

LOEWS CORP  
Form 424B5  
May 02, 2013  
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Registration No. 333-179632

The information in this preliminary prospectus supplement is not complete and may be changed. The preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where such offer or sale is not permitted.

Subject to Completion, dated May 2, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus Dated February 22, 2012)

\$

Loews Corporation

\$ % Senior Notes due 2023

\$ % Senior Notes due 2043

The 2023 notes will bear interest at the rate of % per year. Interest on the 2023 notes is payable on and of each year, beginning on , 2013. The 2023 notes will mature on , 2023. Interest on the 2023 notes will accrue from , 2013.

The 2043 notes will bear interest at the rate of % per year. Interest on the 2043 notes is payable on and of each year, beginning on , 2013. The 2043 notes will mature on , 2043. Interest on the 2043 notes will accrue from , 2013. We refer to the 2023 notes and the 2043 notes collectively as the notes.

We may redeem some or all of the 2023 notes at any time prior to , (the date that is three months prior to the scheduled maturity date of the 2023 notes) at the make-whole redemption price discussed under the caption Description of Notes Optional Redemption plus accrued interest to the date of redemption. We may redeem some or all of the 2023 notes at any time on or after , (the date that is three months prior to the scheduled maturity date of the 2023 notes) at a price equal to 100% of the principal amount of the 2023 notes redeemed plus accrued interest to the date of redemption.

We may redeem some or all of the 2043 notes at any time prior to , (the date that is six months prior to the scheduled maturity date of the 2043 notes) at the make-whole redemption price discussed under the caption Description of Notes Optional Redemption plus accrued interest to the date of redemption. We may redeem some or all of the 2043 notes at any time on or after , (the date

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that is six months prior to the scheduled maturity date of the 2043 notes) at a price equal to 100% of the principal amount of the 2043 notes redeemed plus accrued interest to the date of redemption.

**Investing in the notes involves risks. See the section entitled Risk Factors on page S-7 of this prospectus supplement.**

The notes will be unsecured, unsubordinated obligations of our company and will rank equally in right of payment with all of our other unsubordinated indebtedness.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the related prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

	Per 2023 Note	Total	Per 2043 Note	Total
Public Offering Price	%(1)	\$	%(1)	\$
Underwriting Discount and Commissions	%	\$	%	\$
Proceeds to Loews Corporation (before expenses)	%	\$	%	\$

(1) Plus interest, if any, from , 2013 if settlement occurs after that date.

The underwriters expect to deliver the notes to purchasers on or about , 2013.

*Joint Book-running Managers*

**Barclays**

**J.P. Morgan**

**BofA Merrill Lynch**

**Citigroup**  
, 2013

**Wells Fargo Securities**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are currently offering and certain other matters relating to us and our financial condition. The second part, the prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to the notes we are currently offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. The information in this prospectus supplement supersedes any inconsistent information included in the accompanying prospectus.

You should rely only on the information contained in, or incorporated by reference in, this prospectus supplement or the accompanying prospectus. We and the underwriters have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. The information which appears in this prospectus supplement, the accompanying prospectus and any documents incorporated by reference may only be accurate as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

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**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. You may read and copy any reports or other information that we file with the SEC at its Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. You may also receive copies of these documents upon payment of a duplicating fee by writing to the SEC's Public Reference Room. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to the public from commercial document retrieval services, at our website ([www.loews.com](http://www.loews.com)) and at the SEC's website ([www.sec.gov](http://www.sec.gov)). Information on our website is not incorporated into this prospectus or our other SEC filings and is not a part of this prospectus or those filings.

The SEC allows us to incorporate by reference the information that we file with them into this prospectus supplement. This means that we can disclose important information to you by referring you to other documents filed separately with the SEC, including our annual, quarterly and current reports. The information incorporated by reference is considered to be a part of this prospectus supplement, except for any information that is modified or superseded by information contained in this prospectus supplement or any other subsequently filed document. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus. All documents filed (but not those that are furnished) by us with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of this offering will be incorporated by reference into this prospectus supplement and will automatically update and supersede the information in this prospectus supplement, the accompanying prospectus and any previously filed document.

The following documents have been filed by us with the SEC (File No. 001-06541) and are incorporated by reference into this prospectus supplement:

1. Annual Report on Form 10-K for the year ended December 31, 2012;
2. Those portions of our definitive proxy statement filed on April 2, 2013 incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2012; and
3. Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus supplement is delivered, upon written or oral request, a copy of any or all of the foregoing documents incorporated herein by reference (other than exhibits unless such exhibits are specifically incorporated by reference in such document). Requests for such documents should be directed to Loews Corporation, 667 Madison Avenue, New York, New York 10065-8087, Attention: Corporate Secretary (telephone: (212) 521-2000).

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**PROSPECTUS SUPPLEMENT SUMMARY**

This summary highlights selected information about our company and the offering and may not contain all of the information that is important to you. To better understand this offering, you should read this entire document carefully, as well as those additional documents to which we refer you. See [Where You Can Find More Information](#). All references to we, our or us in this prospectus supplement or the accompanying prospectus are to Loews Corporation.

**About Loews Corporation**

We are a holding company. Our subsidiaries are engaged in the following lines of business:

commercial property and casualty insurance (CNA Financial Corporation ( CNA ), a 90% owned subsidiary);

operation of offshore oil and gas drilling rigs (Diamond Offshore Drilling, Inc. ( Diamond Offshore ), a 50.4% owned subsidiary);

transportation and storage of natural gas and natural gas liquids and gathering and processing of natural gas (Boardwalk Pipeline Partners, LP ( Boardwalk Pipeline ), a 55% owned subsidiary);

exploration, production and marketing of natural gas and oil (including condensate and natural gas liquids) (HighMount Exploration & Production LLC ( HighMount ), a wholly owned subsidiary); and

operation of hotels (Loews Hotels Holding Corporation ( Loews Hotels ), a wholly owned subsidiary).

**CNA.** CNA is an insurance holding company whose primary subsidiaries consist of commercial property and casualty insurance companies. CNA's property and casualty insurance operations are conducted by Continental Casualty Company and The Continental Insurance Company and their respective affiliates. CNA accounted for 65.6%, 63.4% and 63.0% of our consolidated total revenue for the years ended December 31, 2012, 2011 and 2010, respectively, and 67.0% for the three months ended March 31, 2013.

**Diamond Offshore.** Diamond Offshore is engaged, through its subsidiaries, in the business of operating drilling rigs that are chartered on a contract basis for fixed terms by companies engaged in the exploration and production of hydrocarbons. Diamond Offshore owns 44 offshore rigs. Diamond Offshore accounted for 21.1%, 23.6% and 23.0% of our consolidated total revenue for the years ended December 31, 2012, 2011 and 2010, respectively, and 19.6% for the three months ended March 31, 2013.

**Boardwalk Pipeline.** Boardwalk Pipeline is engaged in integrated natural gas and natural gas liquids ( NGL ) transportation and storage and natural gas gathering and processing. Boardwalk Pipeline owns and operates three interstate natural gas pipelines with approximately 14,170 miles of interconnected pipelines, 14 underground natural gas storage fields with aggregate working gas capacity of approximately 201 billion cubic feet and eight salt dome NGL storage caverns with aggregate storage capacity of approximately 17.6 million barrels. Boardwalk Pipeline accounted for 8.1%, 8.1% and 7.7% of our consolidated total revenue for the years ended December 31, 2012, 2011 and 2010, respectively, and 8.8% for the three months ended March 31, 2013.

**HighMount.** HighMount is engaged in the exploration, production and marketing of natural gas and oil (including condensate and natural gas liquids). HighMount accounted for 2.0%, 2.5% and 2.9% of our consolidated total revenue for the years ended December 31, 2012, 2011 and 2010, respectively, and 1.8% for the three months ended March 31, 2013.

**Loews Hotels.** Loews Hotels, through its subsidiaries, currently operates 19 primarily upper upscale hotels, 17 of which are in the United States and two of which are in Canada. Loews Hotels accounted for 2.7%, 2.4%



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and 2.1% of our consolidated total revenue for the years ended December 31, 2012, 2011 and 2010, respectively, and 2.5% for the three months ended March 31, 2013.

We derive substantially all of our cash flow from our subsidiaries. We rely upon our invested cash balances and distributions from our subsidiaries to generate the funds necessary to meet our obligations and to declare and pay any dividends to our stockholders. The ability of our subsidiaries to make such payments is subject to, among other things, the availability of sufficient funds in such subsidiaries and applicable state laws (including, in the case of the insurance subsidiaries of CNA, laws and rules governing the payment of dividends by regulated insurance companies), and compliance with covenants in their respective debt agreements. Claims of creditors of our subsidiaries will generally have priority as to the assets of such subsidiaries over our claims and those of our creditors and stockholders.

Our principal executive offices are located at 667 Madison Avenue, New York, New York 10065-8087. Our telephone number is (212) 521-2000.



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**The Offering**

Issuer	Loews Corporation
Notes offered	<p>\$     aggregate principal amount of     % Senior Notes due     , 2023.</p> <p>\$     aggregate principal amount of     % Senior Notes due     , 2043.</p> <p>The 2023 notes and the 2043 notes will each constitute a new series of securities. The 2023 notes and the 2043 notes will constitute separate series under the indenture governing the notes.</p>
Maturity date	<p>2023 notes:     , 2023.</p> <p>2043 notes:     , 2043.</p>
Interest rate	<p>2023 notes:     % per year.</p> <p>2043 notes:     % per year.</p>
Interest payment dates	<p>2023 notes:     and     of each year, beginning on     , 2013. Interest on the 2023 notes will accrue from     , 2013.</p> <p>2043 notes:     and     of each year, beginning on     , 2013. Interest on the 2043 notes will accrue from     , 2013.</p>
Ranking	The notes will be our unsecured, unsubordinated obligations and will rank equally in right of payment with all our other unsubordinated debt. The notes will be effectively junior to the debt and other liabilities of our subsidiaries. See Description of Notes.
Optional redemption	<p>We may redeem some or all of the 2023 notes at any time prior to     ,     (the date that is three months prior to the scheduled maturity date of the 2023 notes) at the make-whole redemption price discussed under the caption Description of Notes Optional Redemption plus accrued interest to the date of redemption. We may redeem some or all of the 2023 notes at any time on or after     ,     (the date that is three months prior to the scheduled maturity date of the 2023 notes) at a price equal to 100% of the principal amount of the 2023 notes redeemed plus accrued interest to the date of redemption.</p> <p>We may redeem some or all of the 2043 notes at any time prior to     ,     (the date that is six months prior to the scheduled maturity date of the 2043 notes) at the make-whole redemption price discussed</p>

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under the caption "Description of Notes - Optional Redemption" plus accrued interest to the date of redemption. We may redeem some or all of the 2043 notes at any time on or after \_\_\_\_\_, \_\_\_\_\_ (the date that is six months prior to the scheduled maturity date of the 2043 notes) at a price equal to 100% of the principal amount of the 2043 notes redeemed plus accrued interest to the date of redemption.

Form and denomination

The notes will be issued in fully registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

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Further issues

We may from time to time, without the consent of the holders of the notes, issue additional senior debt securities having the same ranking and the same interest rate, maturity and other terms as the notes of either series offered hereby except for the public offering price and issue date and, in some cases, the first interest payment date. See Description of Notes Further Issues.

Use of proceeds

We estimate that the net proceeds, after deducting the underwriters discounts and commissions and before deducting other estimated offering expenses payable by us, from the offering will be approximately \$ . We intend to use the proceeds from the offering for general corporate purposes. See Use of Proceeds.

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**RISK FACTORS**

Our business faces many risks. We have described some of the more significant risks which we and our subsidiaries face in our Annual Report on Form 10-K for the year ended December 31, 2012 and we may describe additional risks in subsequent SEC filings. There also may be additional risks that we do not yet know of or that we do not currently perceive to be significant that may also impact our business or the business of our subsidiaries.

Each of the risks and uncertainties described in our SEC filings could lead to events or circumstances that have a material adverse effect on our business, results of operations, cash flows, financial condition or equity and/or the business, results of operations, financial condition or equity of one or more of our subsidiaries.

You should carefully consider and evaluate all of the information included in our Annual Report on Form 10-K for the year ended December 31, 2012 and the other SEC filings incorporated by reference in this prospectus supplement and any subsequent reports that we may file with the SEC or make available to the public before investing in the notes. Our subsidiaries, CNA, Diamond Offshore and Boardwalk Pipeline, are public companies and file reports with the SEC.

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**USE OF PROCEEDS**

We estimate that the net proceeds, after deducting the underwriters discounts and commissions and before deducting other estimated offering expenses payable by us, from the offering will be approximately \$ . We intend to use the proceeds from the offering for general corporate purposes.

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**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES**

The table below sets forth our ratio of earnings to fixed charges for the three months ended March 31, 2013 and 2012 and each of the five years in the period ended December 31, 2012, which was computed by dividing pretax income (loss) from continuing operations available for fixed charges (pretax income (loss) from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries and income or loss from equity investees, plus fixed charges, amortization of capitalized interest, and distributed income of equity investees, less capitalized interest) by fixed charges. Fixed charges include (a) interest expense, (b) capitalized interest, (c) amortization of debt issuance costs, (d) interest credited to policyholder account balances, and (e) one-third of rent expense, which we believe represents the interest factor attributable to rent. Since no preferred stock was outstanding during the periods presented, the ratio of income from continuing operations to fixed charges and preferred stock dividends would be the same as the ratios presented here.

	Three Months			Year Ended December 31,			
	Ended March 31, 2013	2012	2012	2011	2010	2009	2008
Ratio of income from continuing operations to fixed charges	3.8x	6.0x	3.3x	4.9x	5.7x	3.9x	2.9x

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**Table of Contents****CAPITALIZATION**

The following table sets forth our consolidated capitalization as of March 31, 2013 on an actual basis and as adjusted to give effect to the offering of the notes hereunder. The information presented below should be read in conjunction with the financial statements and related notes thereto included in our reports filed with the SEC that are incorporated by reference into this prospectus supplement.

	As of March 31, 2013	
	Actual	As Adjusted
	(Dollars in millions)	
	(unaudited)	
Short-term debt:		
Current portion of long-term debt	\$ 19	\$ 19
Loews Corporation (Parent Company):		
Senior:		
5.3% notes due 2016	400	400
6.0% notes due 2035	300	300
% notes due 2023 offered hereby		
% notes due 2043 offered hereby		
Parent Company debt subtotal	\$ 700	\$
Less unamortized discount	6	6
Parent Company debt, net	\$ 694	\$
CNA Financial:		
Senior:		
5.9% notes due 2014	549	549
6.5% notes due 2016	350	350
7.0% notes due 2018	150	150
7.4% notes due 2019	350	350
5.9% notes due 2020	500	500
5.8% notes due 2021	400	400
7.3% debentures due 2023	243	243
Variable rate note due 2036	30	30
Other senior debt	13	13
	\$ 2,585	\$ 2,585
Diamond Offshore:		
Senior:		
5.2% notes due 2014	250	250
4.9% notes due 2015	250	250
5.9% notes due 2019	500	500
5.7% notes due 2039	500	500
	\$ 1,500	\$ 1,500
Boardwalk Pipeline:		
Senior:		
Variable rate revolving credit facility due 2017	370	370
Variable rate term loan due 2017	225	225
4.6% notes due 2015	250	250
5.1% notes due 2015	275	275
5.9% notes due 2016	250	250
5.5% notes due 2017	300	300
6.3% notes due 2017	275	275
5.2% notes due 2018	185	185





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	As of March 31, 2013	
	Actual	As Adjusted
	(Dollars in millions)	
	(unaudited)	
5.8% notes due 2019	350	350
4.5% notes due 2021	440	440
4.0% notes due 2022	300	300
3.4% notes due 2023	300	300
7.3% debentures due 2027	100	100
	\$ 3,620	\$ 3,620
<b>HighMount:</b>		
Senior:		
Variable rate term loan due 2016	600	600
Variable rate revolving credit facility due 2016	120	120
	\$ 720	\$ 720
<b>Loews Hotels:</b>		
Senior debt, principally mortgages	356	356
Subsidiary debt subtotal	8,781	8,781
Less unamortized discount	38	38
Subsidiary debt, net	\$ 8,743	\$ 8,743
Parent Company and Subsidiaries total debt, net	9,437	
Less current portion of long-term debt	19	19
		4,786
		5,480
Investment in Tower Semiconductor Ltd.		806
		769
Other assets		3,142

4,038

TOTAL ASSETS

\$

39,997

\$

50,235

**LIABILITIES AND STOCKHOLDERS EQUITY**

Current liabilities:

Trade payables

\$

3,002

\$

4,383

Accrued liabilities

2,644

2,462

Deferred income on shipments to distributors

1,159

1,152

Deferred royalty revenue

548

960

Current portion of debt and capital lease obligations

1,544

2,292

Total current liabilities

8,897

11,249

Long-term liabilities:

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Debt and capital lease obligations, less current portion

912

1,618

Total liabilities

9,809

12,867

Commitments and contingencies (see Notes 12 and 13)

Stockholders' equity:

Common stock, \$0.001 par value; 100,000 shares authorized; 29,152 and 28,680 shares issued and outstanding, respectively

29

29

Additional paid-in capital

166,314

164,138

Accumulated other comprehensive income

834

726

Accumulated deficit

	(136,989
)	
	(127,525
)	
Total stockholders' equity	
	30,188
	37,368
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	
\$	
	39,997
\$	
	50,235

See accompanying Notes to Condensed Unaudited Consolidated Financial Statements.

