OSI SYSTEMS INC
Form 10-Q
October 30, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2015

OR

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

For the transition period from to

Commission File Number 000-23125

OSI SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**33-0238801**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

12525 Chadron Avenue

Hawthorne, California 90250

(Address of principal executive offices) (Zip Code)

(310) 978-0516

(Registrant s telephone number, including area code)

N/A

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

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

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

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

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

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

As of October 27, 2015, there were 19,722,098 shares of the registrant s common stock outstanding.

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PART I FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

OSI SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(amounts in thousands, except share amounts)

	June 30, 2015	(Unaudited) September 30, 2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 47,593	$ 80,930
Accounts receivable, net	178,519	164,755
Inventories	230,421	260,457
Deferred taxes	44,887	44,886
Prepaid expenses and other current assets	40,101	45,102
Total current assets	541,521	596,130
Property and equipment, net	225,703	207,625
Goodwill	98,167	97,815
Intangible assets, net	50,413	50,215
Other assets	63,870	63,039
Total assets	$ 979,674	$ 1,014,824
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Bank lines of credit	$	$ 45,000
Current portion of long-term debt	2,801	2,776
Accounts payable	61,932	85,728
Accrued payroll and related expenses	33,169	29,343
Advances from customers	41,389	42,435
Deferred revenue	47,787	42,347
Income taxes payable	9,610	13,627
Other accrued expenses and current liabilities	52,593	47,736
Total current liabilities	249,281	308,992
Long-term debt	8,556	7,834
Advances from customers	25,000	18,750
Deferred income taxes	65,435	65,429
Other long-term liabilities	49,623	49,872
Total liabilities	397,895	450,877
Commitments and contingencies (Note 7)		
Stockholders Equity:		
Preferred stock, $0.001 par value authorized, 10,000,000 shares; no shares issued or outstanding		
Common stock, $0.001 par value authorized, 100,000,000 shares; issued and outstanding, 19,716,507 shares at June 30, 2015 and 19,722,098 shares at September 30, 2015	279,212	252,224
Retained earnings	312,831	323,636

Accumulated other comprehensive loss			(10,264)	(11,913)
Total stockholders equity			581,779	563,947
Total liabilities and stockholders equity	$	979,674	$	1,014,824

See accompanying notes to condensed consolidated financial statements.

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OSI SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(amounts in thousands, except per share data)

(Unaudited)

	For the Three Months Ended September 30,	
	2014	2015
Net revenues:		
Products	$ 156,488	$ 135,501
Services	61,909	64,549
Total net revenues	218,397	200,050
Cost of goods sold:		
Products	107,424	94,317
Services	36,731	37,762
Total cost of goods sold	144,155	132,079
Gross profit	74,242	67,971
Operating expenses:		
Selling, general and administrative	44,182	40,393
Research and development	12,670	11,881
Restructuring and other charges	726	
Total operating expenses	57,578	52,274
Income from operations	16,664	15,697
Interest and other expense, net	(864)	(794)
Income before income taxes	15,800	14,903
Provision for income taxes	4,551	4,098
Net income	$ 11,249	$ 10,805
Earnings per share:		
Basic	$ 0.57	$ 0.55
Diluted	$ 0.55	$ 0.53
Shares used in per share calculation:		
Basic	19,820	19,734
Diluted	20,529	20,474

See accompanying notes to condensed consolidated financial statements.

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OSI SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(amounts in thousands)

(Unaudited)

	For the Three Months Ended September 30,	
	2014	**2015**
Net income	$ 11,249	$ 10,805
Other comprehensive income (loss):		
Foreign currency translation adjustment	(2,698)	(1,628)
Other	126	(21)
Other comprehensive loss	$ (2,572)	$ (1,649)
Comprehensive income	$ 8,677	$ 9,156

See accompanying notes to condensed consolidated financial statements.

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OSI SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(amounts in thousands)

(Unaudited)

	For the Three Months Ended September 30,	
	2014	**2015**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 11,249	$ 10,805
Adjustments to reconcile net income to net cash provided by operating activities, net of effects from acquisitions:		
Depreciation and amortization	17,741	14,063
Stock based compensation expense	5,995	4,465
Other	69	(295)
Changes in operating assets and liabilities net of business acquisitions:		
Accounts receivable	30,159	13,467
Inventories	(29,381)	(23,575)
Accounts payable	2,933	23,933
Accrued payroll and related expenses	(4,008)	(3,448)
Advances from customers	(855)	(5,189)
Deferred revenue	(3,382)	(5,390)
Other	933	(4,024)
Net cash provided by operating activities	31,453	24,812
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(3,136)	(2,503)
Acquisition of businesses, net of cash acquired	(10,869)	(782)
Acquisition of intangible and other assets	(1,063)	(958)
Net cash used in investing activities	(15,068)	(4,243)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net borrowings on bank lines of credit	6,000	45,000
Proceeds from long-term debt	516	34
Payments on long-term debt	(815)	(690)
Proceeds from exercise of stock options and employee stock purchase plan	209	3,067
Repurchase of common shares	(18,373)	(21,471)
Taxes paid related to net share settlement of equity awards	(6,552)	(13,049)
Net cash provided by (used in) financing activities	(19,015)	12,891
Effect of exchange rate changes on cash	1,073	(123)
Net increase (decrease) in cash and cash equivalents	(1,557)	33,337
Cash and cash equivalents beginning of period	38,831	47,593
Cash and cash equivalents end of period	$ 37,274	$ 80,930
Supplemental disclosure of cash flow information:		
Interest	$ 696	$ 305
Income taxes	$ 1,735	$ 5,221

See accompanying notes to condensed consolidated financial statements.

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OSI SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation

Description of Business

OSI Systems, Inc., together with its subsidiaries (the Company), is a vertically integrated designer and manufacturer of specialized electronic systems and components for critical applications. The Company sells its products and provides related services in diversified markets, including homeland security, healthcare, defense and aerospace.

The Company has three reporting segments: (i) Security, providing security inspection systems, turnkey security screening solutions and related services; (ii) Healthcare, providing patient monitoring, diagnostic cardiology, anesthesia systems and defibrillator products, and related services and (iii) Optoelectronics and Manufacturing, providing specialized electronic components and electronic manufacturing services for the Security and Healthcare divisions as well as to external original equipment manufacturing clients for applications in the defense, aerospace, medical and industrial markets, among others.

Through its Security division, the Company provides security screening products and related services globally. These products fall into the following categories: baggage and parcel inspection; cargo and vehicle inspection; hold (checked) baggage screening; people screening; radiation detection; and explosive and narcotics trace detection. In addition to these products, the Company provides site design, installation, training and technical support services to its customers. The Company also provides turnkey security screening solutions, which can include the construction, staffing and long-term operation of security screening checkpoints for its customers.

Through its Healthcare division, the Company designs, manufactures, markets and services patient monitoring, diagnostic cardiology, anesthesia delivery and ventilation systems, defibrillator products, and related supplies and accessories worldwide. These products are used by care providers in critical care, emergency and perioperative areas within hospitals as well as physicians offices, medical clinics and ambulatory surgery centers; the defibrillators are also used in public facilities.

Through its Optoelectronics and Manufacturing division, the Company designs, manufactures and markets optoelectronic devices and provides electronics manufacturing services worldwide for use in a broad range of applications, including aerospace and defense electronics, security and inspection systems, medical imaging and diagnostic products, telecommunications, computer peripherals, industrial automation systems, automotive diagnostic systems, gaming systems and consumer products. This division provides products and services to original equipment manufacturers and end users as well as to the Company s own Security and Healthcare divisions.

