, the PSUs will be canceled.

PSUs granted to the Company's executive officers and senior management under the 2007 Plan during 2016 are based on the total stockholder return ("TSR") of the Company's common stock price as compared to the TSR of the S&P North American Technology Multimedia Networking Index ("SPGIIPTR") over the span of one year, two years and three years. The number of shares to be issued upon vesting of these PSUs range from zero to two times the target number of PSUs granted depending on the Company's performance against the SPGIIPTR.

PSUs granted to the Company's executive officers and senior management under the 2016 Plan during 2017 and the first half of 2018 are based on the TSR of the Company's common stock price relative to the TSR of the individual companies listed in the SPGIIPTR over the span of one year, two years and three years. The number of shares to be issued upon vesting of these PSUs range from zero to two times the target number of PSUs granted depending on the Company's performance against the individual companies listed in the SPGIIPTR.

The ranges of estimated values of the PSUs granted that are compared to the SPGIIPTR, as well as the assumptions used in calculating these values were based on estimates as follows:

	2018	2017	2016
Index volatility	33%	33% - 34%	18%
Infinera volatility	58% - 59%	55% - 56%	55%
Risk-free interest rate	2.37% - 2.40%	1.41% - 1.63%	0.95% - 1.07%
Correlation with index/index component	0.04 - 0.48	0.10 - 0.49	0.58 - 0.59
Estimated fair value	\$14.99 - \$19.46	\$15.23 - \$17.35	\$10.31 - \$16.62



Table of Contents

In addition, certain other PSUs granted to the Company's executive officers, senior management and certain other employees will only vest upon the achievement of specific financial or operational performance criteria.

The following table summarizes by grant year, the Company's PSU activity for the nine months ended September 29, 2018 (in thousands):

	Total Number of Performance Stock Units	Grant Year			
		2015	2016	2017	2018
Outstanding at December 30, 2017	1,367	77	420	870	—
PSUs granted	505	—	—	—	505
PSUs released	(28 )	—	(28 )	—	—
PSUs canceled	(625 )	(77)	(196)	(352)	—
Outstanding at September 29, 2018	1,219	—	196	518	505

Amortization of stock-based compensation related to PSUs in the three and nine months ended September 29, 2018 was approximately \$2.2 million and \$6.9 million, respectively, and was \$2.7 million and \$7.3 million in the corresponding periods of 2017, respectively.

**Stock-Based Compensation**

The following tables summarize the effects of stock-based compensation on the Company's condensed consolidated balance sheets and statements of operations for the periods presented (in thousands):

	September 29, 2018	December 30, 2017
Stock-based compensation effects in inventory	\$ 4,827	\$ 5,255

	Three Months Ended September 29, 2018		Nine Months Ended September 29, 2018	
	September 30, 2017	September 30, 2017	September 30, 2017	September 30, 2017
Stock-based compensation effects included in net loss before income taxes				
Cost of revenue	\$590	\$ 779	\$1,092	\$ 2,337
Research and development	4,077	4,040	12,593	12,004
Sales and marketing	2,744	3,025	8,688	9,024
General and administration	2,578	3,039	8,112	8,431
	\$9,989	\$ 10,883	\$30,485	\$ 31,796
Cost of revenue – amortization from balance sheet <sup>(1)</sup>	1,378	1,284	3,909	3,628
Total stock-based compensation expense	\$11,367	\$ 12,167	\$34,394	\$ 35,424

<sup>(1)</sup> Stock-based compensation expense deferred to inventory in prior periods and recognized in the current period.

### 13. Income Taxes

Income taxes for the three and nine months ended September 29, 2018 were a provision for income taxes of \$0.1 million and benefit from income taxes of \$0.7 million, respectively, on pre-tax losses of \$32.5 million and \$81.5 million, respectively. This compared to a provision for income taxes of \$0.2 million and benefit from income taxes of \$0.5 million, respectively, on pre-tax losses of \$37.0 million and \$121.0 million for the three and nine months ended September 30, 2017, respectively. Provision for income taxes decreased by approximately \$0.1 million in the three months ended September 29, 2018 as a result of less foreign tax expense, as compared to the corresponding period in 2017. Benefit from income taxes increased by \$0.2 million relating to the release of tax reserves due to statute of limitations expiration through the nine months ended September 29, 2018. Due to the Company's current operating losses and tax loss carryforwards in the United States and cost-plus international structures outside of Sweden, the tax expense or benefit is less sensitive to pretax income or loss than would otherwise be expected, compared to the statutory tax rate.