## QUICKLOGIC CORPORATION

## CONDENSED UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Nine Months Ended			
	September 30, 2007		October 1, 2006	
Cash flows from operating activities:				
Net loss	\$	(9,464)	\$	(5,878)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:				
Depreciation and amortization		2,292		2,303
Gain on sale of equipment		(95)		
Stock-based compensation		1,261		1,145
Inventory write-down		3,533		1,684
Decrease in wafer credits from Tower Semiconductor Ltd.		681		132
Bad debt expense		163		110
Write-off of long-lived assets		7		34
Changes in assets and liabilities:				
Accounts receivable		93		1,798
Inventory		693		(731)
Other assets		714		(738)
Trade payables		(1,965)		1,026
Accrued liabilities		182		(639)
Deferred income and royalty revenue		(405)		(16)
Net cash provided by (used for) operating activities		(2,310)		230
Cash flows from investing activities:				
Capital expenditures for property and equipment		(1,021)		(1,903)
Proceeds from sale of equipment		95		
Net cash used for investing activities		(926)		(1,903)
Cash flows from financing activities:				
Payment of debt and capital lease obligations		(1,896)		(1,802)
Proceeds from debt obligations		442		2,490
Proceeds from issuance of common stock		915		2,551
Net cash provided by (used for) financing activities		(539)		3,239
Net increase (decrease) in cash and cash equivalents		(3,775)		1,566
Cash and cash equivalents at beginning of period		24,621		28,283
Cash and cash equivalents at end of period	\$	20,846	\$	29,849
Supplemental disclosures of cash flow information:				
Interest paid	\$	245	\$	284
Income taxes paid	\$	132	\$	42
Supplemental schedule of non-cash investing and financing activities:				
Capital lease obligation to finance capital expenditures and related maintenance	\$		\$	791



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See accompanying Notes to Condensed Unaudited Consolidated Financial Statements.

## QUICKLOGIC CORPORATION

## CONDENSED UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

	Three Months Ended				Nine Months Ended			
	September 30, 2007		October 1, 2006		September 30, 2007		October 1, 2006	
Net loss	\$	(1,493)	\$	(2,951)	\$	(9,464)	\$	(5,878)
Other comprehensive gain, net of tax:								
Unrealized gain on investments		484		81		108		13
Total comprehensive loss	\$	(1,009)	\$	(2,870)	\$	(9,356)	\$	(5,865)

See accompanying Notes to Condensed Unaudited Consolidated Financial Statements.

**Quicklogic corporation**

**Notes to condensed unaudited consolidated financial statements**

**Note 1 The Company and Basis of Presentation**

QuickLogic Corporation ( QuickLogic or the Company ) was founded in 1988 and reincorporated in Delaware in 1999. The Company develops and markets low power programmable solutions that enable customers to add features to their mobile, consumer and industrial products. The Company is a fabless semiconductor company that operates in a single industry segment where it designs, markets and supports Customer Specific Standard Products ( CSSPs ), Embedded Standard Products ( ESPs ), Field Programmable Gate Arrays ( FPGAs ), application solutions, associated design software and programming hardware.

The accompanying interim consolidated financial statements are unaudited. In the opinion of management, these statements have been prepared in accordance with generally accepted accounting principles ( GAAP ) and include all adjustments, consisting only of normal recurring adjustments, necessary to provide a fair statement of results for the interim periods presented. The Company recommends that these consolidated financial statements be read in conjunction with the Company s Form 10-K for the year ended December 31, 2006. Operating results for the three and nine months ended September 30, 2007 are not necessarily indicative of the results that may be expected for the full year.

QuickLogic s fiscal year ends on the Sunday closest to December 31. QuickLogic s fiscal third quarter for 2007 and 2006 ended Sunday, September 30, 2007 and October 1, 2006, respectively. Beginning with fiscal year 2006, the Company changed its reporting convention to utilize the actual closing dates for all periods presented in its consolidated financial statements and accompanying notes. This change had no impact on the Company s financial position, results of operation or cash flows for any of the periods presented.

*Liquidity*

The Company anticipates that its existing cash resources will fund operations, finance purchases of capital equipment and provide adequate working capital for the next twelve months. The Company s liquidity is affected by many factors including, among others, the level of revenue and gross profit, market acceptance of existing and new products including ArcticLink , PolarPro , Eclipse II and QuickLogic devices, fluctuations in revenue as a result of product end-of-life, fluctuations in revenue as a result of the stage in the product life cycle of its customers products, costs of securing access to and availability of adequate manufacturing capacity, inventory levels, wafer purchase commitments, customer credit terms, the amount and timing of research and development expenditures, the timing of new product introductions, production volumes, product quality, sales and marketing efforts, the amount and financing arrangements for purchases of capital equipment, changes in operating assets and liabilities, the ability to obtain or renew debt financing and to remain in compliance with the terms of existing credit facilities, the ability to raise funds from the sale of shares of Tower Semiconductor Ltd. ( Tower ) and equity in the Company, the issuance and exercise of stock options, the terms of and participation in the Company s employee stock purchase plan, and other factors related to the uncertainties of the industry and global economics. Accordingly, there can be no assurance that events in the future will not require the Company to seek additional capital or, if so required, that such capital will be available on terms acceptable to the Company.

*Principles of Consolidation*

The consolidated financial statements include the accounts of QuickLogic Corporation and its wholly owned subsidiaries, QuickLogic International, Inc., QuickLogic Canada Company, QuickLogic Kabushiki Kaisha, QuickLogic Software (India) Private Ltd. and QuickLogic GmbH. The Company and its subsidiaries use the U.S. dollar as its functional currency. All intercompany accounts and transactions are

eliminated in consolidation.

*Use of Estimates*

The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates, particularly in relation to revenue recognition, the allowance for doubtful accounts, sales returns, valuation of investments, valuation of long-lived assets, inventory valuation including identification of excess quantities, market value and obsolescence, measurement of stock-based compensation awards, accounting for income taxes and estimating accrued liabilities.

**Quicklogic corporation**

**Notes to condensed unaudited consolidated financial statements (Continued)**

*Reclassifications*

For presentation purposes, certain amounts in prior period financial statements, referred to in these financial statements, have been reclassified to conform to the reporting in current period financial statements.

**Note 2 Significant Accounting Policies**

*Revenue Recognition*

The Company supplies standard products which must be programmed before they can be used in an application. The Company's products may be programmed by the Company, distributors, end customers or third parties. Once programmed, the Company's parts cannot be erased and, therefore, programmed parts are only useful to a specific customer.

The Company generally recognizes revenue as products are shipped if evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, collection of the resulting receivable is reasonably assured and product returns are reasonably estimable.

Revenue is recognized upon shipment of both programmed and unprogrammed parts to original equipment manufacturer ( OEM ) customers, provided that legal title and risk of ownership have transferred.

The Company also sells to distributors under agreements that allow for price adjustments and, in the case of unprogrammed parts, certain rights of return on unsold inventory.

Because programmed parts can only be used by a specific customer, it is the Company's practice to agree upon any price adjustments with a distributor prior to shipment. Furthermore, distributors are not allowed any future price adjustments and have no rights of return on programmed parts. Accordingly, revenue is recognized upon delivery to a distributor since title and risk of ownership have transferred to the distributor, the price is fixed, no right of return exists and collection of the resulting receivable is reasonably assured.

Unprogrammed parts shipped to distributors may be used by multiple end customers and distributors may have certain return and price adjustment privileges on unsold inventory. Accordingly, revenue associated with unprogrammed parts is deferred until resale to the end customer. Deferred income on shipments to distributors reflects the amount of gross margin expected to be realized when distributors sell through these products purchased from the Company.

Software revenue from sales of design tools is recognized when persuasive evidence of an agreement exists, delivery of the software has occurred, no significant Company obligations with regard to implementation or integration remain, the fee is fixed or determinable and collection is reasonably assured. Software revenue amounted to less than one percent of the Company's revenue for the third quarter and the first nine months of 2007 and 2006.

*Inventory*

Inventory is stated at the lower of standard cost or net realizable value. Standard cost approximates actual cost on a first-in, first-out basis. The Company routinely evaluates quantities and values of its inventory in light of current market conditions and market trends and records reserves for quantities in excess of demand and product obsolescence. The evaluation may take into consideration historic usage, expected demand, anticipated sales price, the stage in the product life cycle of its customers' products, new product development schedules, the effect new products might have on the sale of existing products, product obsolescence, customer design activity, customer concentrations, product merchantability and other factors. Market conditions are subject to change and actual consumption of inventory could differ from forecasted demand. The

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Company's semiconductor products have historically had an unusually long product life cycle and obsolescence has not been a significant factor in the valuation of inventories. However, as the Company pursues opportunities in the mobile market, its product life cycle may be shorter and increase the potential for obsolescence. The Company also regularly reviews the cost of inventory against estimated market value and records a lower of cost or market reserve for inventories that have a cost in excess of estimated market value.

**Quicklogic corporation**

**Notes to condensed unaudited consolidated financial statements (Continued)**

*Long-Lived Assets*

The Company reviews the recoverability of its long-lived assets, such as property and equipment, prepaid wafer credits and investments, annually and when events or changes in circumstances occur that indicate that the carrying value of the asset or asset group may not be recoverable. The assessment of possible impairment is based on the Company's ability to recover the carrying value of the asset or asset group from the expected future pre-tax cash flows, undiscounted and without interest charges, of the related operations. If these cash flows are less than the carrying value of the asset or asset group, an impairment loss is recognized for the difference between the estimated fair value and the carrying value, and the carrying value of the related assets is reduced by this difference. The measurement of impairment requires management to estimate future cash flows and the fair value of long-lived assets.

*Comprehensive Income (Loss)*

Comprehensive income (loss) includes all changes in equity (net assets) during a period from non-owner sources. Comprehensive income (loss) for the Company has included realized and unrealized holding gains or losses on its holdings of Tower ordinary shares. See Note 4.

*Stock-Based Compensation*

The Company accounts for stock-based compensation under the provisions of Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), *Share-Based Payment*, (SFAS 123(R)) and related interpretations which requires the measurement and recognition of expense related to the fair value of stock-based compensation awards. Accordingly, stock-based compensation for awards other than restricted stock awards (RSAs) and restricted stock units (RSUs) is measured at the grant date and re-measured upon modification, as appropriate, based on the fair value of the award using the Black-Scholes option pricing model (Black-Scholes), and is recognized as expense over the requisite service period of the award. Stock-based compensation for RSAs and RSUs is equal to the closing price of the Company's common stock on the date of grant; RSA and RSU awards which vest with service are expensed over the requisite service period. RSA and RSU awards which are expected to vest based on performance to a goal are expensed over the estimated vesting period. See Note 9.

*Foreign Currency Transactions*

All of the Company's sales and cost of manufacturing are transacted in U.S. dollars. The Company conducts a portion of its research and development activities in Canada and India and has sales and marketing activities in various countries outside of the United States. Most of these international expenses are incurred in local currency. Foreign currency transaction gains and losses are included in interest income and other, net, as they occur. Operating expenses denominated in foreign currencies were approximately 24% and 22% of total operating expenses for the first nine months of 2007 and 2006, respectively. The Company incurred a majority of these foreign currency expenses in Canada. The Company has not used derivative financial instruments to hedge its exposure to fluctuations in foreign currency and, therefore, is susceptible to fluctuations in foreign exchange gains or losses in its results of operations in future reporting periods.

*Concentration of Credit Risk*

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and cash equivalents, investment in Tower and accounts receivable. Cash and cash equivalents are maintained with high quality institutions. See Note 4 for information regarding the Company's investment in Tower. The Company's accounts receivable are denominated in U.S. dollars and are derived primarily from sales to customers located in North America, Europe and Asia Pacific. The Company performs ongoing credit evaluations of its customers and generally does not require collateral. See Note 11 for information regarding concentrations associated with accounts receivable.

*Warranty Costs*

The Company generally warrants finished goods against defects in material and workmanship under normal use for twelve months from the date of shipment. The Company does not have significant product warranty related costs or liabilities. The one-time programmable nature of QuickLogic's products minimizes warranty costs.



## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

**Recently Issued Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 157, *Fair Value Measurements*, ( SFAS 157 ). SFAS 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. The changes to current practice resulting from the application of SFAS 157 relate to the definition of fair value, the methods used to measure fair value and expanded disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company is currently evaluating the impact that SFAS 157 will have on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, ( SFAS 159 ). SFAS 159 permits companies to choose to measure certain financial instruments and certain other items at fair value. The standard requires that unrealized gains and losses on items for which the fair value option has been elected be reported in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007, although earlier adoption is permitted. The Company is currently evaluating the impact that SFAS 159 will have on its consolidated financial statements.

**Note 3 Net Loss Per Share**

Basic net loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net loss per share is computed using the weighted average number of common shares outstanding during the period plus potentially dilutive common shares outstanding during the period under the treasury stock method. In computing diluted net loss per share, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options. A reconciliation of the basic and diluted per share computations is as follows (in thousands, except per share amounts):

	Three Months Ended								
	September 30, 2007					October 1, 2006			
	Net Loss	Shares	Per Share Amount	Net Loss	Shares	Per Share Amount	Net Loss	Shares	Per Share Amount
Basic	\$ (1,493)	29,116	\$ (0.05)	\$ (2,951)	28,678	\$ (0.10)			
Effect of stock options									
Diluted	\$ (1,493)	29,116	\$ (0.05)	\$ (2,951)	28,678	\$ (0.10)			
	Nine Months Ended								
	September 30, 2007					October 1, 2006			
	Net Loss	Shares	Per Share Amount	Net Loss	Shares	Per Share Amount	Net Loss	Shares	Per Share Amount
Basic	\$ (9,464)	28,966	\$ (0.33)	\$ (5,878)	28,420	\$ (0.21)			
Effect of stock options									
Diluted	\$ (9,464)	28,966	\$ (0.33)	\$ (5,878)	28,420	\$ (0.21)			

For the third quarter and first nine months of 2007, 7.8 million shares associated with equity awards outstanding and the estimated number of shares to be purchased under the current offering period of the 1999 Employee Stock Purchase Plan were not included in the calculation of diluted net loss per share, as they were considered antidilutive due to the net loss the Company experienced during this period. For the third quarter and first nine months of 2006, 6.2 million shares associated with options outstanding were not included in the calculation of diluted net loss per share, as they were considered antidilutive due to the net loss the Company experienced during this period.

**Note 4 Investment in Tower Semiconductor Ltd.**

On December 12, 2000, the Company entered into several agreements with Tower, as amended, under which the Company agreed to make a strategic investment in Tower of up to \$25 million as part of Tower's plan to build and equip a new wafer fabrication facility. During 2001 and 2002, the Company paid a total of \$21.3 million to Tower to fulfill its investment requirements under the agreement. In partial consideration for the investment, the Company received 1,757,368 Tower ordinary shares with an original cost of \$16.6 million. Due to write-downs in

## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

prior periods as a result of other than temporary declines in market value, the adjusted cost of the Company's Tower ordinary shares is \$1.17 per share. The Company sold a portion of the Tower ordinary shares in fiscal 2003.

As of September 30, 2007, the Company held 1,344,543 available for sale Tower ordinary shares with an unrealized gain of \$834,000 recorded in accumulated other comprehensive income, representing the difference between the adjusted cost per share and \$1.79 per share, their market value on the last trading day of the reporting period. The Company plans to hold 450,000 of the Tower ordinary shares in order to receive competitive product pricing under the Agreement and has recorded these shares as a long-term investment on the balance sheets. The remaining 894,543 shares are classified as a short-term investment on the balance sheets.

The Company also received \$4.7 million in prepaid wafer credits in partial consideration for the investment. As of September 30, 2007, the prepaid wafer credits balance was \$3.0 million. The Company has guaranteed capacity at Tower through at least 2010. These credits are recorded within long-term other assets on the balance sheets and can be applied toward wafer purchases from Tower at 15% of the value of purchases made through 2010.