Basis of Presentation

The condensed consolidated financial statements include the accounts of OSI Systems, Inc. and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The condensed consolidated financial statements have been prepared by the Company, without audit, pursuant to interim financial reporting guidelines. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Company s management, the condensed consolidated financial statements include all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the financial position and the results of operations for the periods presented. These condensed consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2015. The results of operations for the three months ended September 30, 2015 are not necessarily indicative of the operating results to be expected for the full 2016 fiscal year or any future periods.

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Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and costs of sales during the reporting period. The most significant of these estimates and assumptions for the Company relate to contract revenue, profit and loss recognition, fair values of assets acquired and liabilities assumed in business combinations, market values for inventories reported at lower of cost or market, stock-based employee compensation expense, income taxes, accrued product warranty costs, and the recoverability, useful lives and valuation of recorded amounts of long-lived assets, identifiable intangible assets and goodwill. Changes in estimates are reflected in the periods during which they become known. Actual amounts will differ from these estimates and could differ materially.

Per Share Computations

The Company computes basic earnings per share by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. The Company computes diluted earnings per share by dividing net income available to common stockholders by the sum of the weighted average number of common and dilutive potential common shares outstanding. Potential common shares consist of the shares issuable upon the exercise of stock options and restricted stock or unit awards under the treasury stock method. Stock awards to purchase 0.1 million shares of common stock for the three months ended September 30, 2015 and September 30, 2014, respectively, were excluded from the calculation because to do so would have been antidilutive.

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

	Three Months Ended September 30,	
	2014	2015
Net income available to common stockholders	$ 11,249	$ 10,805
Weighted average shares outstanding basic	19,820	19,734
Dilutive effect of stock awards	709	740
Weighted average shares outstanding diluted	20,529	20,474
Basic earnings per share	$ 0.57	$ 0.55
Diluted earnings per share	$ 0.55	$ 0.53

Reclassifications

Certain reclassifications have been made to prior-year amounts within the condensed consolidated statement of cash flows to conform to the current year s presentation.

Cash Equivalents

The Company considers all highly liquid investments purchased with maturities of approximately three months or less as of the acquisition date to be cash equivalents.

Fair Value of Financial Instruments

The Company s financial instruments consist primarily of cash, marketable securities, derivative instruments, accounts receivable, accounts payable and debt instruments. The carrying values of financial instruments, other than long-term debt instruments, are representative of their fair values due to their short-term maturities. The carrying values of the Company s long-term debt instruments are considered to approximate their fair values because the interest rates of these instruments are variable or comparable to current rates offered to the Company.

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Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Level 1 category includes assets and liabilities at the quoted prices in active markets for identical assets and liabilities. Level 2 category includes assets and liabilities from observable inputs other than quoted market prices. Level 3 category includes assets and liabilities whose valuation techniques are unobservable and significant to the fair value measurement. There were no assets or liabilities where Level 3 valuation techniques were used, and there were no assets and liabilities measured at fair value on a non-recurring basis.

The fair values of the Company s financial assets and liabilities as of June 30, 2015 and September 30, 2015 are categorized as follows (in thousands):

	Level 1	Level 2	June 30, 2015	Level 1	Level 2	September 30, 2015
Equity securities	291	2,150	2,441	182	2,150	2,332
Insurance company contracts		20,100	20,100		19,246	19,246
Derivative contracts		(41)	(41)		(21)	(21)
Total	$ 291	$ 22,209	$ 22,500	$ 182	$ 21,375	$ 21,557

Derivative Instruments and Hedging Activity

The Company s use of derivatives consists of an interest rate swap agreement. The interest rate swap agreement was entered into to improve the predictability of cash flows from interest payments related to variable, London Interbank Offered Rate (LIBOR)-based debt entered to finance acquisition of land and a building in the state of Washington. The interest rate swap is for the duration of this term loan which matures in October 2019. The interest rate swap is considered an effective cash flow hedge, and, as a result, the net gains or losses on such instrument were reported as a component of Other comprehensive income in the condensed consolidated financial statements and are reclassified as net income when the hedge transaction settles.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are charged while assets are used in service and are computed using the straight line method over the estimated useful lives of the assets taking into consideration any salvage value. Amortization of leasehold improvements is calculated on the straight line basis over the shorter of the useful life of the asset or the lease term. Leased capital assets are included in property and equipment. Amortization of property and equipment under capital leases is included with depreciation expense. In the event that property and equipment for turnkey screening operations are idle as a result of the early termination, non-renewal or reduction in scope of the related project, such assets are assessed for impairment on a periodic basis or if indicators of impairment exist. Certain fixed assets related to the Company s turnkey security screening program in Mexico are not currently in use. As of September 30, 2015 the approximate net value of these assets is $19.9 million and is included in property and equipment in the condensed consolidated balance sheet.

Revenue Recognition

The Company recognizes revenue from sales of products upon shipment when title and risk of loss passes, and when terms are fixed and collection is probable. Revenue from services includes after-market services, installation and implementation of products, and turnkey security screening services. The portion of revenue for the sale attributable to installation is deferred and recognized when the installation service is provided. In an instance where terms of sale include subjective customer acceptance criteria, revenue is deferred until the Company has achieved the acceptance criteria. Concurrent with the shipment of the product, the Company accrues estimated product return reserves and warranty expenses. Critical judgments made by management related to revenue recognition include the determination of whether or not customer acceptance criteria are perfunctory or inconsequential. The determination of whether or not customer acceptance terms are perfunctory or inconsequential impacts the amount and timing of revenue recognized. Critical judgments also include estimates of warranty reserves, which are established based on historical experience and knowledge of the product under warranty.

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Revenue from turnkey services agreements is included in revenue from services. In certain agreements, revenue is recognized based upon proportional performance, measured by the actual number of hours incurred divided by the total estimated number of hours for the project. The impact of changes in the estimated hours to service the agreement is reflected in the period during which the change becomes known. Deferred revenue for such agreements arises when payments from customers are received in advance of revenue recognition.

Revenues from out of warranty service maintenance contracts are recognized ratably over the term of such contract. For services not derived from specific maintenance contracts, revenues are recognized as the services are performed. Deferred revenue for such services arises from payments received from customers for services not yet performed. On occasion, the Company receives advances from customers that are amortized against future customer payments pursuant to the underlying agreements. Such advances are classified in the condensed consolidated balance sheets as either a current or long term liability dependent upon when the Company estimates the corresponding amortization to occur.

Business Combinations

During the normal course of business the Company makes acquisitions. In the event that an individual acquisition (or an aggregate of acquisitions) is material, appropriate disclosure of such acquisition activity is provided. There were no acquisitions during the three months ended September 30, 2015.

Recent Accounting Updates Not Yet Adopted

In May 2014, the Financial Accounting Standards Board issued an accounting standards update amending revenue recognition requirements for multiple deliverable revenue arrangements. This update provides guidance on how revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. This determination is made in five steps: (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The effective date was amended in August 2015 for annual reporting periods beginning after December 15, 2017 and for interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company has not yet selected a transition method and is currently evaluating the impact it may have on its financial condition and results of operations.