In all periods, the tax expense and benefit projected in the Company's effective tax rate assumptions primarily represents foreign taxes of the Company's overseas subsidiaries compensated on a cost-plus basis, as well as the results of the Company's Swedish operations, inclusive of purchase accounting amortization and other charges for the three and nine months ended September 29, 2018.

The Company must assess the likelihood that some portion or all of its deferred tax assets will be recovered from future taxable income within the respective jurisdictions. In the past, the Company established a valuation allowance against its deferred tax assets as it determined that its ability to recover the value of these assets did not meet the "more-likely-than-not" standard. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management judgment is required on an on-going basis to determine whether it needs to maintain the valuation allowance recorded against its net deferred tax assets. The Company must consider all positive and negative evidence, including its forecasts of taxable income over the applicable carryforward periods, its current financial performance, its market environment and other factors in evaluating the need for a valuation allowance against its net U.S. deferred tax assets. At September 29, 2018, the Company does not believe that it is more-likely-than-not that it would be able to utilize its domestic deferred tax assets in the foreseeable future. Accordingly, the domestic net deferred tax assets continued to be fully reserved with a valuation allowance. To the extent that the Company determines that deferred tax assets are realizable on a more-likely-than-not basis, and adjustment is needed, that adjustment will be recorded in the period that the determination is made and would generally decrease the valuation allowance and record a corresponding benefit to earnings.

The Company reasonably estimated the impact of the Tax Act on its income tax provision for the year ended December 30, 2017, based on its understanding of the Tax Act and guidance at that time. The estimates are subject to adjustment during a measurement period not to extend beyond one year from the enactment date of the Tax Act, or by December 22, 2018. During the three and nine months ended September 29, 2018, no adjustments to prior year estimates were made. Adjustments may be made during the measurement period subject to refinement of the Company's analysis and further technical guidance.

### 14. Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is the Company's Chief Executive Officer ("CEO"). The Company's CEO reviews financial information presented on a consolidated basis, accompanied by information about revenue by geographic region for purposes of allocating resources and evaluating financial performance. The Company has one business activity as a provider of optical transport networking equipment, software and services. Accordingly, the Company is considered to be in a single reporting segment and operating unit structure.

Table of Contents

The following table sets forth long-lived assets by geographic region (in thousands):

	September		December	
	29, 2018	30, 2017	29, 2018	30, 2017
United States	\$ 124,975	\$ 128,582		
Other Americas	1,590	661		
Europe, Middle East and Africa	3,003	3,527		
Asia Pacific	2,355	3,172		
Total property, plant and equipment, net	\$ 131,923	\$ 135,942		

For information regarding revenue disaggregated by geography, see Note 3, "Revenue Recognition" to the Notes to Condensed Consolidated Financial Statements.

## 15. Guarantees

## Product Warranties

Activity related to product warranty was as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September	September	September	September
	29, 2018	30, 2017	29, 2018	30, 2017
Beginning balance	\$ 30,237	\$ 32,400	\$ 30,909	\$ 40,342
Charges to operations	5,680	4,550	15,203	14,231
Utilization	(4,391 )	(3,484 )	(12,896 )	(10,773 )
Change in estimate <sup>(1)</sup>	(1,044 )	(1,304 )	(2,734 )	(11,638 )
Balance at the end of the period	\$ 30,482	\$ 32,162	\$ 30,482	\$ 32,162

The Company records product warranty liabilities based on the latest quality and cost information available as of the date the revenue is recorded. The changes in estimate shown here are due to changes in overall actual failure rates, the mix of new versus used units related to replacement of failed units, and changes in the estimated cost of repair. As the Company's products mature over time, failure rates and repair costs generally decline leading to favorable changes in warranty reserves. In addition, during the first quarter of 2017, due to product quality improvements, the Company revised certain estimates used in calculating its product warranties that resulted in a one-time reduction to the warranty accrual of \$2.2 million.