## Note 5 Balance Sheet Components

	September 30, 2007		December 31, 2006	
	(in thousands)			
<b>Inventory:</b>				
Raw materials	\$	254	\$	791
Work-in-process		4,008		7,845
Finished goods		576		428
	\$	4,838	\$	9,064
<b>Other current assets:</b>				
Prepaid expenses	\$	1,261	\$	1,566
Other		134		328
	\$	1,395	\$	1,894
<b>Property and equipment:</b>				
Equipment	\$	14,401	\$	13,477
Software		9,384		9,370
Furniture and fixtures		824		824
Leasehold improvements		803		803
		25,412		24,474
Accumulated depreciation and amortization		(20,626)		(18,994)
	\$	4,786	\$	5,480
<b>Other assets:</b>				
Prepaid wafer credits	\$	2,953	\$	3,634
Other		189		404
	\$	3,142	\$	4,038

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Accrued liabilities:			
Employee related accruals	\$	1,775	\$ 1,150
Other		869	1,312
	\$	2,644	\$ 2,462

## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

## Note 6 Obligations

	September 30, 2007		December 31, 2006	
	(in thousands)			
Debt and capital lease obligations:				
Notes payable to bank	\$	1,930	\$	2,526
Capital leases		526		1,384
		2,456		3,910
Current portion of debt and capital lease obligations		(1,544)		(2,292)
	\$	912	\$	1,618

*Revolving Line of Credit and Notes Payable to Bank*

Effective June 2006, the Company entered into a Second Amended and Restated Loan and Security Agreement with Silicon Valley Bank. Terms of the agreement included a \$5.0 million revolving line of credit that is available through June 2008 and an additional \$2.0 million of borrowing capacity under the equipment line of credit that was available to be drawn against through June 2007. Advances under the equipment line of credit must be repaid in either 30 or 36 equal monthly installments, depending upon the nature of the items financed. The agreement was amended in June 2007 to include an additional \$2.5 million of borrowing capacity under the equipment line of credit that is available to be drawn against through June 2008 and provides that future advances under the equipment line of credit be repaid in 36 equal monthly installments. Terms of the various advances under the agreement are as follows (in thousands):

	Original Balance	Balance at September 30, 2007	Available Credit	Interest Rate	Maturity Date
Revolving Line of Credit:					
Non-formula advances	n/a	\$	\$ 5,000	Greater of Prime + 0.50% or 8.50%	June 28, 2008
Equipment Line of Credit:					
Notes payable	\$ 1,409	40	n/a	Prime + 2.00%	Multiple draws maturing on or before April 2008
Notes payable	932	466	n/a	Prime + 1.75%	Multiple draws maturing on or before April 2009
Notes payable	1,558	1,031	n/a	Prime + 1.00%	Multiple draws maturing on or before September 2009
Notes payable	442	393	n/a	Prime + 1.00%	Multiple draws maturing on or before May 2010

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Notes payable	n/a		2,500	Prime + 1.00% or Treasury + 4.00%	36 months from date of advance
Total		\$	1,930		

**Quicklogic corporation**

**Notes to condensed unaudited consolidated financial statements (Continued)**

The bank has a first priority security interest in substantially all of the Company's tangible and intangible assets to secure any outstanding amounts under the agreement. Under the terms of the agreement, the Company must maintain a minimum tangible net worth and adjusted quick ratio. The agreement also has certain restrictions including, among others, on the incurrence of other indebtedness, the maintenance of depository accounts, the disposition of assets, mergers, acquisitions, investments, the granting of liens and the payment of dividends. The Company was in compliance with the financial covenants of the agreement as of September 30, 2007.

At September 30, 2007, the prime rate under the credit facility was 7.75%. As of September 30, 2007 and December 31, 2006, \$886,000 and \$1.3 million, respectively, of amounts outstanding under the equipment line of credit were classified as long-term obligations.

*Capital Lease*

In December 2005, the Company leased design software and related maintenance under a two-year capital lease at an imputed interest rate of 8.5% per annum. Terms of the agreement require the Company to make quarterly payments of approximately \$204,000 through November 2007. The Company recorded a capital asset for \$1.2 million that is being depreciated over the term of the agreement, prepaid maintenance of \$272,000 that is being amortized over the term of the agreement and a capital lease obligation of \$1.5 million. As of September 30, 2007, \$200,000 was outstanding under the capital lease, zero of which was classified as a long-term obligation.

In January 2006, the Company leased design software tools and related maintenance under a three-year capital lease at an imputed interest rate of 9.0% per annum. Terms of the agreement require the Company to make semi-annual payments of approximately \$148,000 through July 2008. The Company recorded a capital asset for \$633,000 that is being depreciated over the term of the agreement, prepaid maintenance of \$158,000 that is being amortized over the term of the agreement and a capital lease obligation of \$791,000. As of September 30, 2007, \$277,000 was outstanding under the capital lease, zero of which was classified as a long-term obligation.

In the fourth quarter of 2006, the Company entered into a capital lease obligation in the amount of \$77,000 to finance design software. The capital lease obligation has an imputed interest rate of 9.25% per annum and is being repaid in annual amounts of \$28,000 through January 2009. As of September 30, 2007, \$49,000 was outstanding under the capital lease, \$26,000 of which was classified as a long-term obligation.

**Note 7 Deferred Royalty Revenue**

In October 2000, the Company entered into a technology license and wafer supply agreement with Aeroflex Incorporated (Aeroflex). Under the terms of the agreement, the Company received \$750,000 of prepaid royalties. In addition, Aeroflex receives a prepaid royalty credit for a portion of the amounts paid for wafers purchased from the Company under the agreement. As of September 30, 2007 and December 31, 2006, the Company had recorded approximately \$548,000 and \$960,000, respectively, of deferred royalty revenue under this agreement which is classified as a current liability. The Company recognized \$520,000 and zero royalty revenue in the first nine months of 2007 and 2006, respectively.

**Note 8 Employee Stock Plans**

*1989 Stock Option Plan*

The 1989 Stock Option Plan (the 1989 Plan ) provided for the issuance of incentive and nonqualified options for the purchase of up to 4.6 million shares of common stock. Options granted under the 1989 Plan have a term of up to ten years, and typically vest at a rate of 25% of the total grant per year over a four-year period. In September 1999, the Company adopted the 1999 Stock Plan and no further stock option grants were made under the 1989 Plan.

*1999 Stock Plan*

The 1999 Stock Plan (the 1999 Plan ) was adopted by the Board of Directors in August 1999 and was approved by the Company's stockholders in September 1999. The Company may issue stock options, RSAs or RSUs under the terms of the 1999 Plan. As of September 30, 2007, approximately 14.8 million shares were reserved for issuance under the 1999 Plan. In addition, each January an annual increase is added to the 1999 Plan equal to the



## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

lesser of (i) 5,000,000 shares, (ii) 5% of the Company's outstanding shares on such date, or (iii) a lesser amount determined by the Board of Directors. Equity awards that are cancelled, forfeited or repurchased under the 1989 Plan also become available for grant under the 1999 Plan. Equity awards granted under the 1999 Plan have a term of up to ten years. Options typically vest at a rate of 25% one year after the vesting commencement date, and one forty-eighth for each month of service thereafter. During the third quarter of 2007, the Company granted performance based RSUs which will vest upon achievement of a revenue goal. The Company has implemented a different vesting schedule in the past and may implement different vesting schedules in the future with respect to any new equity awards.

*Employee Stock Purchase Plan*

The 1999 Employee Stock Purchase Plan ( ESPP ) was adopted by the Board of Directors in August 1999 and was approved by the Company's stockholders in September 1999. As of September 30, 2007, approximately 6.3 million shares were reserved for issuance under the ESPP. In addition, each August an annual increase is added to the ESPP equal to the lesser of (i) 1,500,000 shares, (ii) 4% of the Company's outstanding shares on such date, or (iii) a lesser amount determined by the Board of Directors.

The Board of Directors amended the ESPP in November 2005 to provide for six-month offering periods. Participants purchase shares through payroll deductions of up to 20% of an employee's total compensation (maximum of 20,000 shares per offering period). The amended ESPP permits the Board of Directors to determine, prior to each offering period, whether participants purchase shares at: (i) 85% of the fair market value of the common stock at the end of the offering period; or (ii) 85% of the lower of the fair market value of the common stock at the beginning or the end of an offering period. The Board of Directors has determined that, until further notice, future offering periods will be made at 85% of the lower of the fair market value of the common stock at the beginning or the end of an offering period.

**Note 9 Stock-Based Compensation**

Effective January 2, 2006, the Company adopted the provisions of SFAS 123(R) which requires the measurement and recognition of expense related to the fair value of stock-based compensation awards made to employees and directors over the requisite service period. Under SFAS 123(R), stock-based compensation expense is recognized in the Company's consolidated statements of operations and includes: (i) compensation expense for stock-based compensation awards granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated and re-measured upon modification in accordance with the pro forma provisions of SFAS 123, and (ii) compensation expense for the stock-based compensation awards granted or modified subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). The impact of SFAS 123(R) on the Company's consolidated financial statements for the third quarter and first nine months of 2007 and 2006 was as follows (in thousands):

	Three Months Ended				Nine Months Ended			
	September 30, 2007		October 1, 2006		September 30, 2007		October 1, 2006	
Cost of revenue	\$	67	\$	36	\$	176	\$	138
Research and development		94		57		273		321
Selling, general and administrative		291		197		812		686
Total costs and expenses	\$	452	\$	290	\$	1,261	\$	1,145

The amount of stock-based compensation included in inventory for the third quarter and first nine months of 2007 and 2006 was not material.



## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

*Valuation Assumptions*

SFAS 123(R) requires companies to estimate the fair value of stock-based compensation awards, other than RSA and RSU awards, on the grant date using an option pricing model. As required by SFAS 123(R), the Company has made an estimate of expected forfeitures and is recognizing compensation costs only for those equity awards expected to vest. The Company measures the fair value of stock-based compensation awards, other than RSA and RSU awards, using the Black-Scholes option pricing model. Black-Scholes, as well as other currently accepted option valuation models, was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions. These assumptions differ significantly from the characteristics of the Company's stock-based compensation awards. Black-Scholes also requires the use of highly subjective, complex assumptions, including expected term and the price volatility of the Company's stock. The estimated fair value of RSAs and RSUs is equal to the closing price of the Company's common stock on the date of grant; awards which vest with service are expensed over the requisite service period. RSA and RSU awards which are expected to vest based on performance to a goal are expensed over the estimated vesting period.

The following weighted average assumptions are included in the estimated fair value calculations for stock option grants:

	Three Months Ended		Nine Months Ended	
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
Expected term (years)	5.07	5.75	5.09	5.75
Risk-free interest rate	4.51%	4.74%	4.62%	4.80%
Volatility	80.00%	82.00%	80.00%	82.00%
Dividend yield				

The methodologies for determining the above values were as follows:

*Expected term:* The expected term represents the period that the Company's stock-based awards are expected to be outstanding and is estimated based on historical experience.

*Risk-free interest rate:* The risk-free interest rate assumption is based upon the observed interest rate appropriate for the expected term of the Company's employee stock options.

*Volatility:* The Company determines expected volatility based primarily on historical volatility of the Company's common stock.

*Dividend yield:* The dividend yield assumption is based on the Company's intent not to issue a dividend under its dividend policy.

The weighted average estimated fair value for options granted during the third quarter of 2007 and 2006 was \$2.35 and \$2.08 per option, respectively. The weighted average estimated fair value for options granted during the first nine months of 2007 and 2006 was \$2.10 and \$2.98 per option, respectively. As of the end of the third quarter of 2007, the fair value of unvested stock options, net of expected forfeitures, was \$3.3 million which is expected to be recognized over the next four years.



## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

*Stock-Based Compensation Award Activity*

The following table summarizes stock-based compensation award activity under the 1989 Plan and the 1999 Plan for the first nine months of 2007 and fiscal year 2006:

	Shares Available for Grant (in thousands)	Options Outstanding	
		Number of Shares (in thousands)	Weighted Average Exercise Price
Balance at January 2, 2006	6,658	6,735	\$ 5.37
Authorized	1,394		
Granted	(1,711)	1,711	3.25
Forfeited or expired	284	(284)	9.02
Exercised		(698)	3.07
Balance at December 31, 2006	6,625	7,464	4.97
Authorized	1,434		
Options granted	(424)	424	3.11
RSAs and RSUs granted	(961)		
Forfeited or expired	933	(933)	6.43
Exercised		(309)	1.89
Balance at September 30, 2007	7,607	6,646	\$ 4.79

For the first nine months of 2007, the Company granted an aggregate of 32,000 fully vested restricted stock awards and 929,000 restricted stock units under the 1999 Plan. Refer to the table below for a summary of the Company's restricted stock award and restricted stock unit activity.

The total intrinsic value of options exercised during the third quarter of 2007 and 2006 was \$55,000 and \$27,000 respectively. The total intrinsic value of options exercised during the first nine months of 2007 and 2006 was \$345,000 and \$1.6 million, respectively. Total cash received from employees as a result of employee stock option exercises during the third quarter and first nine months of 2007 was approximately \$140,000 and \$585,000, respectively. Total cash received from employees as a result of employee stock option exercises during the third quarter and first nine months of 2006 was approximately \$25,000 and \$2.1 million, respectively. The Company settles employee stock option exercises, restricted stock awards and restricted stock units that vest with newly issued common shares. In connection with the issuance of these shares, there was no tax benefit realized by the Company due to the Company's current loss position.

*Restricted Stock Awards and Restricted Stock Units*

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The Company began issuing RSAs in the second quarter of 2007 and RSUs in the third quarter of 2007. A summary of the Company's RSA and RSU activity and related information are as follows:

	RSAs and RSUs Outstanding		
	Number of Shares (in thousands)		Weighted Average Grant Date Fair Value
Balance at December 31, 2006		\$	
Granted	961		3.58
Exercised/Issued	(32)		3.05
Forfeited			
Balance at September 30, 2007	929	\$	3.60

## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

The outstanding balance at September 30, 2007 consists of performance based RSUs; the \$3.3 million fair value of these awards will be expensed over the next fifteen months based on the number of awards which vest.

*Employee Stock Purchase Plan*

The offering period ending May 2006 under the ESPP provided that shares were purchased at 85% of the fair market value of the common stock at the end of the offering period. Accordingly, the fair value of stock-based compensation awards under the ESPP was recognized based upon employee deductions and the purchase discount, rather than using a pricing model. Stock-based compensation relating to the ESPP was \$8,000 and \$77,000 in the third quarter and first nine months of 2006, respectively. The purchase discount of rights issued pursuant to the Company's ESPP during the third quarter and first nine months of 2006 was \$0.84 per right.

The Company cancelled the offering period ended November 2006 due to its internal review of stock option granting practices and related accounting.

The offering period ending May 14, 2007 commenced on January 24, 2007, once the Company had completed its stock option review and was current with its filings as required by the Securities and Exchange Commission (SEC) and Nasdaq. The current offering period ending November 14, 2007 is a standard six-month offering period. Employees participating in these offering periods purchase common stock at 85% of the lower of the fair market value of the common stock at the beginning or the end of the offering period. Stock-based compensation relating to the ESPP was \$110,000 and \$273,000 in the third quarter and first nine months of 2007, respectively. The weighted average estimated fair value, as defined by SFAS 123(R), of rights issued pursuant to the Company's ESPP during the third quarter and first nine months of 2007 was \$0.90 and \$0.88 per right, respectively.

The following weighted average assumptions are included in the estimated fair value calculations for rights to purchase stock under the ESPP as of the grant date:

	Three Months Ended September 30, 2007		Nine Months Ended September 30, 2007	
Expected life (months)	6.0		5.1	
Risk-free interest rate	5.00	%	5.00	%
Volatility	55.00	%	55.00	%
Dividend yield				

The methodologies for determining the above values were as follows:

*Expected term:* The expected term represents the length of the purchase period contained in the ESPP.

*Risk-free interest rate:* The risk-free interest rate assumption is based upon the observed interest rate appropriate for the term of the purchase period.

*Volatility:* The Company determines expected volatility based primarily on historical volatility of the Company's common stock for the term of the purchase period.

*Dividend yield:* The dividend yield assumption is based on the Company's intent not to issue a dividend under its dividend policy.

**Note 10 Income Taxes**

In the third quarter of 2007 and 2006, the Company recorded income tax expense of \$29,000 and \$23,000, respectively, which consisted primarily of income taxes on foreign operations. In the first nine months of 2007 and 2006, the Company recorded income tax expense of \$71,000 and \$46,000, respectively, which consisted primarily of income taxes on foreign operations.

Due to the uncertainties surrounding the realization of the deferred tax assets resulting from the Company's accumulated deficit and net tax losses in previous years, the Company has provided a full valuation allowance against the associated deferred tax assets. The Company will continue to assess the realizability of the deferred tax assets in future periods.



**Quicklogic corporation**

**Notes to condensed unaudited consolidated financial statements (Continued)**

At December 31, 2006, the Company had net operating loss carryforwards for federal and state income tax purposes of approximately \$82.2 million and \$19.1 million, respectively. These carryforwards, if not utilized to offset future taxable income and income taxes payable, will expire beginning in 2007 for federal and state purposes. Included in the net operating loss carryforward amount is \$4.3 million and \$3.1 million for federal and state income tax purposes, respectively, of stock option deductions that, when recognized, will result in a credit to stockholders equity.

On January 1, 2007, the Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* ( FIN 48 ), an interpretation of FASB Statement No. 109 ( SFAS 109 ). FIN 48 addressed the determination of how tax benefits claimed or expected to be claimed on a tax return should be recorded in the consolidated financial statements. Under FIN 48, the Company must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company did not recognize material additional liability as a result of the implementation of FIN 48. The Company had approximately \$111,000 of unrecognized tax benefits at January 1, 2007, the adoption date. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. As of January 1, 2007, the Company had approximately \$9,000 of accrued interest and penalties related to uncertain tax positions. There were no significant changes to any of these amounts during the first nine months of 2007. In May 2007, the FASB issued FASB Staff Position ( FSP ) FIN 48-1 Definition of Settlement in FASB Interpretation No. 48 ( FSP FIN 48-1 ) relating to FIN 48. The Company has applied the provisions of FSP FIN 48-1 in its adoption of FIN 48.

The Company is no longer subject to U.S. federal, state and non-U.S. income tax audits by taxing authorities for fiscal years through 1992. The Company estimates that any unrecognized tax benefit will not change significantly within the next twelve months.

Under the Tax Reform Act of 1986, the amount of and the benefit from net operating losses that can be carried forward may be impaired in certain circumstances. Events which may cause changes in the Company's tax carryforwards include, but are not limited to, a cumulative ownership change of more than 50% over a three year period. Since inception, the Company has had cumulative changes in ownership which will limit the loss carryforward deduction under IRC Section 382. However, the Company believes that such limitations will not have a material effect on the future utilization of losses.