In July 2015, the Financial Accounting Standards Board issued an accounting standards update amending some of the guidance on subsequent measurement of inventory. This standard affects companies that are using first-in, first-out (FIFO) or average cost, or any other methods besides last-in, first out (LIFO) or the retail inventory method. The amendments in this update are effective for fiscal years beginning after December 15, 2016, including interim reporting periods within that reporting period. The amendments in this update should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company has not yet adopted nor selected a transition method and is currently evaluating the impact it may have on its financial condition and results of operations.

In September 2015, the Financial Accounting Standards Board issued an accounting standards update simplifying for measurement-period adjustments for acquisitions. This update provides guidance on how an acquirer recognizes adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This amendment requires the

adjustment to be made in the same period s financial statements the effects of the adjustments and to be presented separately on the face of the income statement or footnote disclosure. The effective date for public business entities is for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years.

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2. Balance Sheet Details

The following tables provide details of selected balance sheet accounts (in thousands):

	June 30, 2015	September 30, 2015
Accounts receivable	$ 184,419	$ 170,081
Less allowance for doubtful accounts	(5,900)	(5,326)
Total	$ 178,519	$ 164,755

	June 30, 2015	September 30, 2015
Raw materials	$ 131,373	$ 147,303
Work-in-process	45,386	40,051
Finished goods	53,662	73,103
Total	$ 230,421	$ 260,457

	Estimated Useful Lives	June 30, 2015	September 30, 2015
Land	N/A	$ 14,419	$ 14,488
Buildings, civil works and improvements	5 - 40 years	170,373	169,953
Leasehold improvements	1 - 20 years	9,991	9,142
Equipment and tooling	3 - 10 years	152,518	145,526
Furniture and fixtures	3 - 13 years	3,475	3,425
Computer equipment	1 - 5 years	17,147	18,103
Computer software	3 - 10 years	16,612	16,549
Construction in process	N/A	6,365	6,373
Total		390,900	383,559
Less accumulated depreciation and amortization		(165,197)	(175,934)
Property and equipment, net		$ 225,703	$ 207,625

Depreciation expense was $16.9 million and $13.0 million for the three months ended September 30, 2014 and 2015, respectively.

3. Goodwill and Intangible Assets

The changes in the carrying value of goodwill for the three month period ended September 30, 2015 are as follows (in thousands):

	Security	Healthcare	Optoelectronics and Manufacturing

	Division	Division	Division	Consolidated
Balance as of June 30, 2015	$ 29,730	$ 43,182	$ 25,255	$ 98,167
Foreign currency translation adjustment	9	(111)	(250)	(352)
Balance as of September 30, 2015	$ 29,739	$ 43,071	$ 25,005	$ 97,815

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Intangible assets consisted of the following (in thousands):

		June 30, 2015			September 30, 2015		
	Weighted Average Lives	Gross Carrying Value	Accumulated Amortization	Intangibles Net	Gross Carrying Value	Accumulated Amortization	Intangibles Net
Amortizable assets:							
Software development costs	8 years	$ 24,631	$ 7,500	$ 17,131	$ 19,670	$ 2,472	$ 17,198
Patents	17 years	7,206	994	6,212	7,466	1,056	6,410
Developed technology	11 years	13,397	4,528	8,869	13,636	4,854	8,782
Customer relationships/backlog	7 years	8,619	3,406	5,213	8,557	3,696	4,861
Total amortizable assets		53,853	16,428	37,425	49,329	12,078	37,251
Non-amortizable assets:							
Trademarks		12,988		12,988	12,964		12,964
Total intangible assets		$ 66,841	$ 16,428	$ 50,413	$ 62,293	$ 12,078	$ 50,215

Amortization expense related to intangible assets was $0.8 million and $1.1 million for the three months ended September 30, 2014 and 2015, respectively. At September 30, 2015, the estimated future amortization expense was as follows (in thousands):

2016 (remaining 9 months)	$ 4,302
2017	5,136
2018	5,170
2019	5,208
2020	3,907
2021	3,753
2022 and thereafter, including assets that have not yet begun to be amortized	9,775
Total	$ 37,251

Software development costs for software products incurred before establishing technological feasibility are charged to operations. Software development costs incurred after establishing technological feasibility are capitalized on a product by product basis until the product is available for general release to customers at which time amortization begins. Annual amortization, charged to cost of goods sold, is the amount computed using the ratio that current revenues for a product bear to the total current and anticipated future revenues for that product. In the event that future revenues are not estimable, such costs are amortized on a straight line basis over the remaining estimated economic life of the product. Amortizable assets that have not yet begun to be amortized are included in thereafter in the table above. For the three months ended September 30, 2014 and 2015, the Company capitalized software development costs in the amount of $0.6 million and $0.4 million, respectively.

4. Borrowings

The Company has a $450 million credit agreement maturing in May 2019. The credit agreement consists of a $450 million revolving credit facility, including a $375 million sub-limit for letters of credit. The Company has the ability to increase the facility by $200 million under certain circumstances. Borrowings under this facility bear interest at LIBOR plus a margin of 1.25% as of September 30, 2015. This margin is determined by the Company s consolidated leverage ratio and may range from 1.25% to 2.0%. Letters of credit reduce the amount available to borrow by their face value. As of September 30, 2015, the unused portion of the facility bears a commitment fee of 0.20%, but can range from

0.20% to 0.35% based on the Company s consolidated leverage ratio. The Company s borrowings under the credit agreement are guaranteed by the Company s U.S.-based subsidiaries and are secured by substantially all of the Company s and certain subsidiaries assets. The agreement contains various representations, warranties, affirmative, negative and financial covenants, and conditions of default customary for financing agreements of this type. As of September 30, 2015, there was $45.0 million outstanding under the revolving credit facility and $6.1 million outstanding under the letters-of-credit sub-facility.

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Several of the Company s foreign subsidiaries maintain bank lines-of-credit, denominated in local currencies and U.S. dollars, to meet short-term working capital requirements and for the issuance of letters-of-credit. As of September 30, 2015, $49.2 million was outstanding under these letter-of-credit facilities, while no debt was outstanding. As of September 30, 2015, the total amount available under these credit facilities was $8.3 million, with a total cash borrowing sub-limit of $1.5 million.

In September 2012, the Company entered into a term loan agreement for $11.1 million to fund the acquisition of land and a building in the state of Washington. The loan, which bears interest at LIBOR plus 1.25%, is payable on a monthly basis over seven years. Concurrent with entering into the floating rate loan, the Company entered into an interest rate swap agreement that effectively locks the interest rate of the loan to 2.2% per annum for the term of the loan.

Long-term debt consisted of the following (in thousands):

	June 30, 2015	September 30, 2015
Term loans	$ 8,935	$ 8,414
Other long-term debt	2,422	2,196
	11,357	10,610
Less current portion of long-term debt	2,801	2,776
Long-term portion of debt	$ 8,556	$ 7,834

5. Stockholders Equity

Stock-based Compensation

As of September 30, 2015, the Company maintained two share-based employee compensation plans (the OSI Plans): the 2012 Incentive Award Plan (2012 Plan) and the Amended and Restated 2006 Equity Participation Plan (2006 Plan). Upon stockholder approval of the 2012 Plan, the Company ceased to make grants under the 2006 Plan.

The Company recorded stock-based compensation expense in the condensed consolidated statements of operations as follows (in thousands):

	Three Months Ended September 30,	
	2014	2015
Cost of goods sold	$ 205	$ 292
Selling, general and administrative	5,763	4,108
Research and development	27	65
Stock based compensation expense	5,995	4,465
Less: Related income tax benefit	2,406	1,699
Stock based compensation expense, net	$ 3,589	$ 2,766

As of September 30, 2015, total unrecognized compensation cost related to share-based compensation grants were estimated at $1.3 million for stock options and $26.9 million for restricted stock and restricted stock units (RSUs) under the OSI Plans. The Company expects to recognize these costs over a weighted-average period of 1.9 years.

The following summarizes stock option activity during the three months ended September 30, 2015:

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	Number of Options	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at June 30, 2015	1,012,650	$ 27.30		
Granted	33,088	$ 74.48		
Exercised	(57,731)	$ 27.03		
Expired or forfeited	(3,087)	$ 63.48		
Outstanding at September 30, 2015	984,920	$ 28.79	4.7 years	$ 47,444
Exercisable at September 30, 2015	904,813	$ 25.39	4.3 years	$ 46,662

The following summarizes restricted stock and RSU award activity during the three months ended September 30, 2015:

	Shares	Weighted-Average Fair Value
Nonvested at June 30, 2015	659,906	$ 63.75
Granted	329,185	$ 73.15
Vested	(378,470)	$ 65.49
Forfeited	(41,707)	$ 67.62
Nonvested at September 30, 2015	568,914	$ 67.75

As of September 30, 2015, there were 2,778,349 shares available for grant under the 2012 Plan. Under the terms of that plan, restricted stock and RSUs granted from the pool of shares available for grant on or after December 12, 2012 reduce the pool by 1.87 shares for each award granted. Restricted stock and RSUs forfeited and returned to the pool of shares available for grant increase the pool by 1.87 shares for each award forfeited.

The Company granted 151,469 and 139,300 performance-based RSUs during the three months ended September 30, 2014 and 2015, respectively. These performance-based RSUs are contingent on the achievement of certain financial performance metrics. The payout can range from zero to 250% of the original number of shares or units awarded.

Share Repurchase Program

In March 1999, the Board of Directors authorized a stock repurchase program of up to 2 million shares. In both September 2004 and April 2013, the Board of Directors authorized an additional 1 million shares for repurchase pursuant to this program. As of September 30, 2015, there were 479,764 of available shares that may be repurchased under this program. In October 2015, the Board of Directors authorized an additional 500,000 shares for repurchase pursuant to this program. This program does not have an expiration date. Upon repurchase, the shares are restored to the status of authorized but unissued, and we record them as a reduction in the number of shares of common stock issued and outstanding in the consolidated financial statements.

6. Retirement Benefit Plans

The Company sponsors various retirement benefit plans including qualified and nonqualified defined benefit pension plans for its employees. The components of net periodic pension expense are as follows (in thousands):

	Three Months Ended September 30,	
	2014	2015
Service cost	$ 288	$ 204
Interest cost		9
Amortization of prior service cost	202	105
Net periodic pension expense	$ 490	$ 318

For the three months ended September 30, 2014, the Company made contributions of $1.0 million to these defined benefit plans; while no contributions were made during the three months ended September 30, 2015.

In addition, the Company maintains various defined contribution plans. For the three months ended September 30, 2014 and 2015, the Company made contributions of $1.2 and $1.1 million, respectively, to these defined contribution plans.

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7. Commitments and Contingencies

Contingent Acquisition Obligations

Under the terms and conditions of the purchase agreements associated with certain acquisitions, the Company may be obligated to make additional payments based on the achievement by the acquired operations of certain sales or profitability milestones. The maximum amount of such future payments under arrangements with contingent consideration caps is $27 million as of September 30, 2015. In addition, one of the purchase agreements the Company entered into requires royalty payments through 2022 based on the license of, or sales of products containing the technology of CXR Limited, a company acquired in 2004. For acquisitions that occurred prior to fiscal year 2010, the Company accounts for such contingent payments as an addition to the purchase price of the acquired business. Otherwise, the estimated fair value of these obligations is recorded as a liability at the time of the acquisition in the condensed consolidated balance sheets with subsequent revisions reflected in the condensed consolidated statements of operations. As of June 30, 2015 and September 30, 2015, $17.2 million and $12.7 million of contingent payment obligations, respectively, are included in other liabilities in the accompanying condensed consolidated balance sheets. During the three months ended September 30, 2015, approximately $0.8 million of contingent consideration was paid and the liability was reduced by $3.7 million due to revaluation.

Advances from Customers

The Company receives advances from customers associated with certain projects. In fiscal 2012, the Company entered into an agreement with the Mexican government to provide a turnkey security screening solution along the country s borders, and in its ports and airports. Associated with the agreement, the Company was provided an advance totaling $100 million that is scheduled to become fully amortized in fiscal 2017. As of September 30, 2015, $43.8 million of this advance remains outstanding.

Environmental Contingencies

The Company is subject to various environmental laws. The Company s practice is to conduct appropriate environmental investigations at its manufacturing facilities in North America, Asia Pacific, and Europe, and, to the extent practicable, on all new properties in order to identify, as of the date of such report, potential areas of environmental concern related to past and present activities or from nearby operations. In certain cases, the Company has conducted further environmental assessments consisting of soil and groundwater testing and other investigations deemed appropriate by independent environmental consultants.

During one investigation at the Company s Hawthorne, California facility, the Company discovered soil and groundwater contamination that it believes was the result of unspecified on- and off-site releases occurring prior to the Company s occupancy. Historical usage of this site includes semiconductor and electronics manufacturing, dating back to the mid-1960s, as well as possible aircraft and related manufacturing dating to the early 1940s. Similar operations, including chemical manufacturing and storage, were conducted at neighboring sites throughout that period and into the 1990s. It is not presently known when the releases occurred or by whom they were caused, though Company records, in conjunction with data obtained from soil and groundwater surveys, support the Company s assertion that these releases are historical in nature. Further, the

groundwater contamination is a known regional issue, not limited to the Company s premises or its immediate surroundings. The Company has filed all requisite reports with the appropriate environmental authorities and continues to cooperate with the local governing agency to develop a complete and accurate characterization of this site. Recent activities include the installation of groundwater monitoring wells, indoor air quality monitoring and additional soil and soil vapor studies. Results from these studies are being evaluated to determine the extent of the on-site releases as well as appropriate and cost-effective remedial action measures. Periodic groundwater monitoring is expected to continue until such time as the governing authority requests further action.

The Company has not accrued for loss contingencies relating to the Hawthorne facility or any other environmental matters because it believes that, although unfavorable outcomes may be possible, they are not considered by the Company s management to be probable and reasonably estimable. If one or more of environmental matters are resolved in a manner adverse to the Company, the impact on the Company s business, financial condition, results of operations, financial position and/or liquidity could be material.

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Indemnifications

In the normal course of business, the Company has agreed to indemnify certain parties with respect to certain matters. The Company has agreed to hold certain parties harmless against losses arising from a breach of representations, warranties or covenants, or out of intellectual property infringement or other claims made by third parties. These agreements may limit the time within which an indemnification claim can be made and the amount of the claim. In addition, the Company has entered into indemnification agreements with its directors and certain of its officers. It is not possible to determine the maximum potential amount under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. The Company has not recorded any liability for costs related to indemnification as of September 30, 2015.

Product Warranties

The Company offers its customers warranties on many of the products that it sells. These warranties typically provide for repairs and maintenance of the products if problems arise during a specified time period after original shipment. Concurrent with the sale of products, the Company records a provision for estimated warranty expenses with a corresponding increase in cost of goods sold. The Company periodically adjusts this provision based on historical experience and anticipated expenses. The Company charges actual expenses of repairs under warranty, including parts and labor, to this provision when incurred.

The following table presents changes in warranty provisions (in thousands):

	Three Months Ended September 30,	
	2014	2015
Balance at beginning of period	$ 11,923	$ 12,738
Additions and adjustments	847	3,607
Reductions for warranty repair costs	(870)	(3,033)
Balance at end of period	11,900	$ 13,312

Legal Proceedings

On December 12, 2013, a class action complaint was filed against the Company and certain of its officers in the United States District Court for the Central District of California (the Court) captioned *Roberti v. OSI Systems, Inc., et al.* (the Securities Class Action). The Amended Complaint in the Securities Class Action, filed on May 20, 2014, alleges that the Company and the individual defendants violated the Exchange Act by misrepresenting or failing to disclose facts concerning the status of the Security division s efforts to develop automated threat recognition software and the alleged use of unapproved parts in its baggage scanning systems in violation of its contract with the U.S. Transportation Security Administration (the TSA). The Amended Complaint also asserts that the individual defendants allegedly sold stock based on material non-public information. Following a mediation and further post-mediation settlement discussions, the parties to the litigation accepted settlement terms proposed by the mediator and entered into a stipulation and agreement of settlement (the Settlement), which was filed with the Court on August 21, 2015. The Settlement provides for the resolution of all of the pending claims in the Securities Class Action. The Company and the other defendants agreed to the Settlement Agreement to avoid further expense, inconvenience, and the distraction and inherent risks of burdensome and protracted litigation. Neither the Company nor the individual defendants conceded any wrongdoing or liability, and continue to believe that they have meritorious defenses to all claims alleged in the Securities Class Action. Pursuant to the Settlement, the defendants will

pay $15.0 million (the Settlement Amount) for a full and complete release of all claims that were or could have been asserted against the Company or the other defendants in the Securities Class Action. The Company expects that the Settlement Amount will be fully covered and funded by the Company s insurers pursuant to the applicable insurance policies. The Settlement received preliminary approval by the Court but remains subject to final approval by the Court and certain other conditions.

Three shareholder derivative complaints (the Derivative Actions) have also been filed purportedly on behalf of the Company against the members of the Company s Board of Directors (as individual defendants). *Hagan v. Chopra et al.* was filed in the Court on April 15, 2014, and was subsequently consolidated by the Court with *City of Irving Benefit Plan v. Chopra et al.*, which was filed on December 29, 2014. *Kocen v. Chopra et al.* was filed in the Delaware Court of

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Chancery on July 14, 2015. The Derivative Actions generally assert the same factual allegations as those at issue in the related Securities Class Action and purport to allege claims for breach of fiduciary duties and unjust enrichment against the individual defendants on behalf of the Company. Plaintiffs in the Derivative Actions seek unspecified damages, restitution, injunctive relief, attorneys and experts fees, costs, expenses, and other unspecified relief. While the Company believes that the Derivative Actions are without merit and intends to defend the litigation vigorously, the Company expects to incur costs associated with the defense of the actions. At this early stage of litigation, the ultimate outcomes of the Derivative Actions are uncertain and the Company cannot reasonably predict the timing or outcomes, or estimate their effect, if any, on its financial statements.

The Company is involved in various other claims and legal proceedings arising in the ordinary course of business. In the Company s opinion after consultation with legal counsel, the ultimate disposition of such proceedings is not likely to have a material adverse effect on its business, financial condition, results of operations or cash flows. The Company has not accrued for loss contingencies relating to such matters because it believes that, although unfavorable outcomes in the proceedings may be possible, they are not considered by management to be probable or reasonably estimable. If one or more of these matters are resolved in a manner adverse to the Company, the impact on the Company s business, financial condition, results of operations and/or liquidity could be material.

8. Income Taxes

The provision for income taxes is determined using an effective tax rate that is subject to fluctuations during the year as new information is obtained. The assumptions used to estimate the annual effective tax rate include factors such as the mix of pre-tax earnings in the various tax jurisdictions in which the Company operates, valuation allowances against deferred tax assets, increases or decreases in uncertain tax positions, utilization of research and development tax credits, changes in or the interpretation of tax laws in jurisdictions where the Company conducts business and certain tax elections. The Company recognizes deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of its assets and liabilities along with net operating loss and tax credit carryovers. The Company records a valuation allowance against its deferred tax assets to reduce the net carrying value to an amount that it believes is more likely than not to be realized. When the Company establishes or reduces the valuation allowance against its deferred tax assets, the provision for income taxes will increase or decrease, respectively, in the period such determination is made.

9. Segment Information

The Company has determined that it operates in three identifiable industry segments: (a) security and inspection systems (Security division), (b) medical monitoring and anesthesia systems (Healthcare division) and (c) optoelectronic devices and manufacturing (Optoelectronics and Manufacturing division). The Company also has a corporate segment (Corporate) that includes executive compensation and certain other general and administrative expenses, expenses related to stock issuances and legal, audit and other professional service fees not allocated to product segments. Both the Security and Healthcare divisions comprise primarily end-user businesses, while the Optoelectronics and Manufacturing division primarily supplies components and subsystems to original equipment manufacturers, including to the Security and Healthcare divisions. Sales between divisions are at transfer prices that approximate market values. All other accounting policies of the segments are the same as described in Note 1, Summary of Significant Accounting Policies of the Form 10-K for the fiscal year ended June 30, 2015.

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The following tables present the operations and identifiable assets by industry segment (in thousands):

	Three Months Ended September 30,	
	2014	2015
Revenues (1) by Segment:		
Security division	$ 113,439	$ 96,410
Healthcare division	47,834	51,465
Optoelectronics and Manufacturing division, including intersegment revenues	69,086	62,548
Intersegment revenues elimination	(11,962)	(10,373)
Total	$ 218,397	$ 200,050

	Three Months Ended September 30,	
	2014	2015
Operating income (loss) by Segment:		
Security division	$ 17,259	$ 12,635
Healthcare division	62	2,938
Optoelectronics and Manufacturing division	4,327	5,561
Corporate	(4,517)	(5,202)
Eliminations (2)	(467)	(235)
Total	$ 16,664	$ 15,697

	June 30, 2015	September 30, 2015
Assets (1) by Segment:		
Security division	$ 470,808	$ 515,088
Healthcare division	223,412	205,441
Optoelectronics and Manufacturing division	164,922	164,756
Corporate	125,174	133,716
Eliminations (2)	(4,642)	(4,177)
Total	$ 979,674	$ 1,014,824

(1) For each of the three months ended September 30, 2014 and 2015, one customer, Servicio de Administración Tributaria in Mexico, accounted for 15% of total net revenues. No customer accounted for greater than 10% of accounts receivable as of September 30, 2015.

(2) Eliminations within operating income primarily reflect the change in the elimination of intercompany profit in inventory not-yet-realized. Eliminations in assets reflect the amount of intercompany profits in inventory as of the balance sheet date. Such intercompany profit will be realized when inventory is shipped to the external customers of the Security and Healthcare divisions.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In this report, OSI , the Company , we , us , our and similar terms refer to OSI Systems, Inc. together with its wholly-owned subsidiaries.

This management s discussion and analysis of financial condition as of September 30, 2015 and results of operations for the three months ended September 30, 2015 should be read in conjunction with management s discussion and analysis of financial condition and results of operations included in our Annual Report on Form 10-K for the year ended June 30, 2015.

Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q that are not related to historical results, including, without limitation, statements regarding our business strategy, objectives and future financial position, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and involve risks and uncertainties. These forward-looking statements may be identified by the use of forward-looking terms such as anticipate, believe, expect, may, could, likely to, should, or will, or by discussions of strategy that involve predictions which are based upon a number of future conditions that ultimately may prove to be inaccurate. Statements in this Quarterly Report on Form 10-Q that are forward-looking are based on current expectations, and actual results may differ materially. These forward-looking statements should be considered in light of numerous risks and uncertainties described in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K and other documents previously filed or hereafter filed by us from time to time with the Securities and Exchange Commission. Such factors, of course, do not include all factors that might affect our business and financial condition. Although we believe that the assumptions upon which our forward-looking statements are based are reasonable, such assumptions could prove to be inaccurate and actual results could differ materially from those expressed in or implied by the forward-looking statements. For example, the Company could be exposed to a variety of negative consequences as a result of delays related to the award of domestic and international contracts; delays in customer programs; delays in revenue recognition related to the timing of customer acceptance; unanticipated impacts of sequestration and other provisions of the Budget Control Act of 2011 as modified by the Bipartisan Budget Act of 2013; changes in domestic and foreign government spending, budgetary, procurement and trade policies adverse to our businesses; unfavorable currency exchange rate fluctuations; market acceptance of our new and existing technologies, products and services; our ability to win new business and convert any orders received to sales within the fiscal year in accordance with our operating plan; enforcement actions in respect of any noncompliance with laws and regulations including export control and environmental regulations and the matters that are the subject of some or all of the Company s ongoing investigations and compliance reviews, contract and regulatory compliance matters, and actions, if brought, resulting in judgments, settlements, fines, injunctions, debarment and/or penalties as well as other risks and uncertainties, including but not limited to those detailed herein and from time to time in our Securities and Exchange Commission filings, which could have a material and adverse impact on our business, financial condition and results of operation. All forward-looking statements contained in this Quarterly Report on Form 10-Q are qualified in their entirety by this statement. We undertake no obligation other than as may be required under securities laws to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Executive Summary

We are a vertically integrated designer and manufacturer of specialized electronic systems and components for critical applications. We sell our products and provide related services in diversified markets, including homeland security, healthcare, defense and aerospace. We have three operating divisions: (a) Security, providing security and inspection systems, turnkey security screening solutions and related services; (b) Healthcare, providing patient monitoring, diagnostic cardiology, anesthesia delivery and ventilation systems and defibrillators, and related services; and (c) Optoelectronics and Manufacturing, providing specialized electronic components for our Security and Healthcare divisions, as well as to external original equipment manufacturer clients for applications in the defense, aerospace, medical and industrial markets, among others.

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Security Division. Through our Security division, we provide security screening products and services worldwide, as well as turnkey security screening solutions. These products and services are used to inspect baggage, parcels, cargo, people, vehicles and other objects for weapons, explosives, drugs, radioactive and nuclear materials and other contraband. Revenues from our Security division accounted for 52% and 48% of our total consolidated revenues for the three months ended September 30, 2014 and 2015, respectively.

As a result of the terrorist attacks of September 11, 2001, and subsequent attacks in other locations worldwide, security and inspection products have increasingly been used at a wide range of facilities other than airports, such as border crossings, railways, seaports, cruise line terminals, freight forwarding operations, sporting venues, government and military installations and nuclear facilities. We believe that our wide-ranging product portfolio together with our ability to provide turnkey screening solutions position us to competitively pursue security and inspection opportunities as they arise throughout the world.

Currently, the U.S. federal government is discussing various options to address sequestration and the U.S. federal government s overall fiscal challenges and we cannot predict the outcome of these efforts. While we believe that national security spending will continue to be a priority, U.S. government budget deficits and the national debt have created increasing pressure to examine and reduce spending across many federal agencies. We believe that the diversified product portfolio and international customer mix of our Security division position us well to withstand the impact of these uncertainties and even benefit from specific initiatives within various governments. However, depending on how future sequestration cuts are implemented and how the U.S. federal government manages its fiscal challenges, we believe that these federal actions could have a material, adverse effect on our business, financial condition and results of operations.

Healthcare Division. Through our Healthcare division, we design, manufacture, market and service patient monitoring, diagnostic cardiology, anesthesia delivery and ventilation systems and defibrillator products and related supplies and accessories worldwide for sale primarily to hospitals and medical centers. Our products monitor patients in critical, emergency and perioperative care areas of the hospital and provide such information, through wired and wireless networks, to physicians and nurses who may be at the patient s bedside, in another area of the hospital or even outside the hospital. Revenues from our Healthcare division accounted for 22% and 26% of our total consolidated revenues for the three months ended September 30, 2014 and 2015, respectively.

The healthcare markets in which we operate are highly competitive. We believe that our customers choose among competing products on the basis of product performance, functionality, value and service. In addition, there is continued uncertainty regarding the ongoing debates related to the U.S. budget, the debt ceiling and the Affordable Care Act, any of which may impact hospital spending, third party payor reimbursement and fees to be levied on certain medical device revenues, any of which could adversely affect our business and results of operations. In addition, hospital capital spending appears to have been impacted by strategic uncertainties surrounding the Affordable Care Act and economic pressures. We also believe that the economic slowdown has caused some hospitals and healthcare providers to delay purchases of our products and services. During this period of uncertainty, sales of our healthcare products may be negatively impacted. Although there are indications that a general economic recovery is underway, we cannot predict when the markets will fully recover or when the uncertainties related to the U.S. federal government will be resolved and, therefore, when this period of delayed and diminished purchasing will end. A prolonged delay could have a material adverse effect on our business, financial condition and results of operations.

Optoelectronics and Manufacturing Division. Through our Optoelectronics and Manufacturing division, we design, manufacture and market optoelectronic devices and provide electronics manufacturing services globally for use in a

broad range of applications, including aerospace and defense electronics, security and inspection systems, medical imaging and diagnostics, telecommunications, office automation, computer peripherals, industrial automation systems, automotive diagnostic systems, gaming systems and consumer products. We also provide our optoelectronic devices and electronics manufacturing services to original equipment manufacturers, as well as our own Security and Healthcare divisions. Revenues from external customers in our Optoelectronics and Manufacturing division accounted for approximately 26% of our total consolidated revenues for each of the three months ended September 30, 2014 and 2015, respectively.

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Results of Operations for the Three Months Ended September 30, 2014 (Q1 2015) Compared to Three Months Ended September 30, 2015 (Q1 2016) (amounts in millions)

Net Revenues

The table below and the discussion that follows are based upon the way in which we analyze our business. See Note 9 to the condensed consolidated financial statements for additional information about our business segments.