## Letters of Credit and Bank Guarantees

The Company had \$3.7 million of standby letters of credit and bank guarantees outstanding as of September 29, 2018 that consisted of \$1.8 million related to customer performance guarantees, \$1.2 million related to value added tax and customs' licenses, and \$0.7 million related to property leases. The Company had \$4.2 million of standby letters of credit and bank guarantees outstanding as of December 30, 2017 that consisted of \$2.2 million related to customer performance guarantees, \$1.3 million related to a value added tax license and \$0.7 million related to property leases. As of September 29, 2018 and December 30, 2017, the Company had a line of credit for approximately \$1.6 million to support the issuance of letters of credit, of which zero been issued and outstanding for both periods. The Company has pledged approximately \$5.0 million and \$5.2 million of assets of a subsidiary to secure this line of credit and other obligations as of September 29, 2018 and December 30, 2017, respectively.

Table of Contents

## 16. Litigation and Contingencies

## Legal Matters

On November 23, 2016, Oyster Optics, LLC (“Oyster Optics”) filed a complaint against the Company in the United States District Court for the Eastern District of Texas. The complaint asserts U.S. Patent Nos. 6,469,816, 6,476,952, 6,594,055, 7,099,592, 7,620,327 (the “’327 patent”), 8,374,511 (the “’511 patent”) and 8,913,898 (the “’898 patent”) (collectively, the “Oyster Optics patents in suit”). The complaint seeks unspecified damages and a permanent injunction. The Company filed its answer to Oyster Optics' complaint on February 3, 2017. The Company filed two petitions for an IPR of the '898 patent with the USPTO. Other defendants have filed IPR petitions in connection with the remaining Oyster Optics patents in suit. The USPTO instituted two IPRs of the '511 patent and two IPRs of '898 patent but denied IPR petitions in connection with the '327 patent. A Markman decision was issued on December 5, 2017 and fact discovery closed on December 22, 2017. Oyster Optics dropped all '511 and '898 patents, leaving only a few claims in the '327 patent at issue in the case. On May 15, 2018, Oyster Optics filed a new patent infringement complaint in the United States District Court for the Eastern District of Texas, naming the Company as a defendant. In its new complaint, Oyster Optics alleges infringement of the '327 patent, U.S. Patent No. 9,749,040 and the '898 patent. On June 8, 2018, the court granted the parties' joint motion to sever and consolidate the first-filed lawsuit with the later filed case. The Company filed its answer to the new complaint on July 16, 2018. A case management conference was held on September 11, 2018, and the court set a trial date for November 4, 2019. On October 26, 2018, the Company filed an amended answer to include a license defense. The Company is currently unable to predict the outcome of this litigation and therefore cannot reasonably estimate the possible loss or range of loss, if any, arising from this matter.

On March 24, 2017, Core Optical Technologies, LLC (“Core Optical”) filed a complaint against the Company in the United States District Court for the Central District of California. The complaint asserts U.S. Patent No. 6,782,211 (the “Core Optical patent in suit”). The complaint seeks unspecified damages and a permanent injunction. The Company believes that it does not infringe any valid and enforceable claim of the Core Optical patent in suit and intends to defend this action vigorously. The Company filed its answer to Core Optical's complaint on September 25, 2017. A Markman hearing was held on May 9, 2018 and the court has set a trial for March 2019. On June 14, 2018, the Company filed a petition for IPR of the Core Optical patent in suit. Core Optical contacted the Company on July 19, 2018 to propose that the case be stayed pending the IPR. The Company agreed to Core Optical's proposal, and the parties filed a joint motion to stay, which the court granted on July 31, 2018. On October 17, 2018, Core Optical filed a response to the Company's IPR petition. The Company is unable to predict the outcome of this litigation at this time and therefore cannot reasonably estimate the possible loss or range of loss, if any, arising from this matter.

In addition to the matters described above, the Company is subject to various legal proceedings, claims and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, the Company does not expect that the ultimate costs to resolve these matters will have a material effect on its consolidated financial position, results of operations or cash flows.

## Loss Contingencies

The Company is subject to the possibility of various losses arising in the ordinary course of business. These may relate to disputes, litigation and other legal actions. In the preparation of its quarterly and annual financial statements, the Company considers the likelihood of loss or the incurrence of a liability, including whether it is probable, reasonably possible or remote that a liability has been incurred, as well as the Company's ability to reasonably estimate the amount of loss, in determining loss contingencies. In accordance with U.S. GAAP, an estimated loss contingency is accrued when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. The Company regularly evaluates current information to determine whether any accruals should be adjusted and whether new accruals are required. During the three months ended September 29, 2018, the Company released \$5.1 million of accruals for loss contingencies that were determined to be remote with a corresponding decrease in cost of revenues. As of September 29, 2018, the Company has not accrued or recorded any material liabilities for loss contingencies.