Enacted in October 2004, Section 409A of the Internal Revenue Code significantly changed the rules for nonqualified deferred compensation plans. Section 409A imposes certain restrictions on stock awards that constitute deferred compensation. As a result of the Company's stock option review in 2006, the Board of Directors modified options granted to two executive officers that resulted in an increase to their exercise price in order to eliminate any additional tax exposure under Section 409A and thereby maintain the incentive value of the options. The Company believes that the implications of Section 409A on grants with intrinsic value that vested after December 31, 2004 and modifications made to existing grants after October 3, 2004, along with potential remedial actions, is not material to its consolidated financial statements.

## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

## Note 11 Information Concerning Product Lines, Geographic Information and Revenue Concentration

The Company identifies its business segments based on business activities, management responsibility and geographic location. For all periods presented, the Company operated in a single business segment.

The following is a breakdown of revenue by product family (in thousands):

	Three Months Ended				Nine Months Ended			
	September 30, 2007		October 1, 2006		September 30, 2007		October 1, 2006	
<i>Revenue by product family (1):</i>								
New products	\$	1,620	\$	2,135	\$	2,837	\$	5,376
Mature products		4,536		4,297		12,418		13,398
End-of-life products		2,869		2,166		8,417		8,406
Total revenue	\$	9,025	\$	8,598	\$	23,672	\$	27,180

(1) The Company changed the definition of its product families in the third quarter of 2007 and has restated prior periods to conform with the new definitions. New products include ArcticLink, PolarPro, Eclipse II and QuickPCI II products. Mature products include pASIC<sup>®</sup> 3, QuickRAM, Eclipse, QuickDSP and QuickFC products, as well as royalty revenue, programming hardware and design software. End-of-life products include pASIC 1, pASIC 2, V3, QuickMIPS and QuickPCI products.

The following is a quarterly breakdown of revenue by product family for 2007 and 2006 (in thousands):

	Three Months Ended					
	September 30, 2007		July 1, 2007		April 1, 2007	
<i>Revenue by product family:</i>						
New products	\$	1,620	\$	611	\$	606
Mature products		4,536		4,376		3,506
End-of-life products		2,869		3,418		2,130
Total revenue	\$	9,025	\$	8,405	\$	6,242

	Three Months Ended							
	December 31, 2006		October 1, 2006		July 2, 2006		April 2, 2006	
<i>Revenue by product family:</i>								
New products	\$	1,171	\$	2,135	\$	2,225	\$	1,016
Mature products		4,062		4,297		4,571		4,530
End-of-life products		2,511		2,166		2,453		3,787
Total revenue	\$	7,744	\$	8,598	\$	9,249	\$	9,333

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The following is a breakdown of revenue by shipment destination (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
<i>Revenue by geography:</i>				
United States	\$ 4,133	\$ 3,680	\$ 11,031	\$ 11,723
Europe	1,961	3,435	4,507	9,481
Japan	794	584	2,152	2,526
Taiwan	805	77	1,394	213
China	433	464	1,234	1,584
Rest of North America	386	202	2,638	1,140
Rest of Asia Pacific	513	156	716	513
Total revenue	\$ 9,025	\$ 8,598	\$ 23,672	\$ 27,180

## Quicklogic corporation

## Notes to condensed unaudited consolidated financial statements (Continued)

The following distributors and customers accounted for 10% or more of the Company's revenue for the periods presented:

	Three Months Ended		Nine Months Ended	
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
Distributor A	24%	28%	22%	28%
Distributor B	16%	10%	17%	12%
Customer A OEM	*	15%	11%	13%
Customer B OEM	*	18%	*	14%

\* Represents less than 10% of revenue for the period presented.

The following distributors and customers accounted for 10% or more of the Company's accounts receivable as of the dates presented:

	September 30, 2007	December 31, 2006
Distributor A	29%	15%
Distributor B	16%	*
Customer B OEM	*	12%
Customer C OEM	11%	*
Customer D OEM	*	13%
Customer E OEM	*	11%

\* Represents less than 10% of accounts receivable as of the date presented.

As of September 30, 2007, less than 10% of the Company's long-lived assets, including property and equipment and other assets, were located outside the United States.

## Note 12 Commitments

Certain of the Company's wafer manufacturers require the Company to forecast wafer starts several months in advance. The Company is committed to take delivery of and pay for a portion of forecasted wafer volume. As of September 30, 2007 and December 31, 2006, the Company had \$6.9 million and \$2.1 million, respectively, of outstanding commitments for the purchase of wafer inventory.

The Company leases, with an option to renew, its primary facility under a non-cancelable operating lease that expires in March 2009. In addition, the Company rents development facilities in Canada and India as well as sales offices in Europe and Asia. Total rent expense, net of sublease income, for the third quarter of 2007 and 2006 was approximately \$225,000 and \$210,000, respectively, and rent expense for the first nine months of 2007 and 2006 was approximately \$665,000 and \$640,000, respectively. The Company has subleased a portion of its primary facilities to a tenant until March 2009.

**Note 13 Litigation**

On October 26, 2001, a putative securities class action was filed in the U.S. District Court for the Southern District of New York against certain investment banks that underwrote QuickLogic's initial public offering, QuickLogic and some of QuickLogic's officers and directors. The complaint alleges excessive and undisclosed commissions in connection with the allocation of shares of common stock in QuickLogic's initial and secondary public offerings and artificially high prices through tie-in arrangements which required the underwriters' customers to buy shares in the aftermarket at pre-determined prices in violation of the federal securities laws. Plaintiffs seek an unspecified amount of damages on behalf of persons who purchased QuickLogic's stock pursuant to the registration statements between October 14, 1999 and December 6, 2000. Various plaintiffs have filed similar actions asserting virtually identical allegations against over 300 other public companies, their underwriters, and their officers and directors arising out of each company's public offering. These actions, including the action against QuickLogic, have been coordinated for pretrial purposes and captioned *In re Initial Public Offering Securities Litigation, 21 MC 92*. In June 2004, a stipulation of settlement and release of claims against the issuer defendants,

**Quicklogic corporation**

**Notes to condensed unaudited consolidated financial statements (Continued)**

including QuickLogic, was submitted to the court for approval. On August 31, 2005, the court preliminarily approved the settlement. In December 2006, the appellate court overturned the certification of classes in the six test cases that were selected by the underwriter defendants and plaintiffs in the coordinated proceedings. Because class certification was a condition of the settlement, it was unlikely that the settlement would receive final Court approval. On June 25, 2007, the Court entered an order terminating the proposed settlement based upon a stipulation among the parties to the settlement. Plaintiffs have filed amended master allegations and amended complaints in the six test cases for class certification. It is uncertain whether there will be any revised or future complaints. If a settlement does not occur and litigation against QuickLogic continues, the Company intends to defend the case vigorously.

On November 2, 2006 and November 29, 2006, purported shareholder derivative complaints were filed against certain of the Company's current and former officers and directors in the U.S. District Court for the Northern District of California. The complaints alleged that the individual defendants had violated the federal securities laws and breached their duties to the Company in connection with the granting and/or receipt of options for Company stock. The complaints named the Company as a nominal defendant and sought unspecified monetary damages against the individual defendants as well as various forms of injunctive relief. On August 7, 2007, the parties submitted to the Court a stipulation and proposed order to dismiss the case in its entirety and without prejudice. On August 13, 2007, the Court entered the order dismissing the case in its entirety and without prejudice.

No estimate can be made of the possible loss or possible range of loss associated with the resolution of these contingencies and, accordingly, the Company has not recorded a liability.

From time to time, the Company is involved in legal actions arising in the ordinary course of business, including but not limited to intellectual property infringement and collection matters. Absolute assurance cannot be given that third party assertions will be resolved without costly litigation in a manner that is not adverse to the Company's financial position, results of operations or cash flows or without requiring royalty or other payments in the future which may adversely impact gross profit.

**Note 14 Shelf Registration Statement**

On July 12, 2005, the Company filed a shelf registration statement on Form S-3, which was declared effective on July 26, 2005 by the SEC. The Company subsequently suspended the use of the shelf registration statement after the voluntary internal review of historical stock option granting practices and related accounting caused delays in the filing of its periodic reports with the SEC. The Company expects to be eligible to use the shelf registration statement again on January 10, 2008, at which time it will have timely filed all periodic reports during the preceding 12 months. Under the shelf registration statement, the Company has the ability to raise up to \$30.0 million, in one or more transactions, by selling common stock, preferred stock, depositary shares, or warrants. As of September 30, 2007, the Company had not raised any funds in connection with this filing. Under the Securities Offering Reform of 2005, the Company may offer and sell securities registered under this shelf registration statement through November 30, 2008.



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

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as information contained in Risk Factors in Part II, Item 1A and elsewhere in this Quarterly Report on Form 10-Q, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend that these forward-looking statements be subject to the safe harbors created by those provisions. Forward-looking statements are generally written in the future tense and/or are preceded by words such as will, may, should, forecast, could, expect, suggest, believe, anticipate, intend, plan or other similar words. Forward-looking statements include statements (1) regarding our revenue levels, including the commercial success of our new products, and the effect of our end-of-life products, (2) our gross profit and factors that affect gross profit, (3) our level of operating expenses, (4) our research and development efforts, (5) our liquidity, (6) our partners and suppliers and (7) industry trends. The following discussion should be read in conjunction with the attached condensed unaudited consolidated financial statements and notes thereto, and with our audited consolidated financial statements and notes thereto for the fiscal year ended December 31, 2006, found in our Annual Report on Form 10-K filed with the Securities and Exchange Commission, or SEC, on March 15, 2007 and with our condensed unaudited consolidated financial statements and notes thereto for the quarters ended April 1, 2007 and July 1, 2007 found in our Quarterly Report on Form 10-Q filed with the SEC on May 10, 2007 and August 10, 2007, respectively.*

*The forward-looking statements contained in this Quarterly Report involve a number of risks and uncertainties, many of which are outside of our control. Factors that could cause actual results to differ materially from projected results include, but are not limited to, risks associated with (1) the commercial and technical success of our new products such as ArcticLink, PolarPro, Eclipse II and QuickPII (2) our successful introduction of products and solutions incorporating emerging technologies or standards, (3) limited visibility into demand for our products including demand from significant customers or for new products, (4) the liquidity required to support our future operating and capital requirements, (5) our ability to accurately estimate quarterly revenue and (6) our dependence upon single suppliers to fabricate and assemble our products. Although we believe that the assumptions underlying the forward-looking statements contained in this Quarterly Report are reasonable, any of the assumptions could be inaccurate, and therefore there can be no assurance that such statements will be accurate. The risks, uncertainties and assumptions referred to above that could cause our results to differ materially from the results expressed or implied by such forward-looking statements include, but are not limited to, those discussed under the heading Risk Factors in Part II, Item 1A hereto and the risks, uncertainties and assumptions discussed from time to time in our other public filings and public announcements. All forward-looking statements included in this document are based on information available to us as of the date hereof. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved. Furthermore, past performance in operations and share price is not necessarily indicative of future performance. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

**Overview**

We develop and market low power programmable solutions that enable customers to add features to their mobile, consumer and industrial products. We are a fabless semiconductor company that operates in a single industry segment where we design and sell Customer Specific Standard Products, or CSSPs, Embedded Standard Products, or ESPs, Field Programmable Gate Arrays, or FPGAs, associated design software and programming hardware. CSSPs implement customer specific solutions as a standard product. Our ESP and FPGA devices are also standard products that can be programmed to perform desired logic functions. In 1991, we introduced our first FPGA products based upon our ViaLink® technology. We believe that the underlying attributes of our ViaLink technology, including low power consumption, high reliability, design security and design efficiency, enable us to deliver differentiated silicon solutions to our customers.

Consumer products are the new driver for semiconductor sales, and the needs of the consumer market bring a unique set of requirements as compared to traditional FPGA markets. One important trend in the consumer market is towards mobile, hand-held devices. Important industry trends affecting this market include the use of platforms to enable rapid product proliferation, miniaturization and the need to increase battery



life. An equally important trend is shrinking product life cycles, which drives a need for faster, lower risk product development. And of course, there is intense pressure on the total product cost, including per unit component costs and non-recurring development expenses. As more people experience the advantages of a mobile lifestyle at home, they demand the same

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

advantages in their professional lives. Therefore, we believe that these trends toward mobile, hand-held products which have a small form factor and maximize battery life will also be evident in the industrial, medical and military markets.

We market a range of solutions to our customers, including:

*Customer Specific Standard Products*, or CSSPs, incorporating our devices, intellectual property, or IP, and software drivers. These complete solutions are targeted at specific low power application segments that have similar connectivity and performance requirements. Target customers value CSSPs for either of two primary reasons. Market leading companies seek to develop product platforms from which several products can be introduced. For example, smartphone companies may plan to introduce products offering mobile TV, WiMAX, Bluetooth 2.0 and Universal Serial Bus 2.0 On-the-Go, or USB 2.0 OTG. These customers value our ability to provide a range of products from a platform design by incorporating different features in the programmable fabric of our solution platforms. Other customers value the use of programmable fabric to address specific customer requirements. By providing customized solutions for these customers we increase their ability to meet the time-to-market pressures associated with their markets;

*Embedded Standard Products*, or ESPs, incorporating a fixed function along with programmable logic in a low power device. Our customers build on this known good starting point to develop unique solutions required for their products, which eliminates the need to acquire and assemble industry standard IP, thus reducing design risk and improving time-to-market; and

*Field Programmable Gate Arrays*, or FPGAs, which are general purpose FPGAs used by customers who value the low power consumption, high IP security, instant on and reliability of our devices.

This range of solutions allows customers to acquire a solution tailored for their needs. Mobile product original design manufacturers, or ODMs, tend to prefer a complete solution, and purchase CSSPs. Other customers, such as a European cellular data card manufacturer, choose our ESP solutions, while military and gaming customers tend to prefer FPGAs.

Whether a customer uses our CSSPs as a complete solution, our ESPs as a known good starting point in their design, or our FPGAs as a blank slate to design their unique application, we believe our solutions and products enable system manufacturers to improve their time-to-market, lower total system power consumption and add features or performance to their embedded applications. In addition, we believe that our products and solutions provide our customers with the lowest power consumption and highest IP security of all full featured FPGAs.

Our patented ViaLink metal-to-metal programmable technology is the foundation of our competitive advantage in providing energy efficient devices and solutions that deliver high performance, high reliability, IP security and instant on features that our customers value. Our ViaLink technology allows us to create devices smaller than competitors' products on comparable technology, thereby minimizing silicon area and cost. In addition, our ViaLink technology has lower electrical resistance and capacitance than other programmable technologies and, consequently, supports higher signal speed and low power consumption. Our architecture uses our ViaLink technology to maximize interconnects at every routing wire intersection, which allows more paths between logic cells. As a result, system designers are able to use our devices with smaller gate counts to implement their designs than if they had used competing FPGAs. The abundance of interconnect resources also provides a dense connection between the Application Specific Standard Product, or ASSP, and the FPGA portions of CSSPs and ESPs.

Our CSSPs provide:

*Proven System Solutions* out-of-the-box solutions based on industry standard interfaces and intellectual property along with proven software and drivers;

*Flexibility* solutions can be combined as required to meet a customer's specific needs;

*Small Form Factor* single chip solutions in packages as small as 6x6 millimeters;

*Instant On* live at power up because ViaLink based products require no configuration bit stream;

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

*High Reliability* ViaLink based products do not rely on a SRAM cell that is susceptible to alpha particles, or brownouts, to define and maintain their functionality; and

*Unmatched IP Security* it is virtually impossible to clone or reverse engineer designs implemented using our ViaLink technology.

Our PolarPro architecture builds on our low power Eclipse II architecture to provide lower power consumption and a more cost effective device. All PolarPro devices include the new and innovative Very Low Power, or VLP, mode, power aware placement and glitch free clock gating. Based on our engineering analysis of portable media player applications, we believe designers using PolarPro can extend battery life by as much as four times as compared to a standard product implementation, setting a new standard for low power consumption through the use of programmable logic.

We announced our first Solution Platform product offering, ArcticLink, in March 2007 and released the product to production in July 2007. Our Solution Platforms combine hard-wired logic and programmable fabric on one device. Adding hard-wired intellectual property enables us to deliver more logic, while the programmable fabric allows us to provide CSSPs that can be rapidly customized to differentiate products, add features and reduce system development costs. This combination of hard-wired and programmable fabric enables us to deliver low cost, small form factor solutions that can be customized for particular customer or market requirements. The high routing density and flexibility of our ViaLink technology is critical to the efficient interface between the hard-wired logic and the programmable fabric. Market leading companies seek to develop product platforms from which several products can be introduced. For example, smartphone companies may plan to introduce products offering mobile TV, WiMAX, Bluetooth 2.0 and USB 2.0 OTG. These customers value our Solution Platforms, since the programmable fabric can be used to introduce a range of products from a single platform design.

The low power consumption, high performance, small form factor and fast time-to-market of our solutions are ideal for power sensitive mobile applications that need to efficiently integrate storage, networking and/or graphics capabilities. These products are being designed into applications for markets and customers that are new to us. Examples of how our new customers have utilized our new products are:

*smartphones* where our solutions enable the simultaneous display of video on the handset and an external display;

*portable navigation products* where our solutions allow the incorporation of the latest storage technology, managed NAND flash memory, and access to the latest high capacity SD cards and Secure/Digital Input/Output, or SDIO, based peripherals;

*portable media players* where our solutions allow a processor to access and efficiently control a micro hard disk drive;

*cellular data cards* where our solutions provide the lowest power interface between a cellular radio and a laptop card slot; and

*handheld point-of-sale, or POS, terminals* where our solutions enable high speed connectivity to Wi-Fi and BlueTooth chipsets as well as storage connectivity.