	Q1 2015	% of Net Sales	Q1 2016	% of Net Sales	$ Change	% Change
	(Dollars in millions)					
Security	$ 113.4	52%	$ 96.4	48%	$ (17.0)	(15)%
Healthcare	47.8	22%	51.5	26%	3.7	8%
Optoelectronics / Manufacturing	69.1	31%	62.5	31%	(6.6)	(10)%
Less: inter-division sales	(11.9)	(5)%	(10.3)	(5)%	1.6	(13)%
Total Net Revenues	$ 218.4		$ 200.1		$ (18.3)	(8)%

Revenues for the Security division for the three months ended September 30, 2015 decreased primarily as a result of a difficult prior-year comparable from the partial fulfillment of a significant Foreign Military Sale (FMS) contract to the U.S. Department of Defense and our role in providing security screening equipment to the Glasgow 2014 Commonwealth Games resulting in revenues of approximately $15 million and $9 million, respectively, in the prior-year period. This initial FMS order was substantially completed by the end of the fiscal year ended June 30, 2015. These challenges were partially offset by increased service revenues as we leveraged our broad install base for post-warranty service contracts.

Revenues for the Healthcare division for the three months ended September 30, 2015 increased primarily as a result of increased sales in the North America and Europe, Middle East and Africa regions, as well the impact of a full quarter of revenues from an acquisition of a European cardiology equipment business during the first quarter of the prior fiscal year. These increases were partially offset by a decrease in organic sales in our Latin America and Asia regions.

Revenues from external customers for the Optoelectronics and Manufacturing division for the three months ended September 30, 2015 decreased as a result of lower sales in both our contract manufacturing and commercial optoelectronics businesses. Our contract manufacturing business was challenged by a difficult prior-year comparable as exceptionally high prior-year sales were made to a single consumer products customer to whom we still sell.

Gross Profit

	Q1 2015	% of Net Sales	Q1 2016	% of Net Sales

	(Dollars in millions)				
Gross profit	$ 74.2	34.0%	$	68.0	34.0%

The decrease in gross profit during the three months ended September 30, 2015 was primarily due to decreased sales. The gross margin remained consistent between periods due to the increase in net revenues in the Healthcare division, which generally carries the highest gross margin of the three divisions, and the gross margin improvement in the Optoelectronics and Manufacturing division resulting from productivity improvements and product mix. These increases were offset by the impact of a reduced gross margin in the Security division.

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Operating Expenses

	Q1 2015	% of Net Sales	Q1 2016	% of Net Sales	$ Change	% Change
			(Dollars in millions)			
Selling, general and administrative	$ 44.2	20.3%	$ 40.4	20.2%	$ (3.8)	(8.6)%
Research and development	12.7	5.8%	11.9	5.9%	(0.8)	(6.3)%
Restructuring and other charges	0.7	0.3%		%	(0.7)	(100.0)%
Total operating expenses	$ 57.6	26.4%	$ 52.3	26.1%	$ (5.3)	(9.2)%

Selling, general and administrative. Selling, general and administrative (SG&A) expenses consist primarily of compensation paid to sales, marketing and administrative personnel, professional service fees and marketing expenses. The lower SG&A spending during the quarter ended September 30, 2015 as compared to the quarter ended September 30, 2014 is primarily attributable to reductions in employee compensation, contingent consideration and legal fees.

Research and development. Research and development (R&D) expenses include research related to new product development and product enhancement expenditures. As a percentage of sales, R&D spending increased as we are committed to aggressive product development to ensure that our product lines are continually refreshed and innovated.

Other Income and Expenses

Interest and other expense, net. For the three months ended September 30, 2015, interest and other expense, net amounted to $0.8 million as compared to $0.9 million in the comparable prior-year period. Interest expense associated with higher levels of borrowing under our revolving credit facility in the current fiscal year was offset by a significant reduction in outstanding letters of credit under the credit facility.

Income taxes. For the three months ended September 30, 2015, our income tax provision was $4.1 million, compared to $4.6 million for the comparable prior-year period. Our effective tax rate for the three months ended September 30, 2015 was 27.5%, compared to 28.8% in the comparable prior-year period. The effective tax rate for a particular period varies depending on a number of factors including (i) the mix of income earned in various tax jurisdictions, each of which applies a unique range of income tax rates and income tax credits, (ii) changes in previously established valuation allowances for deferred tax assets (changes are based upon our current analysis of the likelihood that these deferred tax assets will be realized), (iii) the level of non-deductible expenses, (iv) certain tax elections and (v) tax holidays granted to certain of our international subsidiaries.

Liquidity and Capital Resources

Our principal sources of liquidity are our cash and cash equivalents, cash generated from operations and our credit facility. Cash and cash equivalents totaled $80.9 million as of September 30, 2015, an increase of $33.3 million from $47.6 million as of June 30, 2015. During the three months ended September 30, 2015, we generated $24.8 million of cash flow from operations and we borrowed $45 million under our revolving credit facility. These proceeds were used in part for the following: (i) $2.5 million invested in capital expenditures and (iii) $34.5 million for the repurchase of our common stock, including net share settlement of equity awards. If we continue to net settle equity awards, we will use additional cash to pay our tax withholding obligations in connection with such settlements. We currently anticipate that our available funds, credit facilities and cash flow from operations will be sufficient to meet our operational cash needs for at least the next 12 months. In addition, without repatriating earnings from non-U.S. subsidiaries, we anticipate that cash generated from operations will be able to satisfy our obligations in the U.S., including our outstanding lines of credit, as accounting earnings in the U.S. are not necessarily indicative of cash flows since earnings are generally reduced by non-cash expenses including depreciation, amortization, and stock-based compensation.

We have a five-year revolving credit facility that allows us to borrow up to $450 million at LIBOR plus 1.25% depending upon our leverage ratio. As of September 30, 2015, there was $45.0 million outstanding under the revolving credit facility and $6.1 million outstanding under the letters-of-credit sub-facility.

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Cash Provided by Operating Activities. Cash flows from operating activities can fluctuate significantly from period to period, as net income, adjusted for non-cash items, and working capital fluctuations impact cash flows. During the three months ended September 30, 2015, we generated cash from operations of $24.8 million compared to $31.5 million in the prior-year period. Cash flow from operating activities during the first three months of fiscal 2016 primarily consisted of net income of $10.8 million, adjusted for certain non-cash items, including total depreciation and amortization of $14.1 million and stock-based compensation expense of $4.5 million, and was offset by the net impact of changes in operating assets and liabilities on cash of $4.3 million.

Cash Used in Investing Activities. Net cash used in investing activities was $4.2 million for the three months ended September 30, 2015 as compared to $15.1 million used for the three months ended September 30, 2014. During the three months ended September 30, 2015, we made $2.5 million in capital expenditures compared to $3.1 million during the prior-year period. During the three months ended September 30, 2015, we used cash of $0.8 million for acquisitions of businesses as compared to $10.9 million in the comparable prior-year period.

Cash Provided by (Used in) Financing Activities. Net cash provided by financing activities was $12.9 million for the three months ended September 30, 2015, compared to $19.0 million used in financing activities for the three months ended September 30, 2014. During the three months ended September 30, 2015, we borrowed $45 million from our revolving credit facility as compared to $6.0 million in the prior year. This increased borrowing was partly done in lieu of repatriating funds from foreign tax jurisdictions to enable the repurchase of $34.5 million of our common stock including net share settlement of equity awards during the quarter as compared to $24.9 million for the same period in the prior year.

Borrowings

Outstanding lines of credit and current and long-term debt totaled $55.6 million at September 30, 2015, an increase of $44.2 million from $11.4 million at June 30, 2015. See Note 4 to the condensed consolidated financial statements for further discussion.