## Table of Contents

### Indemnification Obligations

From time to time, the Company enters into certain types of contracts that contingently require it to indemnify parties against third party claims. The terms of such indemnification obligations vary. These contracts may relate to:

- (i) certain real estate leases under which the Company may be required to indemnify property owners for environmental and other liabilities, and other claims arising from the Company's use of the applicable premises;
- (ii) contracts with certain customers, which require the Company to indemnify them as further described below; and
- (iii) certain agreements with the Company's officers, directors and certain key employees, under which the Company may be required to indemnify such persons for liabilities as further described below.

In addition, the Company has agreed to indemnify certain customers for claims made against the Company's products, where such claims allege infringement of third party intellectual property rights, including, but not limited to, patents, registered trademarks, and/or copyrights. Under the aforementioned intellectual property indemnification clauses, the Company may be obligated to defend the customer and pay for the damages awarded against the customer under an infringement claim as well as the customer's attorneys' fees and costs. These indemnification obligations generally do not expire after termination or expiration of the agreement containing the indemnification obligation. In certain cases, there are limits on and exceptions to the Company's potential liability for indemnification. Although historically, the Company has not made significant payments under these indemnification obligations, the Company cannot estimate the amount of potential future payments, if any, that it might be required to make as a result of these agreements. The maximum potential amount of any future payments that the Company could be required to make under these indemnification obligations could be significant.

As permitted under Delaware law and the Company's charter and bylaws, the Company has agreements whereby it indemnifies certain of its officers and each of its directors. The term of the indemnification period is for the officer's or director's lifetime for certain events or occurrences while the officer or director is, or was, serving at the Company's request in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements could be significant; however, the Company has a director and officer insurance policy that may reduce its exposure and enable it to recover all or a portion of any future amounts paid. As a result of its insurance policy coverage, the Company believes the estimated fair value of these indemnification agreements is minimal.

### 17. Subsequent Event

On October 1, 2018, the Company completed the acquisition of Telecom Holding Parent LLC, a privately held global supplier of open network solutions for the largest global network operators (such company, "Coriant" and such purchase, the "Acquisition"), a Delaware limited liability company and wholly-owned subsidiary of Coriant Investor LLC, a Delaware limited liability company ("Seller"), pursuant to the Unit Purchase Agreement (the "Purchase Agreement") by and among the Company, Seller and Oaktree Optical Holdings, L.P., a Delaware limited partnership. Under the terms of the Purchase Agreement, the Company paid approximately \$154 million in cash at closing and issued 20,975,384 shares of common stock.

The Company financed the cash portion of the purchase price of the Acquisition with the net proceeds from its offering of the 2024 Notes. See Note 11, "Convertible Senior Notes" to the Notes to Condensed Consolidated Financial Statements for more information.

The Acquisition will be accounted for under the acquisition method of accounting in accordance with ASC Topic 805, "Business Combinations." As the acquirer for accounting purposes, the Company intends to estimate the fair value of Coriant's assets acquired and liabilities assumed and conform the accounting policies of Coriant to its own accounting policies.

As a result of progress made integrating Coriant, it is impracticable to disclose the supplemental pro-forma amounts of revenue and earnings attributable to the combined Infinera and Coriant entities as if the business combination occurred at the beginning of fiscal 2017.

Table of Contents

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q contains “forward-looking statements” that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include our expectations regarding revenue, gross margin, operating expenses, cash flows and other financial items; any statements of the plans, strategies and objectives of management for future operations and personnel; statements regarding our acquisition of Coriant, including our ability to realize synergies and anticipated strategic and financial benefits; factors that may affect our operating results; our ability to leverage our vertically-integrated manufacturing infrastructure; anticipated customer activity; statements concerning new products or services, including new product features; statements related to capital expenditures; statements related to liquidity; statements related to future economic conditions, performance, market growth or our sales cycle; statements related to our convertible senior notes; statements related to the impact of tax regulations; statements related to the effects of litigation on our financial position, results of operations or cash flows; statements related to new accounting standards; statements as to industry trends and other matters that do not relate strictly to historical facts or statements of assumptions underlying any of the foregoing. These statements are often identified by the use of words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” or “will,” and similar expressions or variations. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled “Risk Factors” included in Part II, Item 1A. of this Quarterly Report on Form 10-Q and in our other filings with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K for the fiscal year ended December 30, 2017 filed on February 28, 2018. Such forward-looking statements speak only as of the date of this report. We disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. You should review these risk factors for a more complete understanding of the risks associated with an investment in our securities. The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