Our new products are also being designed into applications in our traditional markets, such as data communications, instrumentation and test and military-aerospace, where customers value the low power consumption, instant-on, IP security, reliability and fast time-to-market of our products.

In addition to working directly with our customers, we partner with other technology companies to develop additional intellectual property, reference platforms and system software to provide application solutions. We work with processor manufacturers, such as Marvell Technology Group Ltd. and Analog Devices, Inc., and companies that supply storage, networking or graphics components for embedded systems. The depth of these relationships varies depending on the partner and the dynamics of the end market being targeted, but is typically a co-marketing program that includes joint account calls, promotional activities and/or engineering collaboration, such as reference designs.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

We sell programmed and unprogrammed products through distributors and directly to original equipment manufacturers, or OEMs. We recognize revenue at the time of shipment of products directly to system manufacturers. However, we sell the majority of our products through distributors who earn a negotiated margin on the sale of our products. We defer recognition of income from sales of unprogrammed products to distributors until after they have sold our products to systems manufacturers. We recognize revenue on programmed products at the time of shipment to our distributors. During the first nine months of 2007 and 2006, approximately 57% and 52%, respectively, of the units shipped to our distributors were programmed by us and, accordingly, are not returnable. The percentage of sales derived through distributors was 59% and 54% in the first nine months of 2007 and 2006, respectively.

Two distributors, Avnet, Inc. and Future Electronics, accounted for 22% and 17% of revenue in the first nine months of 2007. These distributors accounted for 28% and 12% of revenue in the first nine months of 2006. We anticipate that a limited number of distributors will continue to account for a significant portion of our revenue and that individual distributors could account for a larger portion of our revenue.

Our international sales were 53% and 57% of our revenue in the first nine months of 2007 and 2006, respectively. We expect that revenue from sales to international customers will continue to represent a significant portion of our revenue. All of our sales originate in the United States and are denominated in U.S. dollars.

We outsource the wafer manufacturing, assembly and testing of all of our products. We currently rely upon Taiwan Semiconductor Manufacturing Company Ltd., or TSMC, Tower, Kawasaki Microelectronics, Inc. and Samsung Semiconductor, Inc. to manufacture our products, and we rely upon Amkor Technology, Inc. and Unisem (M) Berhad to assemble, test and program our products. Our wafer suppliers lead times are often as long as three months and sometimes longer. In addition, Tower requires us to provide them with a monthly wafer start forecast. Under the terms of our agreement with them, we are limited in the quantity that we can increase or decrease our wafer forecast and we are committed to take delivery of and pay for a minimum portion of the forecasted wafer volume. Our long manufacturing cycle times are at odds with our customers' desire for short delivery lead times and, as a result, we typically purchase wafers based on our internal forecasts of customer demand.

**Critical Accounting Policies and Estimates**

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our consolidated financial statements. The SEC has defined critical accounting policies as those that are most important to the portrayal of our financial condition and results of operations and require us to make our most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, our critical policies include revenue recognition including sales returns and allowances, inventory valuation including identification of excess quantities, market value and product obsolescence, allowance for doubtful accounts, valuation of investments, valuation of long-lived assets, measurement of stock-based compensation, accounting for income taxes and estimating accrued liabilities. We believe that we apply judgments and estimates in a consistent manner and that such consistent application results in consolidated financial statements and accompanying notes that fairly represent all periods presented. However, any factual errors or errors in these judgments and estimates may have a material impact on our statement of operations and financial condition. For a discussion of critical accounting policies and estimates, please see Item 7 in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed with the SEC on March 15, 2007.

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

## Results of Operations

The following table sets forth the percentage of revenue for certain items in our statements of operations for the periods indicated:

	Three Months Ended				Nine Months Ended			
	September 30, 2007		October 1, 2006		September 30, 2007		October 1, 2006	
Revenue	100.0%		100.0%		100.0%		100.0%	
Cost of revenue (1)	47.8		62.5		57.8		49.1	
Gross profit	52.2		37.5		42.2		50.9	
Operating expenses:								
Research and development	26.0		28.2		29.4		26.4	
Selling, general and administrative	43.7		46.5		54.7		48.6	
Loss from operations	(17.5)		(37.2)		(41.9)		(24.1)	
Interest expense	(0.8)		(0.8)		(1.0)		(0.9)	
Interest income and other, net	2.1		3.9		3.2		3.6	
Loss before income taxes	(16.2)		(34.1)		(39.7)		(21.4)	
Provision for income taxes	0.3		0.2		0.3		0.2	
Net loss	(16.5)%		(34.3)%		(40.0)%		(21.6)%	
	Three Months Ended				Nine Months Ended			
	September 30, 2007		October 1, 2006		September 30, 2007		October 1, 2006	
<i>Revenue by product family (2):</i>								
New products	\$	1,620	\$	2,135	\$	2,837	\$	5,376
Mature products	4,536		4,297		12,418		13,398	
End-of-life products	2,869		2,166		8,417		8,406	
Total revenue	\$	9,025	\$	8,598	\$	23,672	\$	27,180

(1) The third quarter of 2007 and 2006 include \$309,000 and \$1.2 million of costs for inventory write-down and related charges, which represent 3.4% and 14.1% of revenue, respectively. The first nine months of 2007 and 2006 include \$3.5 million and \$1.7 million of costs for inventory write-down and related charges, which represent 14.9% and 6.2% of revenue, respectively.

(2) The Company changed the definition of its product families in the third quarter of 2007 and has restated prior periods to conform with the new definitions. New products include ArcticLink, PolarPro, Eclipse II and QuickPCI II products. Mature products include pASIC® 3, QuickRAM, Eclipse, QuickDSP and QuickFC products, as well as royalty revenue, programming hardware and design software. End-of-life products include pASIC 1, pASIC 2, V3, QuickMIPS and QuickPCI products. See Note 11 in our Notes to Condensed Unaudited Consolidated Financial Statements for a quarterly breakdown of revenue by product family for 2007 and 2006.

## Three Months Ended September 30, 2007 and October 1, 2006

*Revenue.* Our revenue for the third quarter of 2007 was \$9.0 million, representing an increase of approximately \$430,000, or 5.0%, from revenue of \$8.6 million in the third quarter of 2006. Our end-of-life product revenue increased by \$700,000 compared to the third quarter of

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2006 as result of the end-of-life announced earlier this year for our V3 and QuickPCI products, partially offset by a \$580,000 decrease in pASIC 1 and pASIC 2 product revenue. Our mature product revenue increased by \$240,000 compared to the third quarter of 2006 due to \$300,000 in royalty revenue recognized in the third quarter of 2007. These increases are partially offset by a \$510,000 decrease in new product revenue. In the third quarter of 2006, a European telecommunications customer, purchasing our Eclipse II devices through a contract manufacturer, represented a significant portion of our new product revenue. This customer represented \$1.5 million, or 18% of our total revenue in the third quarter of 2006 and, due to the late stage of their product life cycle, only represented \$270,000 of revenue in the third quarter of 2007. A domestic manufacturer of instrumentation and test equipment, purchasing primarily mature products, contributed nine percent and 15% of our total revenue in the third quarter of 2007 and 2006, respectively. Avnet, Inc. and Future Electronics accounted for 24% and 16% of revenue in the third quarter of 2007. These two distributors accounted for 28% and 10% of revenue in the third quarter of 2006.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

Our revenue for the third quarter of 2007 was 7.4% higher sequentially, increasing by \$620,000 to \$9.0 million from \$8.4 million in the second quarter of 2007. This sequential revenue increase was primarily due to a \$1.0 million increase in new product revenue as a result of an increase in our Eclipse II and PolarPro revenue. We had our first significant CSSP revenue in the third quarter of 2007; target customers in the portable navigation device and smartphone/PDA markets purchased our CSSPs in the quarter. CSSP revenue accounted for nearly 50% of the sequential revenue increase. This new product revenue increase was partially offset by a \$550,000 decrease in end-of-life product revenue.

Our decision to end-of-life our pASIC 1, pASIC 2 and V3 products has been driven by our suppliers. Our foundry agreement with the supplier that fabricated our pASIC 1 and pASIC 2 products expired at the end of 2005, and we announced an end-of-life for these products in 2004. We have no further manufacturing capacity for our pASIC 1 and pASIC 2 products and any future revenue is limited to inventory on hand. In January 2007, we announced the end-of-life for our V3 products, primarily due to the loss of manufacturing capacity for these products, and asked our customers to take delivery of lifetime buy orders before the end of 2007. We announced additional end-of-life products as a result of our decision to focus on customers in the hand-held mobile and military markets. In the second quarter of 2007, we announced the end-of-life of our QuickPCI products, due to assembly capacity considerations, and asked customers to take delivery of lifetime buy orders before the end of 2007. In the fourth quarter of 2007, we announced the end-of-life of our QuickMIPS products, due to a small customer base, and asked customers to take delivery of these products between now and the first half of 2008. Due to the nature of end-of-life purchases, revenue levels from these products could fluctuate significantly on a sequential basis.

The following is a breakdown of end-of-life product revenue (in thousands):

	Three Months Ended			
	September 30, 2007		October 1, 2006	
pASIC 1 and pASIC 2	\$	403	\$	978
V3		947		328
QuickPCI		1,346		677
QuickMIPS		173		183
Total end-of-life revenue	\$	2,869	\$	2,166

We have high demand for end-of-life products, which we originally planned to meet in the fourth quarter of 2007. However, based in part on supply constraints and in part on customer feedback regarding the required timing of end-of-life shipments, we decided to meet this demand in the fourth quarter of 2007 and the first half of 2008. Based on current demand for the fourth quarter, we expect that between \$2.7 million and \$3.5 million of demand for end-of-life products will be met in the fourth quarter of 2007, and \$2.0 million to \$2.5 million will be met in the first half of 2008. We expect any additional end-of-life product demand to be delivered in 2008. After the second quarter of 2008, we expect that end-of-life products will contribute less than ten percent of quarterly revenue.

We continue to seek to expand our revenue, including the pursuit of high volume sales opportunities in the consumer market segment, by providing CSSPs incorporating industry standard interfaces such as USB 2.0 OTG, SDIO and Integrated Drive Electronics, or IDE. Our industry is characterized by intense price competition and by lower prices as order volumes increase. While winning large volume sales opportunities will increase our revenue, we believe these opportunities may decrease our average selling price and gross profit as a percentage of revenue.

*Gross Profit.* Gross profit was \$4.7 million and \$3.2 million in the third quarter of 2007 and 2006, respectively, which represented 52.2% and 37.5% of revenue for those periods. The \$1.5 million increase in gross profit was primarily due to a \$910,000 million decrease in inventory



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write-downs, a \$380,000 increase in gross profit associated with higher revenue and \$270,000 higher benefit from the sale of reserved inventory.

*Research and Development Expense.* Research and development expense was \$2.3 million and \$2.4 million in the third quarter of 2007 and 2006, respectively, which represented 26.0% and 28.2% of revenue for those periods. The decrease of approximately \$90,000 was primarily a result of lower outside services associated with specific development projects. We believe that continued or increased investments in product development and process technology are essential for us to remain competitive in the markets we serve. We expect that these development efforts will allow us to expand our product and solution offerings, increase our revenue and provide additional value to our customers and stockholders.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

*Selling, General and Administrative Expense.* Selling, general and administrative expense was \$4.0 million and \$4.0 million for the third quarter of 2007 and 2006, respectively, which represented 43.7% and 46.5% of revenue for those periods. The decrease of approximately \$40,000 in selling, general and administrative expense was primarily due to lower selling compensation expense and administrative consulting expenses, partially offset by an increase in compensation expense for new marketing employees.

*Interest Expense.* Interest expense of \$69,000 for the third quarter of 2007 was flat compared to \$65,000 for the third quarter of 2006.

*Interest Income and Other, Net.* Interest income and other, net decreased to \$189,000 for the third quarter of 2007 as compared to \$333,000 for the third quarter of 2006. The \$144,000 decrease in interest income and other, net is primarily due to decreased interest income received as a result of lower invested cash balances.

*Provision for Income Taxes.* For the third quarter of 2007, we incurred a net loss of \$1.5 million and recorded a provision for income taxes of \$29,000, which consisted of income taxes on foreign operations. For the third quarter of 2006, we incurred a net loss of \$3.0 million and recorded a provision for income taxes of \$23,000, which consisted of income taxes on foreign operations. Our ability to utilize our income tax loss carryforwards in future periods is uncertain and, accordingly, we recorded a full valuation allowance against the related tax benefit. We will continue to assess the realizability of the deferred tax assets in future periods.

*Stock-Based Compensation.* For the third quarter of 2007 and 2006, stock-based compensation totaled \$452,000 and \$290,000, respectively, and was included in the statement of operations as follows (in thousands):

	Three Months Ended			
	September 30, 2007		October 1, 2006	
Cost of revenue	\$	67	\$	36
Research and development		94		57
Selling, general and administrative		291		197
Total	\$	452	\$	290

**Nine Months Ended September 30, 2007 and October 1, 2006**

*Revenue.* Our revenue for the first nine months of 2007 was \$23.7 million, representing a decline of \$3.5 million, or 12.9%, from revenue of \$27.2 million for the first nine months of 2006. Our mature product revenue declined by \$980,000 due primarily to lower customer demand for our pASIC 3 and QuickRAM products. Our new product revenue declined by \$2.5 million primarily due to a \$3.6 million decline in revenue from one customer as result of the late stage of its product life cycle, as discussed above, partially offset by revenue growth from other customers. This European telecommunications customer, purchasing our Eclipse II devices through a contract manufacturer, accounted for one percent and 14% of revenue in the first nine months of 2007 and 2006, respectively. Our end-of-life product revenue was flat for the first nine months of 2007 compared with the first nine months of 2006. Revenue from pASIC 1 and pASIC 2 products declined by \$2.9 million due to lower demand for these products. This decline was offset by higher demand for V3, QuickMIPS and QuickPCI products. A domestic manufacturer of instrumentation and test equipment, purchasing primarily mature products, contributed 11% and 13% of revenue in the first nine months of 2007 and 2006, respectively.

*Gross Profit.* Gross profit was \$10.0 million and \$13.8 million in the first nine months of 2007 and 2006, respectively, which represented 42.2% and 50.9% of revenue for those periods. The \$3.8 million decline in gross profit was primarily due to lower revenue and overhead absorption, which contributed \$1.8 million, and increased inventory write-down of \$1.8 million, primarily for excess quantities.

*Research and Development Expense.* Research and development expense was \$7.0 million and \$7.2 million for the first nine months of 2007 and 2006, respectively, which represented 29.4% and 26.4% of revenue for those periods, respectively. The primary reason for the increase in research and development expense as a percentage of revenue is due to lower revenue in the first nine months of 2007 as compared to the first nine months of 2006. The \$220,000 decline in research and development expense was primarily a result of lower compensation expenses due to lower payroll.

*Selling, General and Administrative Expense.* Selling, general and administrative expense was \$12.9 million and \$13.2 million for the first nine months of 2007 and 2006, respectively, which represented 54.7% and 48.6% of revenue for those periods. The primary reason for the increase in selling, general and administrative expense as a

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

percentage of revenue was due to lower revenue in the first nine months of 2007 as compared to the first nine months of 2006. The \$270,000 decline in selling, general and administrative expense was primarily the result of lower commissions paid to independent sales representatives and lower administrative expense for outside services, partially offset by higher compensation expenses for new marketing and administrative personnel.

*Interest Expense.* Interest expense declined to \$226,000 for the first nine months of 2007 as compared to \$235,000 for the first nine months of 2006.

*Interest Income and Other, Net.* Interest income and other, net declined to \$752,000 for the first nine months of 2007 as compared to \$966,000 for the first nine months of 2006. The \$214,000 decrease in interest income and other, net is primarily due to lower invested cash balances, partially offset by a gain on the sale of test equipment.

*Provision for Income Taxes.* For the first nine months of 2007, we incurred a net loss of \$9.5 million and recorded a provision for income taxes of \$71,000, which consisted of income taxes on foreign operations. For the first nine months of 2006, we incurred a net loss of \$5.9 million and recorded a provision for income taxes of \$46,000, which consisted of income taxes on foreign operations. Our ability to utilize our income tax loss carryforwards in future periods is uncertain and, accordingly, we recorded a full valuation allowance against the related tax benefit. We will continue to assess the realizability of the deferred tax assets in future periods.

*Stock-Based Compensation.* For the first nine months of 2007 and 2006, stock-based compensation totaled \$1.3 million and \$1.1 million, respectively, and was included in the statement of operations as follows (in thousands):

	Nine Months Ended			
	September 30, 2007		October 1, 2006	
Cost of revenue	\$	176	\$	138
Research and development		273		321
Selling, general and administrative		812		686
Total	\$	1,261	\$	1,145

**Liquidity and Capital Resources**

We have financed our operating losses and capital investments through sales of common stock, private equity investments, capital and operating leases, bank lines of credit and cash flow from operations. As of September 30, 2007, our principal sources of liquidity consisted of our cash and cash equivalents of \$20.8 million, available credit under our revolving line of credit with Silicon Valley Bank of approximately \$5.0 million, available credit under our equipment line of credit of approximately \$2.5 million, and our investment in Tower with a market value of approximately \$2.4 million.