Cash Held by Foreign Subsidiaries

Our cash, cash equivalents, and investments totaled $80.9 million at September 30, 2015. Of this amount, approximately 82% was held by our foreign subsidiaries and subject to repatriation tax considerations. These foreign funds were primarily within the tax jurisdictions of the United Kingdom, Malaysia and Mexico, and to a lesser extent in India, Singapore, China and Germany, amongst others. We intend to permanently reinvest a significant portion of our earnings from foreign operations, and we currently do not anticipate that we will need this cash in foreign countries to fund our U.S. operations. In the event that funds from foreign operations are needed to fund operations in the U.S. and if U.S. taxes have not been previously provided on the related earnings, we would provide for and pay additional U.S. taxes at the time we change our intention with regard to the reinvestment of those earnings.

Issuer Purchases of Equity Securities

The following table contains information about the shares acquired during the quarter ended September 30, 2015:

	Total number of shares (or units) purchased(1)(2)	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) that may yet be purchased under the plans or programs (3)
July 1, 2015 to July 31, 2015	696	$ 70.00		764,560
August 1, 2015 to August 31, 2015	29,942	$ 69.66	29,910	734,650
September 1, 2015 to September 30, 2015	428,344	$ 75.64	254,886	479,764
	458,982	$ 75.24	284,796	

(1) A total of 696 shares, 32 shares and 173,458 shares of common stock were tendered to satisfy minimum statutory tax withholding obligations related to the vesting of restricted shares for the months July, August and September 2015, respectively.

(2) For the three months ended September 30, 2015, a total of 284,796 shares of common stock were purchased under the stock repurchase program at an average price of $75.39 per share.

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(3) In March 1999, the Board of Directors authorized a stock repurchase program of up to 2 million shares. In both September 2004 and April 2013, the Board of Directors authorized an additional 1 million shares for repurchase pursuant to this program, and in October 2015 the Board of Directors authorized an additional 500,000 shares for repurchase pursuant to this program. This program does not have an expiration date. Upon repurchase, the shares are restored to the status of authorized but unissued, and we record them as a reduction in the number of shares of common stock issued and outstanding in the consolidated financial statements.

Dividend Policy

We have not paid cash dividends on our common stock in the past and have no plans to do so in the foreseeable future. Certain of our current bank credit facilities restrict the payment of cash dividends, and future borrowings may contain similar restrictions.

Contractual Obligations

We presented our contractual obligations in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015. See Note 7 to the condensed consolidated financial statements for further discussion regarding significant changes in those obligations during the first three months of fiscal 2016.

Off Balance Sheet Arrangements

As of September 30, 2015, we did not have any significant off balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions and select accounting policies that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Our critical accounting policies are detailed in our Annual Report on Form 10-K for the year ended June 30, 2015.

Please refer to Note 1 to our condensed consolidated financial statements for discussion concerning recent accounting updates not yet adopted.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For the three months ended September 30, 2015, no material changes occurred with respect to market risk as disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

Market Risk

We are exposed to certain market risks, which are inherent in our financial instruments and arise from transactions entered into in the normal course of business. We may enter into derivative financial instrument transactions in order to manage or reduce market risk in connection with specific foreign-currency-denominated transactions. We do not enter into derivative financial instrument transactions for speculative purposes.

We are subject to interest rate risk on our borrowings under our bank lines of credit. Consequently, our interest expense would fluctuate with changes in the general level of these interest rates if we were to borrow any amounts under the credit facility.

Foreign Currency

Our international operations are subject to certain opportunities and risks, including foreign currency fluctuations and governmental actions. We closely monitor our operations in each country and seek to adopt appropriate strategies that are responsive to changing economic and political environments, and to fluctuations in foreign currencies. We conduct business in more than 20 countries. Due to our global operations, weaknesses in the currencies of some of these countries are often offset by strengths in others. Foreign currency financial statements are translated into U.S. dollars at period-end rates, with the exception of revenues, costs and expenses, which are translated at average rates during the reporting period. We include gains and losses resulting from foreign currency transactions in income, while we exclude those resulting from translation of financial statements from income and include them as a component of accumulated other comprehensive income. Transaction gains and losses, which were included in our condensed consolidated statements of operations, amounted to gain of $0.5 million and loss of $0.5 million during the three months ended September 30, 2014 and September 30, 2015, respectively. Furthermore, a 10% appreciation of the U.S. dollar relative to each of the local currencies would have resulted in a net increase in our operating income of approximately $3.0 million in the first quarter of fiscal 2016. Conversely, a 10% depreciation of the U.S. dollar relative to each of the local currencies would have resulted in a net decrease in our operating income of approximately $3.0 million in the first quarter of fiscal 2016.

Use of Derivatives

On occasion we enter into derivative contracts to hedge the impact of fluctuations in foreign currencies and the volatility of variable interest rate borrowing. Our current use of derivatives consists of an interest rate swap agreement. As discussed in Note 1 to the condensed consolidated financial statements, we had an interest rate swap of $6.4 million outstanding as of September 30, 2015.

Importance of International Markets

International markets provide us with significant growth opportunities. However, as a result of our worldwide business operations, we are subject to various risks, including: international regulatory requirements and policy changes; difficulties in accounts receivable collection and the management of distributors; geopolitical and economic instability; currency exchange rate fluctuations; and tariff regulations. In response to these risks and others, we continue to perform ongoing credit evaluations of our customers financial condition and, if deemed necessary, we require advance payments for sales. Also, we monitor geopolitical, economic and currency conditions around the world to evaluate whether there may be any significant effect on our international sales in the future.

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Inflation

We do not believe that inflation had a material impact on our results of operations during the three months ended September 30, 2015.

Interest Rate Risk

We classify all highly liquid investments with maturities of three months or less as cash equivalents and record them on our balance sheet at fair value.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based upon an evaluation of the effectiveness of disclosure controls and procedures, our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures as defined under Exchange Act Rule 13a-15(e) and 15d-15(e) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission and is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the first quarter of fiscal 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

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PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Certain of the legal proceedings in which we are involved are discussed in Note 7, Commitments and Contingencies, to our Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q, and are hereby incorporated by reference.

ITEM 1A. RISK FACTORS

The discussion of our business and operations in this Quarterly Report on Form 10-Q should be read together with the risk factors contained in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015, filed with the Securities and Exchange Commission on August 24, 2015, which describe various risks and uncertainties to which we are or may become subject. There have been no material changes to the risk factors included in our Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

See Issuer Purchases of Equity Securities discussion under Item 2 - Management s Discussion and Analysis of Financial Condition and Results of Operations, which is hereby incorporated by reference.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

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ITEM 6. EXHIBITS

10.1	Amendment to Employment Agreement effective as of May 1, 2015 between Ajay Mehra and OSI Systems, Inc.
10.2	Employment Agreement effective as of January 1, 2012 between Nicholas Ong and Spacelabs Healthcare, Inc.
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.1	The following financial information from the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, as filed with the SEC on October 30, 2015, formatted in XBRL, as follows: (i) the condensed consolidated balance sheets (ii) the condensed consolidated statements of operations (iii) the condensed consolidated statements of comprehensive income (iv) the condensed consolidated statements of cash flows (v) the notes to the condensed consolidated financial statements, tagged in summary and detail

Denotes a management contract or compensatory plan or arrangement

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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, in the City of Hawthorne, State of California on the 30th day of October 2015.

OSI SYSTEMS, INC.

By:	/s/ Deepak Chopra Deepak Chopra President and Chief Executive Officer
By:	/s/ Alan Edrick Alan Edrick Executive Vice President and Chief Financial Officer