## Overview

We are a leader in optical transport networking solutions, providing equipment, software and services to telecommunications service providers, internet content providers (“ICPs”), cable providers, research and education institutions, enterprise customers, and government entities across the globe. Optical transport networks are deployed by customers facing significant demand for optical bandwidth prompted by increased use of high-speed internet access, business Ethernet services, mobile broadband, cloud-based services, high-definition video streaming services, virtual and augmented reality, and the Internet of Things (IoT).

Our optical transport systems are highly scalable, flexible and open, built using a combination of internally manufactured and third-party components. Technologically, a key element of our systems is the optical engine, which is comprised of large-scale photonic integrated circuits (“PICs”) and digital signal processors (“DSPs”). We optimize the manufacturing process by using indium phosphide to build our PICs, which enables the integration of a large amount of optical functions onto a set of semiconductor chips. This integration allows us to deliver features that customers care about most, including cost per bit, power, density and space. In addition, our optical engines are designed to increase the capacity and reach performance of our products leveraging coherent optical transmission.

On October 1, 2018, we completed the acquisition of Telecom Holding Parent LLC (such company, “Coriant” and such purchase, the “Acquisition”), a Delaware limited liability company and wholly-owned subsidiary of Coriant Investor LLC, a Delaware limited liability company. See Note 17, “Subsequent Event” to the Notes to Condensed Consolidated Financial Statements for more information on the Acquisition.

We believe that the Acquisition positions us as one of the largest vertically integrated optical network equipment providers in the world. The Acquisition is expected to increase revenue while expanding our customer base to serve nine of the top 10 global network operators and the top six global internet content providers. The Acquisition positions

us to deliver a powerful suite of innovative, end-to-end packet optical network solutions for communications service providers and ICPs.

34

---

## Table of Contents

Prior to the Acquisition, we have significantly increased the number of products we offer, evolving from focusing entirely on the long-haul and subsea markets to offering a more complete portfolio of solutions that span the long-haul, subsea, datacenter interconnect (“DCI”) and metro markets.

In 2017, we began shipping two new technology platforms. First, we introduced the Infinite Capacity Engine, a technology that delivers multi-terabit opto-electronic subsystems powered by our fourth-generation PIC and next-generation FlexCoherent DSP (“ICE4”). The Infinite Capacity Engine enables different subsystems that can be customized for a variety of network applications across our product portfolio, spanning the long-haul, subsea, DCI and metro markets. In 2017 through the second quarter of 2018, we introduced a series of new products powered by the ICE4 technology for our Cloud Xpress, XT and XTC Series product platforms. Second, we released our next-generation XTM Series, which leverages 16QAM modulation technology and is optimized for bandwidth-intensive applications at the metro edge.

Our optical portfolio is designed to be managed by a single network management system. We also provide capabilities to enable programmability of our Intelligent Transport Networks with our technologies, such as Instant Bandwidth, which when combined with our differentiated hardware solutions, enable customers to turn on bandwidth as needed by activating a software license. Additionally, our Xceed Software Suite is a multi-layer management and control platform that simplifies customer operations and enables customers to leverage the scalability, flexibility and openness of our Intelligent Transport Networks to deliver services while efficiently using their network resources.

Over a longer period of time, we believe that we can further leverage our vertically-integrated manufacturing model, which combined with a faster cadence of introducing new products, the ability to continue to sell incremental bandwidth capacity into deployed networks and expense management, can result in improved profitability and cash flow.

For the three months ended September 29, 2018, two customers individually accounted for 17% and 14% of our total revenue and for the corresponding period in 2017, two customers individually accounted for 16% and 12% of our total revenue. For the nine months ended September 29, 2018, two customers individually accounted for 22% and 14% of our total revenue and for the corresponding period in 2017, two customers individually accounted for 16% and 11% of our total revenue.