As of September 30, 2007, our interest-bearing debt consisted of \$1.9 million outstanding from Silicon Valley Bank and \$526,000 outstanding under capital leases. As of September 30, 2007, our accumulated deficit was \$137.0 million. Capital expenditures, which are largely driven by

the development of new products and manufacturing levels, could total \$4.0 million in the next twelve months.

In June 2006, we entered into a Second Amended and Restated Loan and Security Agreement with Silicon Valley Bank. Terms of the agreement included a \$5.0 million revolving line of credit that is available through June 2008 and an additional \$2.0 million of borrowing capacity under an equipment line of credit that is available to be drawn against through June 2007. Advances under the equipment line of credit are repaid in either 30 or 36 equal monthly installments, depending upon the nature of the items financed. The agreement was amended in June 2007 to include an additional \$2.5 million of borrowing capacity under the equipment line of credit that is available to be drawn against through June 2008. Future advances against the equipment line of credit will be repaid in 36 equal monthly installments. As of September 30, 2007, we had no balances outstanding under the revolving line of credit, \$1.9 million outstanding under the current and previous equipment lines of credit and \$2.5 million available to be drawn against future equipment purchases. The bank has a first priority security interest on substantially all of our tangible and intangible assets to secure any outstanding amounts under the agreement. Under the terms of the

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

agreement, we must maintain a minimum tangible net worth and an adjusted quick ratio. The agreement also has certain restrictions including, among others, the incurrence of other indebtedness, the maintenance of depository accounts, the disposition of assets, mergers, acquisitions, the granting of liens and the payment of dividends. We were in compliance with all loan covenants as of September 30, 2007.

*Net cash from operating activities*

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Net cash used for operating activities was \$2.3 million for the first nine months of 2007. The cash used for operating activities resulted primarily from a net loss of \$9.5 million, adjusted for \$7.8 million of non-cash charges including inventory write-downs of \$3.5 million, depreciation and amortization of \$2.3 million, stock-based compensation of \$1.3 million, decrease in wafer credits of \$681,000 and bad debt reserves of \$163,000. In addition, changes in working capital accounts used cash in the amount of \$688,000 primarily as a result of a \$2.0 million decrease in accounts payable due to timing of inventory purchases and expenditures and a \$405,000 decrease in deferred income and royalty revenue due primarily to royalty revenue recognized under the Aeroflex agreement. These uses of cash were partially offset by a \$714,000 decrease in prepaid expenses and a \$693,000 decrease in inventory.

Net cash provided by operating activities was \$230,000 for the first nine months of 2006. The cash provided by operating activities resulted primarily from a net loss of \$5.9 million, adjusted for \$5.4 million of non-cash charges including depreciation and amortization of \$2.3 million, reserves for excess inventory of \$1.7 million, stock-based compensation of \$1.1 million and a decrease in Tower wafer credits of \$132,000. In addition, changes in working capital accounts provided cash in the amount of \$700,000 primarily due to a \$1.8 million decrease in accounts receivable resulting from a reduction in revenue levels and the timing of shipments in the period and a \$1.0 million increase in accounts payable due to the timing of purchases and payments in the period. These sources of cash were partially offset by a \$738,000 increase in other assets, a \$731,000 increase in inventory and a \$639,000 decrease in accrued liabilities.

### *Net cash from investing activities*

Net cash used for investing activities for the first nine months of 2007 and 2006 was \$926,000 and \$1.9 million, respectively, as a result of capital expenditures made primarily to acquire equipment and software used in the development and production of our products.

### *Net cash from financing activities*

Net cash used for financing activities was \$539,000 for the first nine months of 2007, resulting from scheduled payments of \$1.9 million under the terms of our debt and capital lease obligations, partially offset by \$915,000 in proceeds related to the issuance of common shares to employees under our equity plans and \$442,000 in proceeds from borrowings under our equipment line of credit.

Net cash provided by financing activities was \$3.2 million for the first nine months of 2006, resulting from \$2.6 million in proceeds related to the issuance of common shares to employees under our equity plans and \$2.5 million in proceeds from borrowings under our equipment line of credit, partially offset by scheduled repayments of \$1.8 million under the terms of our debt and capital lease obligations.

We require substantial cash to fund our business, particularly to finance our operations, to acquire property and equipment, the repayment of debt and for working capital requirements. Our future liquidity will depend on many factors such as these, as well as our level of revenue and gross profit, market acceptance of our existing and new products, the decline in revenue under end-of-life programs, wafer purchase commitments, the amount and timing of research and development expenditures, the timing of new product introductions, production volumes, the quality of our products, sales and marketing efforts, our ability to obtain debt financing and to remain in compliance with the terms of our credit facilities, our ability to raise funds from the sale of Tower shares and equity in the Company, the exercise of employee stock options and participation in our employee stock purchase plan, and other factors related to the uncertainties of the industry and global economics. However, we believe that our existing cash resources will be sufficient to fund operations, capital expenditures of up to \$4.0 million, and provide adequate working capital for at least the next twelve months. As our liquidity is affected by many factors as mentioned above and as discussed in our Risk Factors section, there can be no assurance that we will not seek additional capital during the next twelve months or that such capital will be available on terms acceptable to us. After the next

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

twelve months, our cash requirements will depend on many factors, including our level of revenue and gross profit, the market acceptance of our new products, the levels at which we maintain inventory and accounts receivable, costs of securing access to adequate manufacturing capacity, new product development efforts, capital expenditures and the level of our operating expenses.

**Contractual Obligations and Commercial Commitments**

The following table summarizes our contractual obligations and commercial commitments as of September 30, 2007 and the effect such obligations and commitments are expected to have on our liquidity and cash flows in future fiscal periods (in thousands):

	Payments Due by Period			
	Total	Less than 1 Year	1-3 Years	More than 3 Years
<i>Contractual cash obligations:</i>				
Operating leases	\$ 1,279	\$ 766	\$ 513	\$
Wafer purchases(1)	6,875	6,875		
Other purchase commitments	3,861	3,861		
Total contractual cash obligations	12,015	11,502	513	
<i>Other commercial commitments(2):</i>				
Notes payable to bank	1,930	1,044	886	
Capital lease obligations	526	500	26	
Total commercial commitments	2,456	1,544	912	
Total contractual obligations and commercial commitments	\$ 14,471	\$ 13,046	\$ 1,425	\$

(1) Certain of our wafer manufacturers require us to forecast wafer starts several months in advance. We are committed to take delivery of and pay for a portion of forecasted wafer volume. Wafer purchase commitments of \$6.9 million include both firm purchase commitments and a portion of our forecasted wafer starts as of September 30, 2007.

(2) Other commercial commitments are included as liabilities on our balance sheet as of September 30, 2007.

**Inflation**

The impact of inflation on our business has not been material for the periods presented.

**Off-Balance Sheet Arrangements**

We do not maintain any off-balance sheet partnerships, arrangements or other relationships with unconsolidated entities or others, often referred to as structured finance or special purpose entities, which are established for the purpose of facilitating off-balance sheet arrangements or other



contractually narrow or limited purposes.

**Recently Issued Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board, or FASB, issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, or SFAS 157. SFAS 157 establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The changes to current practice resulting from the application of SFAS 157 relate to the definition of fair value, the methods used to measure fair value and expanded disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We are currently evaluating the impact that SFAS 157 will have on our consolidated financial statements.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, or SFAS 159. SFAS 159 permits companies to choose to measure certain financial instruments and certain other items at fair value. The standard requires that unrealized gains and losses on items for which the fair value option has been elected be reported in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007, although earlier adoption is permitted. We are currently evaluating the impact that SFAS 159 will have on our consolidated financial statements.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

#### **Interest Rate Risk**

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio and variable rate debt. We do not use derivative financial instruments to manage our interest rate risk. We are adverse to principal loss and ensure the safety and preservation of invested funds by limiting default, market risk and reinvestment risk. Our investment portfolio is generally comprised of investments that meet high credit quality standards. Since these securities are subject to interest rate risk, they could decline in value if interest rates fluctuate. Due to the short duration and conservative nature of our investment portfolio, we do not anticipate any material loss with respect to our investment portfolio. A 10% move in interest rates as of September 30, 2007 would have an immaterial effect on our financial position, results of operations and cash flows.

#### **Foreign Currency Exchange Rate Risk**

All of our sales and cost of manufacturing are transacted in U.S. dollars. We conduct a portion of our research and development activities in Canada and India and have sales and marketing offices in several locations outside of the United States. We use the U.S. dollar as our functional currency for all of our foreign locations. Most of the costs incurred at these international locations are in local currency. If these local currencies strengthen against the U.S. dollar, our payroll and other local expenses will be higher than we currently anticipate. Since our sales are transacted in U.S. dollars, this negative impact on expenses would not be offset by any positive effect on revenue. Additionally, if the U.S. dollar strengthens against the local currency of a foreign country, the price of our products will become relatively more expensive to customers in their currency. Operating expenses denominated in foreign currencies were approximately 24% and 22% of total operating expenses for the first nine months of 2007 and 2006, respectively. A majority of these foreign expenses were incurred in Canada. A currency exchange rate fluctuation of 10% would have caused our operating expenses to change by approximately \$540,000 in the first nine months of 2007.

#### **Equity Price Risk**

Our exposure to equity price risk for changes in market value relates primarily to our investment in Tower Semiconductor Ltd., or Tower. Tower's ordinary shares trade on the Nasdaq Global Market under the symbol TSEM. Since these securities are publicly traded on the open market, they are subject to market fluctuations. Temporary market fluctuations are reflected by increasing or decreasing the presented value of the related securities and recording accumulated other comprehensive income (loss) in the equity section of the balance sheet. An other than temporary decline in market value is reflected by decreasing the adjusted cost of the related securities and recording a charge to operating expenses in the income statement. A market value fluctuation of 10% would have a \$240,000 impact on accumulated other comprehensive income as of September 30, 2007.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, our current disclosure controls and procedures are effective at the reasonable assurance level.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Part II. Other Information

### Item 1. Legal Proceedings

On October 26, 2001, a putative securities class action was filed in the U.S. District Court for the Southern District of New York against certain investment banks that underwrote QuickLogic's initial public offering, QuickLogic and some of QuickLogic's officers and directors. The complaint alleges excessive and undisclosed commissions in connection with the allocation of shares of common stock in QuickLogic's initial and secondary public offerings and artificially high prices through tie-in arrangements which required the underwriters' customers to buy shares in the aftermarket at pre-determined prices in violation of the federal securities laws. Plaintiffs seek an unspecified amount of damages on behalf of persons who purchased QuickLogic's stock pursuant to the registration statements between October 14, 1999 and December 6, 2000. Various plaintiffs have filed similar actions asserting virtually identical allegations against over 300 other public companies, their underwriters, and their officers and directors arising out of each company's public offering. These actions, including the action against QuickLogic, have been coordinated for pretrial purposes and captioned *In re Initial Public Offering Securities Litigation, 21 MC 92*. In June 2004, a stipulation of settlement and release of claims against the issuer defendants, including QuickLogic, was submitted to the court for approval. On August 31, 2005, the court preliminarily approved the settlement. In December 2006, the appellate court overturned the certification of classes in the six test cases that were selected by the underwriter defendants and plaintiffs in the coordinated proceedings. Because class certification was a condition of the settlement, it was unlikely that the settlement would receive final Court approval. On June 25, 2007, the Court entered an order terminating the proposed settlement based upon a stipulation among the parties to the settlement. Plaintiffs have filed amended master allegations and amended complaints in the six test cases for class certification. It is uncertain whether there will be any revised or future complaints. If a settlement does not occur and litigation against QuickLogic continues, the Company intends to defend the case vigorously.

On November 2, 2006 and November 29, 2006, purported shareholder derivative complaints were filed against certain of the Company's current and former officers and directors in the U.S. District Court for the Northern District of California. The complaints alleged that the individual defendants had violated the federal securities laws and breached their duties to the Company in connection with the granting and/or receipt of options for Company stock. The complaints named the Company as a nominal defendant and sought unspecified monetary damages against the individual defendants as well as various forms of injunctive relief. On August 7, 2007, the parties submitted to the Court a stipulation and proposed order to dismiss the case in its entirety and without prejudice. On August 13, 2007, the Court entered the order dismissing the case in its entirety and without prejudice.

No estimate can be made of the possible loss or possible range of loss associated with the resolution of these contingencies and, accordingly, the Company has not recorded a liability.

From time to time, the Company is involved in legal actions arising in the ordinary course of business, including but not limited to intellectual property infringement and collection matters. Absolute assurance cannot be given that third party assertions will be resolved without costly litigation in a manner that is not adverse to the Company's financial position, results of operations or cash flows or without requiring royalty or other payments in the future which may adversely impact gross profit.

## Item 1A. Risk Factors

This description includes any material changes to and supersedes the description of the risk factors associated with our business previously disclosed in Item 1A of our 2006 Annual Report on Form 10-K filed with the SEC on March 15, 2007 and our Quarterly Report on Form 10-Q for the period ended April 1, 2007 and July 1, 2007 filed with the SEC on May 10, 2007 and August 10, 2007. Because of the following risk factors, as well as other variables affecting our operating results, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods.

### Risk Factors

#### *If we fail to successfully develop, introduce and sell new products, we may be unable to compete effectively in the future*

We operate in a highly competitive, quickly changing environment marked by rapid obsolescence of existing products. To compete successfully, we must obtain access to advanced fabrication capacity and dedicate significant resources to specify, design, develop, manufacture and sell new or enhanced products and solutions that provide increasingly higher levels of performance, low power consumption, new features, reliability and/or cost savings to our customers. We experience a long delay between the time when we expend these product definition and development resources and invest in related long-lived assets, and the time when we begin to generate revenue, if any, from these expenditures.

We are marketing our new products - ArcticLink, PolarPro, Eclipse II and QuickPCI II - to new customers and markets and expect a significant portion of our future revenues to be generated from these new products. We believe our new products and solutions have a compelling advantage in mobile applications, and that this business will provide long-term revenue growth for QuickLogic, but there is no assurance when this will occur. We have focused the marketing of our new product solutions on the market for hand-held, battery powered applications such as portable navigation devices, smartphones, portable media players, data cards and portable industrial products. The market for these mobile devices is dynamic; these markets typically have shorter product life cycles, higher volumes and greater price pressure than our traditional business. We pursue customer opportunities in anticipation of future cost reductions and may aggressively price products to gain market share. In order to react quickly to opportunities or to obtain favorable wafer prices, we make significant investments in and commitments to purchase inventory and capital equipment before we have firm commitments from customers. Our gross margin and inventory valuation may be affected by these strategies if, for instance, we generate significant revenue before we are able to reduce our costs or if an opportunity priced to gain market share becomes significant to our quarterly revenue.

In addition, the nature of the mobile market and the customers that operate in this market may cause revenue to fluctuate significantly from quarter to quarter. For example, while our new product revenue increased sequentially in the third quarter of 2007, it declined in the first quarter of 2007 due to the product life cycle of a significant customer for these products. If we are unable to design, produce and sell new solutions and products that meet design specifications, address customer requirements and generate sufficient revenue and gross profit, if market demand for our products fails to materialize, if we are unable to obtain adequate capacity on a timely basis, if we are unable to develop Customer Specific Standard Products, or CSSPs, or solutions in a timely manner, or if our customers do not successfully introduce products incorporating our devices, our revenue and gross margin will be materially harmed, our liquidity and cash flows will be materially effected, we may be required to write-off related inventory and long-lived assets or there may be other adverse effects on our business or the price of our common stock.

#### *We will be unable to compete effectively if we fail to anticipate product opportunities based upon emerging technologies and standards or fail to develop products and solutions that incorporate these technologies and standards in a timely manner*

We spend significant time and money to design and develop products and solutions around an industry standard, such as USB and IDE, or emerging technologies, such as low power programmable logic, advanced process technology or small form factor packaging. We intend to develop additional products and solutions and adopt new technologies in the future. If system manufacturers adopt alternative standards or technologies, if an industry standard or emerging technology that we have targeted fails to achieve broad market acceptance, if



customers choose low power offerings from our competitors, or if we are unable to bring the technologies or solutions to market in a timely and effective manner, we may be unable to generate significant revenue from our research and development efforts. As a result, our business would be materially harmed and we may be required to write-off related inventory and long-lived assets.

***We have significant customers and limited visibility into the long-term demand for our products from these customers***

A few end customers can represent a significant portion of our total revenue in a given reporting period and the likelihood of this occurring will increase in the future as we target high volume mobile applications. Our marketing and sales efforts are focused on the leading suppliers in our target markets, and future revenue and gross profit growth is tied to our success at these focus accounts. Our success at these accounts will depend on our ability to bring value added solutions to these customers, and on our ability to compete with companies such as Cypress Semiconductor Corporation. As in the past, future demand from these customers may fluctuate significantly. These customers typically order products with short requested delivery lead times, and do not provide a commitment to purchase product past the period covered by purchase orders, which may be rescheduled or cancelled. In addition, our manufacturing lead times are longer than the delivery lead times requested by these customers, and we make significant inventory purchases and capital expenditures in anticipation of future demand. For example, a domestic OEM of instrumentation and test equipment accounted for more than 11% of revenue in 2006 and in the first nine months of 2007 and a European telecommunications OEM customer, purchasing product through their contract manufacturer, represented 14% of revenue in 2006 and did not contribute significant revenue in the first nine months of 2007. If revenue from any significant customer were to decline substantially, we may be unable to offset this decline with increased revenue from other customers and we may purchase excess inventory. These factors could severely harm our business.

In addition, we may make a significant investment in long-lived assets for the production of our products based upon historical and expected demand. If demand for our products or gross margin generated from our products does not meet our expectations or if we are unable to collect amounts due from significant customers, we may be required to write-off inventory, provide for uncollectible accounts receivable or incur charges against long-lived assets, which would materially harm our business.

***We may not have the liquidity to support our future operations and capital requirements***

Our cash and cash equivalents balance at September 30, 2007 was \$20.8 million. At September 30, 2007, our interest-bearing debt consisted of \$1.9 million outstanding from Silicon Valley Bank and \$526,000 outstanding under capital leases. In June 2007, we amended our credit facility with Silicon Valley Bank. At September 30, 2007, we had \$5.0 million available to borrow under our revolving credit facility and \$2.5 million available to borrow under our equipment line of credit under the amended agreement.

At September 30, 2007, we held 1,344,543 Tower ordinary shares, valued at approximately \$2.4 million based upon the market closing price of \$1.79 per share at the end of the reporting period. Our ability to obtain competitive pricing from Tower is tied to our ownership of at least 450,000 of these Tower shares.

Capital expenditures, which are largely driven by development activities and the introduction and initial manufacturing of new products, could total \$4.0 million in the next twelve months. As of September 30, 2007, we had commitments to purchase \$6.9 million of wafer inventory.



As a result of potential investments, current revenue and operating expense levels, changes in working capital and interest and debt payments, we will need to generate significantly higher revenue and gross profit, especially from our new ArcticLink, PolarPro, Eclipse II and QuickPCI II products and products currently under development, to generate positive cash flow. In addition, these new products have been generating lower gross margin as a percentage of revenue than the rest of our historical business due to the markets that we have targeted and the larger order quantities associated with these applications. Whether we can achieve cash flow levels sufficient to support our operations cannot be accurately predicted. Unless such cash flow levels are achieved, we may borrow additional funds or sell debt or equity securities, or some combination thereof, to provide funding for our operations. If adequate funds are not available when needed, our financial condition and operating results would be materially and adversely affected and we may not be able to operate our business without significant changes in our operations, or at all.

***We may be unable to accurately estimate quarterly revenue, which could adversely affect the trading price of our stock***

We offer our customers a short delivery lead time and a majority of our shipments during a quarter are ordered by customers in that quarter. As a result, we often have low visibility to the current quarter's revenue, and our revenue levels can change significantly in a short period of time. Furthermore, our ability to respond to increased demand is limited to inventory on hand or on order, the capacity available at our contract manufacturers and our capacity to program products to customer specifications. In addition, a significant portion of our revenue is deferred until our distributors ship unprogrammed parts to end customers since the price is not fixed or determinable until that time. Therefore, we are highly dependent on the accuracy and timeliness of resale and inventory reports from our distributors. Inaccurate distributor resale or inventory reports, as well as unanticipated changes in distributor inventory levels, could contribute to our difficulty in predicting and reporting our quarterly revenue and results of operations. If we fail to accurately estimate customer demand, record revenue, or if our available capacity is less than needed to meet customer demand, our results of operations could be harmed and our stock price could materially fluctuate.

***We depend upon third parties to fabricate, assemble, test and program our products, and they may discontinue manufacturing our products, fail to give our products priority, be unable to successfully manufacture our products to meet performance, volume or cost targets, or inaccurately report inventory to us***

We contract with third parties to fabricate, assemble, test and program our devices. Our devices are generally fabricated, assembled and programmed by single suppliers, and the loss of a supplier, transfer of manufacturing to a new location, expiration of a supply agreement or the inability of our suppliers to manufacture our products to meet volume, performance and cost targets could have a material adverse effect on our business. Tower solely manufactures our ArcticLink, PolarPro, Eclipse II, certain QuickPCI II, other new products currently under development and QuickMIPS. Our pASIC 1 and pASIC 2 devices were fabricated by a single supplier, and the expiration of this supply agreement has had a significant effect on our business. We recently announced the end-of-life of our V3 products, due primarily to a supplier's decision to stop manufacturing these products. V3 products contributed \$3.6 million and \$1.9 million of revenue in the first nine months of 2007 and 2006, respectively, and we currently do not expect these devices to contribute significant revenue after the second quarter of 2008. In addition, demand for assembly capacity at our primary supplier may increase. For this and other reasons, capacity available to us may be constrained. Identifying and qualifying an additional assembly supplier is a time consuming and costly process and may require volume commitments that we may be unwilling or unable to make. We sell programmers to customers that are made by a single supplier. Programming capacity at our subcontractors is also dependent on our investment in sufficient programming hardware to meet fluctuating demand. Our relationship with our suppliers could change as a result of a merger or acquisition. If for any reason these suppliers or any other vendor becomes unable or unwilling to continue to provide services of acceptable quality, at acceptable costs and in a timely manner, our ability to operate our business or deliver our products to our customers could be severely impaired. We would have to identify and qualify substitute suppliers, which could be time consuming, difficult and result in unforeseen operational problems, or we could announce an end-of-life program for these products. Alternate suppliers might not be available to fabricate, assemble, test and program our devices or, if available, might be unwilling or unable to offer services on acceptable terms.

In addition, if competition for wafer manufacturing capacity increases, if we need to migrate to more advanced wafer manufacturing technology, or if competition for assembly services increases, we may be required to pay or invest significant amounts to secure access to this capacity. For example, in the second quarter of 2006, we entered into an agreement with Amkor to secure assembly capacity that required a payment of \$1.0 million that is refundable if we meet certain volume commitments. The number of companies that provide these services is limited and some of them have limited operating histories and financial resources. In the event our current suppliers refuse or are unable to continue to provide these services to us, we may be unable to procure services from alternate suppliers in a timely manner, if at all. Furthermore, if customer demand for our products increases, we may be unable to secure sufficient additional capacity from our current suppliers on commercially reasonable terms. Moreover, our reliance on a limited number of suppliers subjects us to reduced control over delivery schedules, quality assurance and costs. This lack of control may cause unforeseen product shortages or may increase our cost to manufacture and test our products, which would adversely affect our operating results and cash flows.

We record a majority of our inventory transactions based on information from our subcontractors. If we do not receive prompt and accurate information from our suppliers, we could misstate inventory levels, incorrectly record gross profit, be unable to meet our delivery commitments to customers or commit to manufacturing inventory that is not required to meet customer delivery commitments, which could materially harm our business.

***Our future results depend on our relationship with Tower***

We have invested approximately \$21.3 million in Tower. In return for our investment, we received equity, prepaid wafer credits, favorable wafer pricing and committed production capacity in Tower's foundry facility. We believe that Tower's long-term operation of this fabrication facility depends on its ability to attract sufficient customer demand, to obtain additional financing, to increase capacity, to obtain the release of grants and approvals for changes in grant programs from the Israeli government's Investment Center and its ability to remain in compliance with the terms of its grant and credit agreements. The current political uncertainty and security situation in the Middle East where Tower's fabrication facility is located, the cyclical nature of the market for foundry manufacturing services, Tower's financial condition, or other factors may adversely impact Tower's business prospects and may discourage future investments in Tower from outside sources. If Tower is unable to obtain adequate financing and increase production output in a timely manner, the value of our investment in Tower may decline significantly or possibly become worthless, our wafer credit from Tower may decline in value or possibly become worthless, and we would have to identify and qualify a substitute supplier to manufacture our products. This could require significant development time, cause product shipment delays, impair long-lived assets and the value of our wafer credits, damage our liquidity and severely harm our business. In addition, Tower is the sole manufacturer of our ArcticLink, PolarPro, Eclipse II, certain QuickPCI II, other new products currently under development and QuickMIPS.

The value of our investment in Tower and its corresponding wafer credits may also be adversely affected by a deterioration of conditions in the market for foundry manufacturing services and the market for semiconductor products. At September 30, 2007, the value of our Tower investment was \$2.4 million and the value of our wafer credits recorded on our balance sheet was \$3.0 million. If the fair value of our Tower investment or our wafer credits are deemed to be impaired, we will record charges to our statement of operations. For instance, we wrote down the Tower shares due to an other than temporary decline in their market value by \$1.5 million, \$1.5 million, \$3.8 million and \$6.8 million in fiscal 2005, 2004, 2002 and 2001, respectively.

***Our customers may cancel or change their product plans after we have expended substantial time and resources in the design of their products***

Our customers often evaluate our products for six months or more before designing them into their systems, and they may not commence volume shipments for up to an additional six to twelve months, if at all. During this lengthy sales cycle, our potential customers may cancel or change their product plans. Customers may also discontinue products incorporating our devices at any time or they may choose to replace our products with lower cost semiconductors. In addition, we are working with leading customers in our target markets to define our future products. If customers cancel, reduce or delay product orders from us or choose not to release products that incorporate our devices after we have spent substantial time and resources developing products or assisting customers with their product design, our revenue levels may be less than anticipated and our business could be materially harmed.

***If we fail to adequately forecast demand for our products, we may incur product shortages or excess product inventory***

Our agreements with certain suppliers require us to provide forecasts of our anticipated manufacturing orders, and place binding manufacturing commitments in advance of receiving purchase orders from our customers. We are limited in our ability to increase or decrease our forecasts under such agreements. Other manufacturers supply us product on a purchase order basis. The allocation of capacity is determined solely by our suppliers over which we have no direct control. Additionally, we may place orders with our suppliers in advance of customer orders to allow us to quickly respond to changing customer demand or to obtain favorable product costs. Furthermore, we provide our suppliers with equipment which is used to program our products to customer specifications. The programming equipment is manufactured to our specifications and has significant order lead times. These factors may result in product shortages or excess product inventory. Obtaining additional supply in the face of product, programming equipment or capacity shortages may be costly, or not possible, especially in the short term since most of our products and programming equipment are supplied by a single supplier. For example, in the first nine months of 2007, we reserved \$3.5 million of inventory due primarily to changes in forecasted demand. Our failure to adequately forecast demand for our products could materially harm our business.

***The end-of-life of our pASIC 1 and pASIC 2 products has resulted in a decline in our revenue and we have announced the end-of-life for our V3 products, QuickPCI products, QuickMIPS and certain other products***

***Our foundry agreement with the supplier that fabricates our pASIC 1 and pASIC 2 products expired on December 31, 2005 and the supplier no longer has the necessary equipment to manufacture our products. We announced an end-of-life for these products in 2004 and asked our customers to take delivery of lifetime buy orders before the end of 2005. As a result, we have experienced a reduction in revenue from these products. These products contributed 44% of our 2005 revenue and six percent of revenue in the first nine months of 2007, and future sales of these products are limited to inventory on hand.***

In January 2007, we announced the end-of-life for our V3 products, primarily due to the loss of manufacturing capacity for these products, and asked our customers to take delivery of lifetime buy orders before the end of 2007. We announced additional end-of-life products as result of our decision to focus on customers in the hand-held mobile and military markets. In the second quarter of 2007, we announced the end-of-life of our QuickPCI products, due to assembly capacity considerations, and asked customers to take delivery of lifetime buy orders before the end of 2007. In the fourth quarter of 2007, we announced the end-of-life of our QuickMIPS products, due to low customer demand, and asked customers to take delivery of these products between now and the first half of 2008. These products contributed \$2.5 million and \$1.2 million of revenue in the third quarter of 2007 and 2006, respectively. Due to the nature of end-of-life purchases, revenue levels from these products could fluctuate significantly on a sequential basis. After the second quarter of 2008, we expect that our end-of-life products and certain other products will contribute less than ten percent of quarterly revenue.

Our operating results and liquidity have been adversely affected by the end-of-life of the pASIC 1 and pASIC 2 products, as we are currently operating at a net loss and expect negative cash flow at our current revenue level. We expect a decline in V3, QuickPCI and QuickMIPS product revenue and gross profit in 2008 as a result of the announced end-of-life of these products. While we expect revenue and gross profit growth from new products and mature products will offset these declines in revenue and gross profit, there is no assurance when this will occur. In order to grow our revenue from its current level, we are dependent upon increased revenue from our existing products, especially our new ArcticLink, PolarPro, Eclipse II and QuickPCI II products, and the development of additional new products and solutions.

***We are expending substantial time and effort to develop solutions with partners that depend on the availability and success of technology owned by the partner***

Our approach to developing solutions for potential customers involves: (1) embedded processors developed by companies such as Marvell Semiconductor, Inc., who purchased the XScale business unit from Intel, and Analog Devices, Inc.; (2) peripheral devices developed by other parties such as micro hard disk drives, Wi-Fi devices and NAND flash memory; and (3) specific industry standards such as USB 2.0 OTG, Serial Digital High Capacity, or SDHC, IDE and SDIO. We have entered into informal partnerships with other parties that involve the development of solutions that interface with their devices or standards. These informal partnerships also may involve joint marketing campaigns and sales calls. For example, we have developed a solution incorporating a specific embedded

processor, a micro hard disk drive and our Eclipse II device that improves performance and lowers the overall power consumption of an application. If our solutions are not incorporated into customer products, if our partners discontinue production of or integrate our solution into their product offerings, or if the informal partnerships are significantly reduced or terminated by acquisition or other means, our revenue and gross margin will be materially harmed and we may be required to write-off related inventory and long-lived assets.

***We may be unable to successfully grow our business if we fail to compete effectively with others to attract and retain key personnel***

We believe our future success will depend upon our ability to attract and retain engineers and other highly competent personnel. Our employees are at-will and not subject to employment contracts. Hiring and retaining qualified sales, technical and financial personnel is difficult due to the limited number of qualified professionals, economic conditions and the size of our company. Competition for these types of employees is intense. In addition, new hires frequently require extensive training before they achieve desired levels of productivity. We have in the past experienced difficulty in recruiting and retaining qualified senior management, sales, finance and technical personnel. Failure to attract, hire, train and retain personnel could materially harm our business.

***Fluctuations in our manufacturing processes, yields and quality, especially for new products, may increase our costs***

Difficulties encountered during the complex semiconductor manufacturing process can render a substantial percentage of semiconductor devices nonfunctional. New manufacturing techniques or fluctuations in the manufacturing process may change the performance distribution and yield of our products. We have, in the past, experienced manufacturing runs that have contained substantially reduced or no functioning devices, or that generated devices with below normal performance characteristics. Our reliance on third party suppliers may extend the period of time required to analyze and correct these problems. Once corrected, our customers may be required to redesign or requalify their products. As a result, we may incur substantially higher manufacturing costs, inventory shortages or reduced customer demand.

Yield fluctuations frequently occur in connection with the manufacture of newly introduced products, with changes in product architecture, with manufacturing at new facilities, on new fabrication processes or in conjunction with new backend manufacturing processes. Newly introduced solutions and products, such as our CSSPs, ArcticLink, and PolarPro products, are often more complex and more difficult to produce, increasing the risk of manufacturing related defects. New manufacturing facilities or processes are often more complex and take a period of time to achieve expected quality levels and manufacturing efficiencies. While we test our products, including our software development tools, they may still contain errors or defects that are found after we have commenced commercial production, that occur due to manufacturing variations or that are identified as new intellectual property is incorporated into our products. If our products or software development tools contain undetected or unresolved defects, we may lose market share, experience delays in or loss of market acceptance, reserve or scrap inventory or be required to issue a product recall. In addition, we would be at risk of product liability litigation if defects in our products were discovered. Although we attempt to limit our liability to end users through disclaimers of special, consequential and indirect damages and similar provisions, we cannot assure you that such limitations of liability will be legally enforceable.

***We have a history of losses and cannot assure you that we will again be profitable in the future***

We incurred significant losses in 2006, 2004, 2003 and 2002. Our accumulated deficit as of September 30, 2007 was \$137.0 million. Although we recorded net income of \$2.4 million in 2005, we recorded a net loss of \$9.5 million in the first nine months of 2007 and we may not return to profitability in any future periods.

***We depend upon third party distributors and independent sales representatives to market and sell our products, and they may discontinue sale of our products, fail to give our products priority or be unable to successfully market, sell and support our products***

We contract with third party distributors and independent sales representatives to market and sell a significant portion of our products. We typically have only a few distributors and a single representative serving each geographic market and, in the future, we may have a single distributor covering a geographic market. Although we have contracts with our distributors and representatives, our agreements with them may be terminated on short

notice by either party and, if terminated, we may be unable to recruit additional or replacement distributors or representatives. Additionally, these third parties that we have contracted with may acquire, be acquired or merge with other parties which may result in the termination of our contract or less effort being placed on the marketing, sale and support of our products and solutions. As a result, our future performance will depend in part on our ability to retain our existing distributors and representatives and to attract new distributors and representatives that will be able to effectively market, sell and support our products and solutions. The loss of one or more of our principal distributors or representatives, or our inability to attract new distributors or representatives, could materially harm our business.

Many of our distributors and representatives, including our principal distributors and representatives, market and sell products for other companies. Many of these products may compete directly or indirectly with our products and solutions. Also, we generally are not one of the principal suppliers of products to our distributors or representatives. If our distributors or representatives give higher priority or greater attention to the products of other companies, including products that compete with our products and solutions, our business would be materially harmed.

Individual distributors and OEMs often represent a significant portion of our accounts receivable. If we are unable to collect funds due from these distributors and customers, our financial results may be materially harmed.

***Our future operating results are likely to fluctuate and therefore may fail to meet expectations, which could cause our stock price to decline***

Our operating results have varied widely in the past and are likely to do so in the future. In addition, our past operating results may not be an indicator of future operating results. Our future operating results will depend on many factors and may fail to meet our expectations for a number of reasons, including those set forth in these risk factors. Any failure to meet expectations could cause our stock price to significantly fluctuate or decline.

Factors that could cause our operating results to fluctuate include:

the effect of end-of-life programs;

a significant change in sales to, or the collectibility of accounts receivable from, our largest customers;

successful development and market acceptance of our products and solutions;

our ability to accurately forecast product volumes and mix, and to respond to rapid changes in customer demand;

changes in sales volume, product mix, average selling prices or production variances that affect gross profit;

our ability to adjust our product features, manufacturing capacity and costs in response to economic and competitive pressures;

our reliance on subcontract manufacturers for product capacity, yield and quality;

our competitors' product portfolio and product pricing policies;

timely implementation of efficient manufacturing technologies;

errors in applying or changes in accounting and corporate governance rules;

the issuance of equity compensation awards or changes in the terms of our stock plan or employee stock purchase plan;

mergers or acquisitions;

the impact of import and export laws and regulations;

the cyclical nature of the semiconductor industry and general economic, market, political and social conditions in the countries where we sell our products and the related effect on our customers, distributors and suppliers; and

Our future operating results are likely to fluctuate and therefore may fail to meet expectations, which could cause our

our ability to obtain capital, debt financing and insurance on commercially reasonable terms.

Although certain of these factors are out of our immediate control, unless we can anticipate and be prepared with contingency plans that respond to these factors, our business may be materially harmed.

***We may encounter periods of industry wide semiconductor oversupply, resulting in pricing pressure, as well as undersupply, resulting in a risk that we could be unable to fulfill our customers requirements***

The semiconductor industry has historically been characterized by wide fluctuations in the demand for, and supply of, its products. These fluctuations have resulted in circumstances when supply of and demand for semiconductors have been widely out of balance. An industry wide semiconductor oversupply could result in severe downward pricing pressure from customers. In a market with undersupply of manufacturing capacity, we would have to compete with larger foundry and assembly customers for limited manufacturing resources. In such an environment, we may be unable to have our products manufactured in a timely manner, at a cost that generates adequate gross profit or in sufficient quantities. Since we outsource all of our manufacturing and generally have a single source of wafer supply, test, assembly and programming for our products, we are particularly vulnerable to such supply shortages and capacity limitations. As a result, we may be unable to fulfill orders and may lose customers. Any future industry wide oversupply or undersupply of semiconductors could materially harm our business.

***Customers may cancel or defer significant purchase orders or our distributors may return our products, which would cause our inventory levels to increase and our revenue to decline***

Our distributors or customers may cancel purchase orders at any time with little or no penalty. Contractually, our distributors are generally permitted to return unprogrammed products worth up to 10%, by value, of the products they purchase from us. If our distributors or customers cancel or defer significant purchase orders or return our products, our accounts receivable collections would decrease and inventories would increase, which would materially harm our business.

***Problems associated with international business operations could affect our ability to manufacture and sell our products***

Most of our products are manufactured outside of the United States at manufacturing facilities operated by our suppliers in Taiwan, South Korea, the Philippines and Israel. We expect to manufacture a majority of our new products and the products that we currently have under development in Israel and to assemble these products in South Korea or China. As a result, these manufacturing operations and new product introductions are subject to risks of political instability, including the risk of conflict between Taiwan and the People's Republic of China, between South Korea and North Korea, and conflicts involving Israel.

A significant portion of our total revenue comes from sales to customers located outside the United States. We anticipate that sales to customers located outside the United States will continue to represent a significant portion of our total revenue in future periods. In addition, most of our domestic customers sell their products outside of North America, thereby indirectly exposing us to risks associated with foreign commerce and economic instability. In addition to overseas sales offices, we have significant research and development activities in Canada and India. Accordingly, our operations and revenue are subject to a number of risks associated with foreign commerce, including the following:

- managing foreign distributors;
- collecting amounts due;
- staffing and managing foreign offices;
- political and economic instability;
- foreign currency exchange fluctuations;
- changes in tax laws, import and export regulations, tariffs and freight rates;
- timing and availability of export licenses;
- supplying products that meet local environmental regulations; and
- inadequate protection of intellectual property rights.

Problems associated with international business operations could affect our ability to manufacture and sell our products.





In the past, we have denominated sales of our products to foreign countries exclusively in U.S. dollars. As a result, any increase in the value of the U.S. dollar relative to the local currency of a foreign country will increase the price of our products in that country so that our products become relatively more expensive to customers in their local currency. As a result, sales of our products in that foreign country may decline. If the local currency of a foreign country in which we conduct business strengthens against the U.S. dollar, our payroll and other local expenses will be higher, and since sales are transacted in U.S. dollars, would not be offset by any increase in revenue. To the extent any such risks materialize, our business could be materially harmed.

In addition, we incur costs in foreign countries that may be difficult to reduce quickly because of employee related laws and practices in those foreign countries.

*Many system manufacturers may be unwilling to switch to our products because of their familiarity with the products offered by our direct competitors, such as Xilinx, Inc. and Altera Corporation, which dominate the programmable logic market*

The semiconductor industry is intensely competitive and characterized by:

erosion of selling prices over product lives;

rapid technological change;

short product life cycles; and

strong domestic and foreign competition.

If we are not able to compete successfully in this environment, our business will be materially harmed.

Many of our competitors have substantially greater financial, technical, manufacturing, marketing, sales, distribution, name recognition and other resources than we do. In addition, many of our competitors have well established relationships with our current and potential customers and have extensive knowledge of system applications. In the past, we have lost potential customers to competitors for various reasons, including, but not limited to, re-programmability and lower price. Our current direct competitors include suppliers of complex programmable logic devices and field programmable gate arrays, such as Xilinx, Inc., Altera Corporation, Actel Corporation and Lattice Semiconductor Corporation. Xilinx and Altera together have a majority share of the programmable logic market. Many system manufacturers may be unwilling or unable to switch to our products due to their familiarity with competitors' products or other inhibiting factors.

We also face competition from companies that offer Application Specific Integrated Circuits, or ASICs, which may be purchased for a lower price at higher volumes and typically have greater logic capacity, additional features and higher performance than our products. We may also face competition from suppliers of embedded microprocessors, such as Freescale Semiconductor, Inc., or from suppliers of products based on new or emerging technologies, such as Cypress Semiconductor Corporation. Our inability to successfully compete in any of the following areas could materially harm our business:

the development of new products, solutions and advanced manufacturing technologies;

the quality, power characteristics, performance characteristics, price and availability of devices, programming hardware and software development tools;

the ability to engage with companies that provide synergistic products and services;

the incorporation of industry standards in our products and solutions;

the diversity of product offerings available to customers; or

the quality and cost effectiveness of design, development, manufacturing and marketing efforts.

Many system manufacturers may be unwilling to switch to our products because of their familiarity with the products

Many system manufacturers may be unwilling to switch to our products because of their familiarity with the products

***We may be unable to adequately protect our intellectual property rights and may face significant expenses as a result of future litigation***

Protection of intellectual property rights is crucial to our business, since that is how we keep others from copying the innovations that are central to our existing and future products. From time to time, we receive letters alleging patent infringement or inviting us to license other parties' patents. We evaluate these requests on a case-by-case basis. These situations may lead to litigation if we reject the offer to obtain the license.

In the past, we have been involved in litigation relating to alleged infringement by us of others' patents or other intellectual property rights. This kind of litigation is expensive and consumes large amounts of management's time and attention. Additionally, matters that we initially consider not material to our business could become costly. In addition, if the letters we sometimes receive alleging patent infringement or other similar matters result in litigation that we lose, a court could order us to pay substantial damages and/or royalties, and prohibit us from making, using, selling or importing essential technologies. For these and other reasons, this kind of litigation could materially harm our business.

Although we may seek to obtain a license under a third party's intellectual property rights in order to bring an end to certain claims or actions asserted against us, we may not be able to obtain such a license on reasonable terms, or at all. We have entered into technology license agreements with third parties which give those parties the right to use patents and other technology developed by us and which give us the right to use patents and other technology developed by them. We anticipate that we will continue to enter into these kinds of licensing arrangements in the future; however, it is possible that desirable licenses will not be available to us on commercially reasonable terms. If we lose existing licenses to key technology, or are unable to enter into new licenses that we deem important, our business could be materially harmed.

Because it is critical to our success that we continue to prevent competitors from copying our innovations, we intend to continue to seek patent and trade secret protection for our products. The process of seeking patent protection can be long and expensive, and we cannot be certain that any currently pending or future applications will actually result in issued patents or that, even if patents are issued, they will be of sufficient scope or strength to provide meaningful protection or any commercial advantage to us. Furthermore, others may develop technologies that are similar or superior to our technology or design around the patents we own. We also rely on trade secret protection for our technology, in part through confidentiality agreements with our employees, consultants and other third parties. However, these parties may breach these agreements and we may not have adequate remedies for any breach. In any case, others may come to know about or determine our trade secrets through a variety of methods. In addition, the laws of certain territories in which we develop, manufacture or sell our products may not protect our intellectual property rights to the same extent as the laws of the United States.

***We may engage in manufacturing, distribution or technology agreements that involve numerous risks, including the use of cash, diversion of resources and significant write-offs***

We have entered into and, in the future, intend to enter into agreements that involve numerous risks, including the use of significant amounts of our cash; diversion of resources from other development projects or market opportunities; our ability to incorporate licensed technology in our products and solutions; our ability to introduce related products in a cost effective and timely manner; our ability to collect amounts due under these contracts; and market acceptance of related products and solutions. If we fail to recover the cost of these or other assets from the cash flow generated by the related products, our assets will become impaired and our financial results would be harmed.

***Our business is subject to the risks of earthquakes, other catastrophic events and business interruptions for which we may maintain limited insurance***

Our operations and the operations of our suppliers are vulnerable to interruption by fire, earthquake, power loss, flood, terrorist acts and other catastrophic events beyond our control. In particular, our headquarters are located near earthquake fault lines in the San Francisco Bay Area. In addition, we rely on sole suppliers to manufacture our products and would not be able to qualify an alternate supplier of our products for several quarters. Our suppliers often hold significant quantities of our inventory which, in the event of a disaster, could be destroyed. In addition, our business processes and systems are vulnerable to computer viruses, break-ins and similar disruptions from

unauthorized tampering. Any catastrophic event, such as an earthquake or other natural disaster, the failure of our computer systems, war or acts of terrorism, could significantly impair our ability to maintain our records, pay our suppliers, or design, manufacture or ship our products. The occurrence of any of these events could also affect our customers, distributors and suppliers and produce similar disruptive effects upon their business. If there is an earthquake or other catastrophic event near our headquarters, our customers facilities, our distributors facilities or our suppliers facilities, our business could be seriously harmed.

We do not have a detailed disaster recovery plan. In addition, we do not maintain sufficient business interruption and other insurance policies to compensate us for all losses that may occur. Any losses or damages incurred by us as a result of a catastrophic event or any other significant uninsured loss could have a material adverse effect on our business.

***Our principal stockholders have significant voting power and may vote for actions that may not be in the best interests of our other stockholders***

Our officers, directors and principal stockholders together control a significant portion of our outstanding common stock. As a result, these stockholders, if they act together, will be able to significantly influence our operations, affairs and all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may have the effect of delaying or preventing a change in control and might affect the market price of our common stock. This concentration of ownership may not be in the best interest of our other stockholders.

***Our Shareholder Rights Plan, Certificate of Incorporation, Bylaws and Delaware law contain provisions that could discourage a takeover that is beneficial to stockholders***

Our Shareholder Rights Plan as well as provisions of our Certificate of Incorporation, our Bylaws and Delaware law could make it difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders.

***The market price of our common stock may fluctuate significantly and could lead to securities litigation***

Stock prices for many companies in the technology and emerging growth sectors have experienced wide fluctuations that have often been unrelated to the operating performance of such companies. In the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. In the future, we may be the subject of similar litigation. Securities litigation could result in substantial costs and divert management's attention.

***Changes to existing accounting pronouncements or taxation rules or practices may cause adverse revenue fluctuations, affect our reported results of operations or how we conduct our business***

GAAP are promulgated by, and are subject to the interpretation of the Financial Accounting Standards Board, or FASB, and the Securities and Exchange Commission, or SEC. New accounting pronouncements or taxation rules and varying interpretations of accounting pronouncements or taxation practices have occurred and may occur in the future. Any future changes in accounting pronouncements or taxation rules or practices may have a significant effect on how we report our results and may even affect our reporting of transactions completed before the change is effective. In addition, a review of existing or prior accounting practices may result in a change in previously reported amounts. This change to existing rules, future changes, if any, or the questioning of current practices may adversely affect our reported financial results, our ability to remain listed on the Nasdaq Global Market, or the way we conduct our business and subject us to regulatory inquiries or litigation.

For example, the FASB has issued SFAS 123(R), *Share-Based Payment*, which we adopted in the first quarter of 2006. SFAS 123(R) requires us to measure compensation costs for all stock-based compensation awards (including our stock options and our employee stock purchase plan, as currently constructed) at fair value and record compensation expense over the vesting period. If this accounting pronouncement had been in effect during 2005, we would have reported a net loss.

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Additionally, in July 2006 we initiated a review of our historical stock option practices and related accounting. This review identified accounting and administrative errors that, if they had been recorded at the time they occurred, would have resulted in total additional charges of approximately \$964,000 between October 1999 and December 2005.

*Compliance with regulations related to corporate governance and public disclosure may result in additional expenses*

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Federal securities laws, rules and regulations, as well as Nasdaq rules and regulations, require companies to maintain extensive corporate governance measures, impose comprehensive reporting and disclosure requirements, set strict independence and financial expertise standards for audit and other committee members and impose civil and criminal penalties for companies and their chief executive officers, chief financial officers and directors for securities law violations. These laws, rules and regulations have increased and will continue to increase the scope, complexity and cost of our corporate governance, reporting and disclosure practices, which could harm our results of operations and divert management's attention from business operations. We are committed to maintaining high standards of corporate governance and public disclosure. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, our reputation may be harmed and the market price of our common stock could be affected.

***While we believe that we currently have adequate internal control procedures in place, we are still exposed to potential risks from legislation requiring companies to evaluate controls under Section 404 of the Sarbanes-Oxley Act of 2002***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of December 2006, we have evaluated our internal control systems in order to allow management to report on, and our independent registered public accounting firm to attest to, our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. We performed the system and process evaluation and testing required in an effort to comply with the management certification and independent registered public accounting firm attestation requirements of Section 404. As a result, we incurred additional expenses and a diversion of management's time. While we believe that our internal control procedures are adequate and we intend to continue to fully comply with the requirements relating to internal control and all other aspects of Section 404, our controls necessary for continued compliance with the Sarbanes-Oxley Act may not operate effectively at all times and may result in a material control disclosure. The identification of a material weakness in internal control over financial reporting, if any, could indicate a lack of proper controls to generate accurate consolidated financial statements. Furthermore, we cannot be certain as to the outcome of future evaluations, testing and remediation actions or the impact of the same on our operations. If we are not able to remain in compliance with the requirements of Section 404, we might be subject to sanctions or investigation by regulatory authorities, such as the SEC or the Nasdaq National Market. Any such action could adversely affect our financial results and the market price of our common stock.

***We have implemented import and export control procedures to comply with United States regulations but we are still exposed to potential risks from import and export activity***

Our products, solutions, technology and software are subject to import and export control laws and regulations which, in some instances, may impose restrictions on business activities, or otherwise require licenses or other authorizations from agencies such as the U.S. Department of State, U.S. Department of Commerce and U.S. Department of the Treasury. These restrictions may impact deliveries to customers or limit development and manufacturing alternatives. We have import and export licensing and compliance procedures in place for purposes

of conducting our business consistent with U.S. and applicable international laws and regulations, and we periodically review these procedures to maintain compliance with the requirements relating to import and export regulations. If we are not able to remain in compliance with import and export regulations, we might be subject to investigation, sanctions or penalties by regulatory authorities. Such penalties can include civil, criminal or administrative remedies such as loss of export privileges. We cannot be certain as to the outcome of an evaluation, investigation, inquiry or other action or the impact of these items on our operations. Any such action could adversely affect our financial results and the market price of our common stock.

***The Company and our directors and management have in the past been named parties to lawsuits and may be subject to future litigation, which could result in an unfavorable outcome and have a material adverse effect on our business, financial condition, results of operations, cash flows and the trading price for our securities***

The Company and certain of our directors and officers are named in a lawsuit relating to the initial public offering laddering litigation and certain officers and directors were named in litigation, which has been dismissed, relating to our historical stock option practices and related accounting. We may become the subject of other private or government actions in the future. Litigation may be time consuming, expensive and disruptive to normal business operations and the outcome of litigation is difficult to predict. Any expenses associated with litigation or the outcome relating to any such actions could have a material adverse effect on our business, financial condition, results of operations, cash flows and the trading price for our securities.



**Item 6. Exhibits**

a. Exhibits

The following Exhibits are filed with this report:

Exhibit Number	Description
3.1(1)	Amended and Restated Certificate of Incorporation of Registrant.
3.2(2)	Bylaws of Registrant.
31.1	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	CEO and CFO Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(1) Incorporated by reference to the Company's Registration Statement on Form S-1 declared effective October 14, 1999 (Commission File No. 333-28833).

(2) Incorporated by reference to the Company's Current Report on Form 8-K (Item 5.03) filed May 2, 2005.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**QUICKLOGIC CORPORATION**

/s/ CARL M. MILLS

Carl M. Mills

*Vice President, Finance and Chief Financial Officer*

*(as Principal Accounting and Financial Officer and on behalf of  
Registrant)*

Date: November 8, 2007

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