We are headquartered in Sunnyvale, California, with employees located throughout the Americas, Europe, Middle East and Africa, and the Asia Pacific region. We primarily sell our products through our direct sales force but also sell indirectly through channel partners.

### Critical Accounting Policies and Estimates

Management’s Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which we have prepared in accordance with the U.S. generally accepted accounting principles (“U.S. GAAP”). The preparation of these financial statements requires management to make estimates, assumptions and judgments that can affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires a significant accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably likely to occur could materially impact the financial statements. Management believes that there have been no significant changes during the nine months ended September 29, 2018 to the items that we disclosed as our critical accounting policies and estimates in Management’s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 30, 2017 other than the impact of adopting new revenue accounting standards. Effective December 31, 2017, we adopted Accounting Standards Update No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASC 606”). See Note 3, “Revenue Recognition” to the Notes to Condensed Consolidated Financial Statements for discussion of the impact of the adoption of ASC 606 on our policies for revenue.



Table of Contents

## Results of Operations

The following sets forth, for the periods presented, certain unaudited condensed consolidated statements of operations information (in thousands, except percentages):

	Three Months Ended September 29, 2018			September 30, 2017			Change	% Change	
	Amount	% of total revenue	%	Amount	% of total revenue	%			
Revenue:									
Product	\$167,030	83	%	\$159,579	83	%	\$7,451	5	%
Services	33,383	17	%	33,001	17	%	382	1	%
Total revenue	\$200,413	100	%	\$192,580	100	%	\$7,833	4	%
Cost of revenue:									
Product	\$117,152	58	%	\$111,803	58	%	\$5,349	5	%
Services	13,075	7	%	12,951	7	%	124	1	%
Restructuring and related	7	—	%	—	—	%	7	100	%
Total cost of revenue	\$130,234	65	%	\$124,754	65	%	\$5,480	4	%
Gross profit	\$70,179	35.0	%	\$67,826	35.2	%	\$2,353	3	%
	Nine Months Ended September 29, 2018			September 30, 2017					
	Amount	% of total revenue	%	Amount	% of total revenue	%	Change	% Change	
Revenue:									
Product	\$513,947	84	%	\$449,992	83	%	\$63,955	14	%
Services	97,374	16	%	94,931	17	%	2,443	3	%
Total revenue	\$611,321	100	%	\$544,923	100	%	\$66,398	12	%
Cost of revenue:									
Product	\$335,674	55	%	\$311,437	57	%	\$24,237	8	%
Services	38,945	6	%	36,772	7	%	2,173	6	%
Restructuring and related	50	—	%	—	—	%	50	100	%
Total cost of revenue	\$374,669	61	%	\$348,209	64	%	\$26,460	8	%
Gross profit	\$236,652	38.7	%	\$196,714	36.1	%	\$39,938	20	%

## Revenue

Total product revenue increased by \$7.5 million, or 5%, during the three months ended September 29, 2018 compared to the corresponding period in 2017. The increase was primarily driven by Tier-1 service providers as they expand their networks with our ICE4-based products, which was partially offset by revenue declines with bandwidth wholesalers as a result of the consolidation of our customers and ICPs due to product transition challenges with certain customers. Total product revenue increased by \$64.0 million, or 14%, during the nine months ended September 29, 2018. This increase was primarily driven by significant growth from our largest cable customers as it added significant capacity to fill their existing networks and built significant new networks based on our ICE4-based products. This increase was partially offset by lower sales to Tier-1 service providers primarily related to the consolidation of customers. Additionally, our revenue benefited slightly from the adoption of ASC 606 during 2018.

Total services revenue increased by \$0.4 million, or 1%, during the three months ended September 29, 2018 compared to the corresponding period in 2017. Total services revenue increased by \$2.4 million, or 3%, during the nine months ended September 29, 2018. These increases were attributable to the continued growth in on-going maintenance services due to our growing installed base of customer networks, partially offset by the negative impact of adopting ASC 606 during 2018.



Table of Contents

While we expect our total revenue will increase in the fourth quarter of 2018 due to the inclusion of revenue from Coriant as a result of the Acquisition, we currently expect that our total revenue for the combined company will decrease in the fourth quarter of 2018 as compared to the combined results of the separate companies for the third quarter of 2018. Subsequent to announcing the Acquisition, certain large customers paused spending as they are awaiting details on the future roadmap and combined company plans. We expect this pause in spending will have a negative impact on our revenue for a few quarters, however, we believe that this is a temporary dynamic and spend from these customers will resume in the near-term. Revenue in the fourth quarter of 2018 is also being negatively impacted as several large deals we anticipated deploying during the period are being delayed until the first quarter of 2019.

The following table summarizes our revenue by geography and sales channel for the periods presented (in thousands, except percentages):

	Three Months Ended					
	September 29, 2018		September 30, 2017		Change	% Change
Amount	% of total revenue	Amount	% of total revenue			
Total revenue by geography:						
Domestic	\$98,097	49 %	\$113,616	59 %	\$(15,519)	(14) %
International	102,316	51 %	78,964	41 %	23,352	30 %
	\$200,413	100 %	\$192,580	100 %	\$7,833	4 %
Total revenue by sales channel:						
Direct	\$172,918	86 %	\$179,300	93 %	\$(6,382)	(4) %
Indirect	27,495	14 %	13,280	7 %	14,215	107 %
	\$200,413	100 %	\$192,580	100 %	\$7,833	4 %
	Nine Months Ended					
	September 29, 2018		September 30, 2017		Change	% Change
Amount	% of total revenue	Amount	% of total revenue			
Total revenue by geography:						
Domestic	\$348,109	57 %	\$325,592	60 %	\$22,517	7 %
International	263,212	43 %	219,331	40 %	43,881	20 %
	\$611,321	100 %	\$544,923	100 %	\$66,398	12 %
Total revenue by sales channel:						
Direct	\$557,004	91 %	\$512,072	94 %	\$44,932	9 %
Indirect	54,317	9 %	32,851	6 %	21,466	65 %
	\$611,321	100 %	\$544,923	100 %	\$66,398	12 %

Domestic revenue decreased by \$15.5 million, or 14%, during the three months ended September 29, 2018 compared to the corresponding period in 2017. This decrease was due to a decline in revenue from our traditional service providers due primarily to the ongoing impacts of the consolidation of two of our historically largest customers and also a decline in our ICP business attributable to the impact of product transitions with certain customers. Domestic revenue increased by \$22.5 million, or 7%, during the nine months ended September 29, 2018, primarily due to a significant increase in spending from cable operators for the first half of 2018, partially offset by a decline in revenue from our traditional service providers that was primarily attributable to the ongoing impacts of customer consolidation of two of our historically largest customers.



International revenue increased by \$23.4 million, or 30%, during the three months ended September 29, 2018 compared to the corresponding period in 2017. International revenue increased by \$43.9 million, or 20%, during the nine months ended September 29, 2018. These increases were attributable to growth in all of our major sales regions: Europe, Middle East and Africa (“EMEA”), Asia Pacific and Japan (“APJ”) and other Americas, stemming from an increase in ICE4-based product sales, sales of our new XTM platform and higher international spending from U.S.-based ICPs. In particular, APJ growth in both time periods was exceptionally strong, driven by strength in our subsea business.

Table of Contents

## Cost of Revenue and Gross Margin

Gross margin was 35.0% during the three months ended September 29, 2018, down from 35.2% in the corresponding period in 2017, driven by a higher percentage of footprint deployments, which initially are lower margin, partially offset by a \$5.1 million benefit due to the release of certain accruals for loss contingencies as they were determined to be remote during the three months ended September 29, 2018. Gross margin was 38.7% during the nine months ended September 29, 2018, up from 36.1% in the corresponding period in 2017. This improvement was driven by a favorable product mix and an increase in sales of our next-generation products, which carry a lower cost structure. In addition, gross margin in the nine months ended September 29, 2018 benefitted from the aforementioned loss contingency accrual release.

In a given quarter, gross margins can fluctuate depending on the mix of footprint versus fill, customer mix and overall volume.

We currently expect that gross margin in the fourth quarter of 2018 will decline relative to the third quarter of 2018 largely due to the lower gross margin profile of Coriant's current business compared to our historical business. Over time, we have committed to lowering the cost structure of the overall company by driving cost synergies, including incorporating vertical integration across the combined company's full solution set.

## Operating Expenses

The following tables summarize our operating expenses for the periods presented (in thousands, except percentages):

## Three Months Ended

September 29,  
2018

September 30, 2017

Amount  
% of total  
revenue

Amount

% of total  
revenue

Change

% Change

Operating expenses: