

AVID TECHNOLOGY, INC.
Form 10-Q
November 10, 2011

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2011

OR

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

For the transition period from _____ to _____

Commission File Number: 0-21174

Avid Technology, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-2977748
(I.R.S. Employer
Identification No.)

75 Network Drive
Burlington, Massachusetts 01803
(Address of Principal Executive Offices, Including Zip Code)

(978) 640-6789
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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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 definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-accelerated Filer
(Do not check if smaller reporting
company)

Accelerated Filer S
Smaller Reporting
Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares outstanding of the registrant’s Common Stock as of November 7, 2011 was 38,605,460.

AVID TECHNOLOGY, INC.

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2011

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This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Private Securities Litigation Reform Act of 1995. For this purpose, any statements contained in this quarterly report that relate to future results or events are forward-looking statements. Forward-looking statements may be identified by use of forward-looking words, such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “confidence,” “may,” “plan,” “should,” “will” and “would,” or similar expressions. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements. There are a number of factors that could cause actual events or results to differ materially from those expressed or implied by forward-looking statements, many of which are beyond our control, including the risk factors discussed in Part I - Item 1A under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2010, and as referenced in Part II - Item 1A of this

report. In addition, the forward-looking statements contained in this quarterly report represent our estimates only as of the date of this filing and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, whether to reflect actual results, changes in assumptions, changes in other factors affecting such forward-looking statements or otherwise.

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

AVID TECHNOLOGY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands except per share data, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net revenues:				
Products	\$ 131,875	\$ 134,231	\$ 398,400	\$ 397,044
Services	33,090	30,828	94,232	86,131
Total net revenues	164,965	165,059	492,632	483,175
Cost of revenues:				
Products	60,048	64,421	187,663	193,527
Services	16,497	14,194	46,196	41,373
Amortization of intangible assets	685	745	2,036	2,657
Total cost of revenues	77,230	79,360	235,895	237,557
Gross profit	87,735	85,699	256,737	245,618
Operating expenses:				
Research and development	28,960	28,929	89,386	89,348
Marketing and selling	45,411	43,199	136,273	129,419
General and administrative	13,240	19,698	43,458	48,179
Amortization of intangible assets	2,159	2,283	6,465	7,557
Restructuring and other costs, net	2,707	185	328	5,532
(Gain) loss on sales of assets	—	(1,527)	597	(1,527)
Total operating expenses	92,477	92,767	276,507	278,508
Operating loss	(4,742)	(7,068)	(19,770)	(32,890)
Interest income	10	82	78	222
Interest expense	(556)	(175)	(1,695)	(636)
Other income (expense), net	43	63	46	282
Loss before income taxes	(5,245)	(7,098)	(21,341)	(33,022)
Provision for income taxes, net	2,774	2,897	3,657	3,361
Net loss	\$ (8,019)	\$ (9,995)	\$ (24,998)	\$ (36,383)
Net loss per common share – basic and diluted	\$ (0.21)	\$ (0.26)	\$ (0.65)	\$ (0.96)
Weighted-average common shares outstanding – basic and diluted	38,511	38,045	38,386	37,826

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

AVID TECHNOLOGY, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, unaudited)

	September 30, 2011	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 33,652	\$ 42,782
Accounts receivable, net of allowances of \$13,277 and \$17,149 at September 30, 2011 and December 31, 2010, respectively	92,904	101,171
Inventories	126,029	108,357
Deferred tax assets, net	1,081	1,068
Prepaid expenses	6,598	7,688
Other current assets	15,065	16,130
Total current assets	275,329	277,196
Property and equipment, net	57,063	62,519
Intangible assets, net	21,327	29,750
Goodwill	246,658	246,997
Other assets	10,788	10,109
Total assets	\$ 611,165	\$ 626,571
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Borrowings under revolving credit facilities	\$ 13,000	\$ —
Accounts payable	35,090	47,340
Accrued compensation and benefits	28,551	41,101
Accrued expenses and other current liabilities	32,200	40,986
Income taxes payable	4,570	4,640
Deferred revenues	52,752	40,585
Total current liabilities	166,163	174,652
Long-term liabilities	30,060	25,309
Total liabilities	196,223	199,961
Contingencies (Note 11)		
Stockholders' equity:		
Common stock	423	423
Additional paid-in capital	1,015,770	1,005,198
Accumulated deficit	(524,717)	(495,254)
Treasury stock at cost, net of reissuances	(83,612)	(91,025)
Accumulated other comprehensive income	7,078	7,268
Total stockholders' equity	414,942	426,610
Total liabilities and stockholders' equity	\$ 611,165	\$ 626,571

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

AVID TECHNOLOGY, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (in thousands, unaudited)

	Nine Months Ended September 30,	
	2011	2010
Cash flows from operating activities:		
Net loss	\$ (24,998)	\$ (36,383)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	23,538	25,026
Provision for doubtful accounts	534	285
Non-cash provision for restructuring	258	291
Loss (gain) on sales of assets	597	(1,527)
Gain on disposal of fixed assets	(10)	(70)
Compensation expense from stock grants and options	11,767	10,614
Non-cash interest expense	228	—
Unrealized foreign currency transaction losses	3,988	253
Changes in deferred tax assets and liabilities, excluding initial effects of acquisitions	(4)	(1,393)
Changes in operating assets and liabilities, excluding initial effects of acquisitions:		
Accounts receivable	7,574	(7,202)
Inventories	(17,671)	(15,344)
Prepaid expenses and other current assets	778	7,032
Accounts payable	(12,262)	13,832
Accrued expenses, compensation and benefits, and other liabilities	(24,129)	(25,021)
Income taxes payable	(209)	2,290
Deferred revenues	16,464	6,763
Net cash used in operating activities	(13,557)	(20,554)
Cash flows from investing activities:		
Purchases of property and equipment	(8,862)	(25,926)
Increase in other long-term assets	(969)	(82)
Payments for business acquisitions, net of cash acquired	—	(27,008)
Purchases of marketable securities	—	(2,250)
Proceeds from sales of marketable securities	—	19,605
Proceeds from sales of assets	—	1,000
Net cash used in investing activities	(9,831)	(34,661)
Cash flows from financing activities:		
Proceeds from (payments related to) the issuance of common stock under employee stock plans, net	1,753	(61)
Proceeds from revolving credit facilities	21,000	—
Payments on revolving credit facilities	(8,000)	—
Net cash provided by (used in) financing activities	14,753	(61)
Effect of exchange rate changes on cash and cash equivalents	(495)	(1,880)
Net decrease in cash and cash equivalents	(9,130)	(57,156)
Cash and cash equivalents at beginning of period	42,782	91,517

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Cash and cash equivalents at end of period	\$ 33,652	\$ 34,361
Supplemental information:		
Cash paid for income taxes, net of refunds	\$ 2,922	\$ 2,761
Non-cash investing activities:		
Landlord allowance for leasehold improvements	\$ —	\$ 6,036
Issuance of common stock for business acquisition	\$ —	\$ 5,776

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

AVID TECHNOLOGY, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. FINANCIAL INFORMATION

The accompanying condensed consolidated financial statements include the accounts of Avid Technology, Inc. and its wholly owned subsidiaries (collectively, “Avid” or the “Company”). These financial statements are unaudited. However, in the opinion of management, the condensed consolidated financial statements reflect all normal and recurring adjustments necessary for their fair statement. Interim results are not necessarily indicative of results expected for any other interim period or a full year. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and footnotes necessary for a complete presentation of operations, financial position and cash flows of the Company in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying condensed consolidated balance sheet as of December 31, 2010 was derived from the Company’s audited consolidated financial statements, but does not include all disclosures required by U.S. GAAP. The Company filed audited consolidated financial statements for, and as of, the year ended December 31, 2010 in its 2010 Annual Report on Form 10-K, which included all information and footnotes necessary for such presentation. The financial statements contained in this Form 10-Q should be read in conjunction with the audited consolidated financial statements in the Form 10-K. Certain prior period amounts have been reclassified to conform to the current year presentation.

The Company’s 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 disclosures of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. The most significant estimates reflected in these financial statements include revenue recognition, stock-based compensation, accounts receivable and sales allowances, inventory valuation, goodwill and intangible asset valuations, fair value measurements and income tax asset valuation allowances. Actual results could differ from the Company’s estimates.

The Company evaluated subsequent events through the date of issuance of these financial statements and determined that the subsequent event related to the restructuring plan committed to on October 26, 2011 should be disclosed (see Note 14).

Recently Adopted Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (“FASB”), issued Accounting Standards Update (“ASU”) No. 2009-13, Multiple-Deliverable Revenue Arrangements, an amendment to Accounting Standards Codification (“ASC”) Topic 605, Revenue Recognition, and ASU No. 2009-14, Certain Revenue Arrangements That Include Software Elements, an amendment to ASC Subtopic 985-605, Software – Revenue Recognition (the “Updates”). ASU No. 2009-13 requires the allocation of revenue to each unit of accounting using the relative selling price of each deliverable for multiple-element arrangements. ASU No. 2009-13 also amends the accounting for multiple-element arrangements to provide guidance on how the deliverables in an arrangement should be separated and eliminates the use of the residual method by establishing a hierarchy of evidence to determine the stand-alone selling price of a deliverable based on vendor-specific objective evidence (“VSOE”), third-party evidence (“TPE”) and the best estimate of selling price (“ESP”). If VSOE is available, it is used to determine the selling price of a deliverable. If VSOE is not available, the entity must determine whether TPE is available. If so, TPE would be used to determine the selling price. If TPE is not available, then the entity would be required to determine an ESP. ASU No. 2009-14 amends ASC Subtopic 985-605 to exclude

from the scope of software revenue recognition requirements sales of tangible products that contain both software and non-software components that function together to deliver the essential functionality of the tangible products. The Updates also include new disclosure requirements on how the application of the relative selling price method affects the timing and amount of revenue recognition. The Updates must be adopted in the same period using the same transition method and are effective prospectively, with retrospective adoption permitted. The Company adopted the Updates prospectively on January 1, 2011 for new and materially modified arrangements originating after December 31, 2010.

Prior to adoption of the Updates, the Company generally recognized revenues using the revenue recognition criteria of FASB ASC Subtopic 985-605, Software – Revenue Recognition. As a result of adoption of ASU No. 2009-14 on January 1, 2011, the Company now typically recognizes revenue using the criteria of FASB ASC Topic 605, Revenue Recognition. Historically, the Company was generally able to establish VSOE for undelivered elements in multiple-element arrangements as allowed by ASC Subtopic 985-605 and, therefore, could typically recognize revenues for each element of multiple-element arrangements as the element was delivered. Under the new guidance, revenue may be recognized in an earlier period for a limited number of multiple-element arrangements for which VSOE could not be established for all undelivered elements under the previous guidance. For those arrangements, the Company will now determine a relative selling price for the undelivered elements through the use of TPE or ESP, and the recognition of certain revenues that would have been deferred under the previous guidance will typically be recognized at the time of delivery under the new guidance, provided all other criteria for revenue recognition are met. For the nine months ended September 30, 2011, adoption of the Updates resulted in an increase in total revenues of approximately \$5.5 million. For the three months ended September 30, 2011, adoption of the Updates resulted in a decrease in total revenues of approximately \$0.8 million. The Company cannot reasonably estimate the effect of the adoption of the Updates on future financial periods as the impact will vary depending on the nature and volume of new or materially modified arrangements in any given period.

Revenue Recognition Policy (as adopted January 1, 2011)

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collection is probable. However, determining whether and when some of these criteria have been satisfied often involves assumptions and judgments that can have a significant impact on the timing and amount of revenues the Company reports. For example, the Company often receives multiple purchase orders or contracts from a single customer or a group of related parties that are evaluated to determine if they are, in effect, parts of a single arrangement. If they are determined to be parts of a single arrangement, revenues are recorded as if a single multiple-element arrangement exists.

Generally, the products the Company sells do not require significant production, modification or customization of software. Installation of the products is generally routine, consists of implementation and configuration and does not have to be performed by Avid. However, certain transactions for the Company's video products, typically complex solution sales that include a significant number of products and may involve multiple customer sites, require the Company to perform an installation effort that it deems to be complex, non-routine and essential to the functionality of the products delivered. In these situations, the Company does not recognize revenues for either the products shipped or services performed until the essential services have been completed. In addition, if these orders include a customer acceptance provision, no revenues are recognized until the customer's formal acceptance of the products and services has been received.

In the first quarter of fiscal 2011, the Company adopted ASU No. 2009-13, Multiple-Deliverable Revenue Arrangements, an amendment to ASC Topic 605, Revenue Recognition, and ASU No. 2009-14, Certain Revenue Arrangements That Include Software Elements, an amendment to ASC Subtopic 985-605, Software – Revenue Recognition. ASU No. 2009-13 requires the allocation of revenue, based on the relative selling price of each deliverable, to each unit of accounting for multiple-element arrangements. It also changes the level of evidence of standalone selling price required to separate deliverables by allowing a best estimate of the standalone selling price of deliverables when more objective evidence of fair value, such as vendor-specific objective evidence or third-party evidence, is not available. ASU No. 2009-14 amends ASC Subtopic 985-605 to exclude sales of tangible products containing both software and non-software components that function together to deliver the tangible products essential functionality from the scope of revenue recognition requirements for software arrangements. The Company adopted this accounting guidance prospectively and applied its provisions to arrangements entered into or materially modified

after December 31, 2010.

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The Company recognizes revenue from the sale of non-software products, including software bundled with hardware that is essential to the functionality of the hardware, under the general revenue recognition accounting guidance of ASC Topic 605, Revenue Recognition and ASC Subtopic 605-25 Revenue Recognition – Multiple-Element Arrangements. The Company recognizes revenue in accordance with ASC Subtopic 985-605, Software – Revenue Recognition for the following types of sales transactions: (i) standalone sales of software products and related upgrades and (ii) sales of software elements that are bundled with non-software elements, when the software elements are not essential to the functionality of the non-software elements.

For 2011 and future periods, pursuant to the guidance of ASU No. 2009-13, when a sales arrangement contains multiple elements, such as non-software products, software products, customer support services, and/or professional services, the Company allocates revenue to each element based on the aforementioned selling price hierarchy. Revenue is allocated to the non-software deliverables as a group and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is then recognized using the guidance for recognizing software revenue, as amended.

The Company's process for determining its ESP for deliverables without VSOE or TPE involves management's judgment. The Company generally determines ESP based on the following.

- The Company utilizes a pricing model for its products to capture the right value given the product and market context. The model considers such factors as: (i) competitive reference prices for products that are similar but not functionally equivalent, (ii) differential value based on specific feature sets, (iii) geographic regions where the products are sold, (iv) customer price sensitivity, (v) price-cost-volume tradeoffs, and (vi) volume based pricing. Management approval ensures that all of the Company's selling prices are consistent and within an acceptable range for use with the relative selling price method.
- While the pricing model currently in use captures all critical variables, unforeseen changes due to external market forces may result in the revision of some of the Company's inputs. These modifications may result in consideration allocation in future periods that differs from the one presently in use. Absent a significant change in the pricing inputs, future changes in the pricing model are not expected to materially impact the Company's allocation of arrangement consideration.

From time to time, the Company offers certain customers free upgrades or specified future products or enhancements. For software products, if elements are undelivered at the time of product shipment and provided that the Company has VSOE of fair value for the undelivered elements, the Company defers the fair value of the specified upgrade, product or enhancement and recognizes those revenues only upon later delivery or at the time at which the remaining contractual terms relating to the elements have been satisfied. If the Company cannot establish VSOE for each undelivered element, all revenue is deferred until all elements are delivered, the Company establishes VSOE or the remaining contractual terms relating to the undelivered elements have been satisfied. For non-software products, if elements are undelivered at the time of product shipment, the Company defers the relative selling price of the specified upgrade, product or enhancement and recognizes those revenues only upon later delivery or at the time at which the remaining contractual terms relating to the elements have been satisfied.

Approximately 61% of the Company's revenues for the first nine months of 2011 were derived from indirect sales channels, including authorized resellers and distributors. Certain channel partners are offered limited rights of return, stock rotation and price protection. For these partners, the Company generally records a provision for estimated returns and other allowances as a reduction of revenues in the same period that related revenues are recorded in

accordance with ASC Subtopic 605-15, Revenue Recognition – Products. Management estimates must be made and used in connection with establishing and maintaining a sales allowance for expected returns and other credits. In making these estimates, the Company analyzes historical returns and credits and the amounts of products held by major resellers and considers the impact of new product introductions, changes in customer demand, current economic conditions and other known factors. While the Company believes it can make reliable estimates regarding these matters, these estimates are inherently subjective. The amount and timing of the Company's revenues for any period may be affected if actual product returns or other reseller credits prove to be materially different from the Company's estimates.

A portion of the Company's revenues from sales of consumer video-editing and audio products is derived from transactions with channel partners who have unlimited return rights and from whom payment is contingent upon the product being sold through to their customers. Accordingly, revenues for these channel partners are recognized when the products are sold through to the customer instead of being recognized at the time products are shipped to the channel partners.

At the time of a sales transaction, the Company makes an assessment of the collectability of the amount due from the customer. Revenues are recognized only if it is probable that collection will occur in a timely manner. In making this assessment, the Company considers customer credit-worthiness and historical payment experience. If it is determined from the outset of the arrangement that collection is not probable based on the Company's credit review process, revenues are recognized on a cash-collected basis to the extent that the other criteria of ASC Topic 605, ASC Subtopic 985-605 and Securities and Exchange Commission Staff Accounting Bulletin No. 104 are satisfied. At the outset of the arrangement, the Company assesses whether the fee associated with the order is fixed or determinable and free of contingencies or significant uncertainties. In assessing whether the fee is fixed or determinable, the Company considers the payment terms of the transaction, its collection experience in similar transactions without making concessions, and the Company's involvement, if any, in third-party financing transactions, among other factors. If the fee is not fixed or determinable, revenues are recognized only as payments become due from the customer, provided that all other revenue recognition criteria are met. If a significant portion of the fee is due after the Company's normal payment terms, which are generally 30 days, but can be up to 90 days, after the invoice date, the Company evaluates whether it has sufficient history of successfully collecting past transactions with similar terms. If that collection history is sufficient, revenues are recognized upon delivery of the products, assuming all other revenue recognition criteria are satisfied. If the Company were to change any of these assumptions and judgments, it could cause a material increase or decrease in the amount of revenue reported in a particular period.

Recent Accounting Pronouncements To Be Adopted

In September 2011, the FASB issued ASU No. 2011-08, Testing Goodwill for Impairment. This ASU allows an entity to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of such events or circumstances, an entity determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the entity will be required to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test will not be required. ASU No. 2011-08 is effective for fiscal years and interim periods beginning after December 15, 2011, which is January 1, 2012 for Avid, and must be adopted prospectively. Early adoption is permitted. The Company is still evaluating when it will adopt this ASU. Adoption is not expected to have an impact on the Company's consolidated financial position, results of operations or cash flows.

In June 2011, the FASB issued ASU No. 2011-05, Presentation of Comprehensive Income. This ASU eliminates the current option to report other comprehensive income and its components in the statement of changes in equity and requires an entity to present components of net income and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate consecutive statements. ASU No. 2011-05 is effective for fiscal years and interim periods beginning after December 15, 2011, which is January 1, 2012 for Avid, and must be applied retrospectively. Early adoption is permitted. The Company expects to adopt this ASU on January 1, 2012. While this ASU changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income under current accounting guidance; therefore, adoption will not have an impact on the Company's consolidated financial position, results of operations or cash flows.

In May 2011, the FASB issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS. This ASU amends current U.S. GAAP fair value measurement and disclosure guidance to be consistent with International Financial Reporting Standards, including increased transparency around valuation inputs and the categorization by level of the fair value hierarchy for items that are not measured at fair value in the statement of financial position, but for which the fair value of such items is required to be disclosed. ASU No. 2011-04 is effective for fiscal years and interim periods beginning after December 15, 2011, which is January 1, 2012 for Avid, and must be applied prospectively. The Company will adopt this ASU on January 1, 2012, as early application is not permitted. Adoption is not expected to have an impact on the Company's consolidated financial position, results of operations or cash flows.

2. NET LOSS PER COMMON SHARE

Net loss per common share is presented for both basic loss per share (“Basic EPS”) and diluted loss per share (“Diluted EPS”). Basic EPS is based on the weighted-average number of common shares outstanding during the period, excluding non-vested restricted stock held by employees. Diluted EPS is based on the weighted-average number of common shares and potential common shares outstanding during the period.

The following table sets forth (in thousands) potential common shares, on a weighted-average basis, that were considered anti-dilutive securities and excluded from the Diluted EPS calculations either because the sum of the exercise price per share and the unrecognized compensation cost per share was greater than the average market price of the Company’s common stock for the relevant period, or because they were considered contingently issuable. The contingently issuable potential common shares result from certain stock options and restricted stock units granted to the Company’s executive officers that vest based on performance and market conditions.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Options	5,653	5,321	4,692	4,994
Non-vested restricted stock and restricted stock units	691	439	471	365
Anti-dilutive potential common shares	6,344	5,760	5,163	5,359

During periods of net loss, certain potential common shares that would otherwise be included in the Diluted EPS calculation are excluded because the effect would be anti-dilutive. The following table sets forth (in thousands) common stock equivalents that were excluded from the calculation of Diluted EPS due to the net loss for the relevant period.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Options	6	4	68	9
Non-vested restricted stock and restricted stock units	13	16	89	32
Anti-dilutive common stock equivalents	19	20	157	41

3. FOREIGN CURRENCY FORWARD CONTRACTS

The Company has significant international operations and, therefore, the Company’s revenues, earnings, cash flows and financial position are exposed to foreign currency risk from foreign-currency-denominated receivables, payables and sales transactions, as well as net investments in foreign operations. The Company derives more than half of its revenues from customers outside the United States. This business is, for the most part, transacted through international subsidiaries and generally in the currency of the end-user customers. Therefore, the Company is exposed to the risks that changes in foreign currency could adversely affect its revenues, net income and cash flow. The Company may use derivatives in the form of foreign currency forward contracts to manage certain short-term exposures to fluctuations in

the foreign currency exchange rates that exist as part of its ongoing international business operations. The Company does not enter into any derivative instruments for trading or speculative purposes.

As required by FASB ASC Topic 815, Derivatives and Hedging, the Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting, and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as hedges of the exposure to changes in the fair value of an asset, liability or firm commitment attributable to a particular risk are considered fair value hedges. Derivatives designated and qualifying as hedges of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. Under hedge accounting, the determination of hedge effectiveness is dependent upon whether the gain or loss on the hedging derivative is highly effective in offsetting the gain or loss in the value of the item being hedged. The Company may enter into derivative contracts that are intended to economically hedge certain of its risks, even though the Company elects not to apply hedge accounting under ASC Topic 815.

The Company from time to time may execute foreign currency forward contracts to hedge the foreign exchange currency risk associated with certain forecasted euro-denominated sales transactions. These contracts are designated and intended to qualify as cash flow hedges under the criteria of ASC Topic 815. The effective portion of the changes in the fair value of derivatives designated and qualifying as cash flow hedges are initially reported as a component of accumulated other comprehensive income (loss) in stockholders' equity and subsequently reclassified into revenues at the time the hedged transactions affect earnings. Any ineffective portion of the change in fair value is recognized directly into earnings. During the three months ended September 30, 2010, the Company executed forward contracts to hedge the foreign exchange currency risk associated with its forecasted euro-denominated sales transactions for the first time. No such foreign currency forward contracts were executed during the three- or nine-month periods ended September 30, 2011, and no such contracts existed at either September 30, 2011 or December 31, 2010.

The following tables set forth the effect of the Company's foreign currency forward contracts designated as hedging instruments on the Company's statements of operations or stockholders' equity during the three- and nine-month periods ended September 30, 2010 (in thousands):

	Amount of Loss Recognized in Accumulated Other Comprehensive Income (Loss) on Derivatives (Effective Portion) Three and Nine Months Ended September 30, 2010
Derivatives Designated as Hedging Instruments under ASC Topic 815	2010
Foreign currency forward contracts	(\$2,314)
	Amount of Loss Reclassified from Accumulated Other Comprehensive Income (Loss) into Revenues (Effective Portion) Three and Nine Months Ended September 30, 2010
Derivatives Designated as Hedging Instruments under ASC Topic 815	2010
Foreign currency forward contracts	(\$35)

In an effort to hedge against the foreign exchange exposure of certain forecasted receivables, payables and cash balances of foreign subsidiaries, the Company enters into short-term foreign currency forward contracts. The changes

in fair value of the foreign currency forward contracts intended to offset foreign currency exchange risk on forecasted cash flows and net monetary assets are recorded as gains or losses in the Company's statement of operations in the period of change, because they do not meet the criteria of ASC Topic 815 to be treated as hedges for accounting purposes. There are two objectives of the Company's foreign currency forward contract program: (1) to offset any foreign exchange currency risk associated with cash receipts expected to be received from the Company's customers and cash payments expected to be made to the Company's vendors over the next 30-day period and (2) to offset the impact of foreign currency exchange on the Company's net monetary assets denominated in currencies other than the functional currency of the legal entity. These forward contracts typically mature within 30 days of execution.

At September 30, 2011 and December 31, 2010, the Company had foreign currency forward contracts outstanding with notional values of \$58.5 million and \$47.4 million, respectively, as hedges against forecasted foreign-currency-denominated receivables, payables and cash balances. The following table sets forth the balance sheet locations and fair values of the Company's foreign currency forward contracts at September 30, 2011 and December 31, 2010 (in thousands):

Derivatives Not Designated as Hedging Instruments under ASC Topic 815		Balance Sheet Location	Fair Value at September 30, 2011	Fair Value at December 31, 2010
Financial assets:				
Foreign currency forward contracts		Other current assets	—	\$389
Financial liabilities:				
Foreign currency forward contracts		Accrued expenses and other current liabilities	\$3,480	\$1

The following table sets forth the net foreign exchange gains and losses recorded within marketing and selling expenses in the Company's statements of operations during the three- and nine-month periods ended September 30, 2011 and 2010 that resulted from the Company's foreign exchange contracts not designated as hedging instruments and the revaluation of the related hedged items (in thousands):

Derivatives Not Designated as Hedging Instruments under ASC Topic 815	Net Gain (Loss) Recorded in Marketing and Selling Expenses			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Foreign currency forward contracts	\$459	(\$336)	\$999	(\$55)

See Note 4 for additional information on the fair value measurements for all financial assets and liabilities, including derivative assets and derivative liabilities, that are measured at fair value on a recurring basis.

4. FAIR VALUE MEASUREMENTS

Assets and Liabilities Measured at Fair Value on a Recurring Basis

On a recurring basis, the Company measures certain financial assets and liabilities at fair value, including cash equivalents and foreign currency forward contracts. At September 30, 2011, all of the Company's financial assets and liabilities were classified as either Level 1 or Level 2 in the fair value hierarchy as defined by FASB ASC Topic 820, Fair Value Measurements and Disclosure. Assets and liabilities valued using quoted market prices in active markets and classified as Level 1 are certain deferred compensation investments and related obligations. Assets and liabilities valued based on other observable inputs and classified as Level 2 are foreign currency forward contracts and certain deferred compensation obligations.

The following tables summarize the Company's fair value hierarchy for financial assets and liabilities measured at fair value on a recurring basis at September 30, 2011 and December 31, 2010 (in thousands):

	Fair Value Measurements at Reporting Date Using			
	Quoted Prices		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	September 30, 2011	in Active Markets for Identical Assets (Level 1)		
Financial Assets:				
Deferred compensation assets	\$ 953	\$ 953	\$ —	\$ —
Financial Liabilities:				
Deferred compensation obligations	\$ 3,698	\$ 953	\$ 2,745	\$ —
Foreign currency forward contracts	3,480	—	3,480	—

	Fair Value Measurements at Reporting Date Using			
	December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:				
Benefit plan and deferred compensation assets	\$ 1,366	\$ 998	\$ 368	\$ —
Foreign currency forward contracts	389	—	389	—
Financial Liabilities:				
Benefit plan and deferred compensation obligations	\$ 4,226	\$ 998	\$ 3,228	\$ —
Foreign currency forward contracts	1	—	1	—

The fair values of level 1 benefit plan and deferred compensation assets and the corresponding obligations are determined using a market approach and are based on quoted market prices of the underlying securities. The fair values of level 2 benefit plan and deferred compensation assets are determined using an income approach based on observable inputs including the prices for recently traded financial instruments with similar underlying terms as well as directly or indirectly observable inputs, such as interest rates and yield curves that are observable at commonly quoted intervals. The fair values of level 2 benefit plan and deferred compensation liabilities are derived using valuation models, such as the projected unit credit method, with significant inputs derived from or corroborated by observable market data, such as mortality and disability rates from published sources, for example the RT 2005 G mortality tables, and discount rates that are observable at commonly quoted intervals.

The fair values of foreign currency forward contracts are classified as level 2 in the fair value hierarchy and are measured at fair value on a recurring basis using an income approach based on observable inputs. The primary inputs used to fair value foreign currency forward contracts are published foreign currency exchange rates as of the date of valuation. See Note 3 for further information on the Company's foreign currency forward contracts.

The carrying amounts of our other financial assets and liabilities including accounts receivable, borrowings under revolving credit facilities, accounts payable and accrued liabilities approximate their respective fair values because of the relatively short period of time between their origination and their expected realization.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The following tables summarize the Company's fair value hierarchy for assets and liabilities measured at fair value on a nonrecurring basis during the nine-month period ended September 30, 2011 and the twelve-month period ended December 31, 2010 (in thousands):

Nine Months Ended September 30, 2011	Fair Value Measurements Using				Total Related Expenses
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		

Liabilities:

Facilities-related restructuring accruals	\$	3,570	\$	—	\$	3,570	\$	—	\$	3,570
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		Twelve Months Ended December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Fair Value Measurements Using Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Related Expenses
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Liabilities:

Facilities-related restructuring accruals	\$	4,718	\$	—	\$	4,718	\$	—	\$	4,718
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During the nine-month period ended September 30, 2011 and the twelve-month period ended December 31, 2010, the Company recorded restructuring accruals associated with exiting all or portions of certain leased facilities and for revised estimates related to previously exited facilities. The Company estimates the fair value of such liabilities using an income approach based on observable inputs, including the remaining payments required under the existing lease agreements, utilities costs based on recent invoice amounts, and potential sublease receipts based on quoted market prices for similar sublease arrangements. The liabilities are discounted to net present value based on the Company's current borrowing rate. See Note 14 for further information on the Company's restructuring activities.

5. ACCOUNTS RECEIVABLE

Accounts receivable, net of allowances, consisted of the following at September 30, 2011 and December 31, 2010 (in thousands):

	September 30, 2011	December 31, 2010
Accounts receivable	\$ 106,181	\$ 118,320
Less:		
Allowance for doubtful accounts	(1,375)	(3,051)
Allowance for sales returns and rebates	(11,902)	(14,098)
	\$ 92,904	\$ 101,171

The accounts receivable balances at September 30, 2011 and December 31, 2010 excluded approximately \$10.7 million and \$16.1 million, respectively, for large solution sales and certain distributor sales that were invoiced, but for which revenues had not yet been recognized and payments were not then due.

6. INVENTORIES

Inventories consisted of the following at September 30, 2011 and December 31, 2010 (in thousands):

	September 30, 2011	December 31, 2010
Raw materials	\$ 12,243	\$ 12,147
Work in process	236	411
Finished goods	113,550	95,799
	\$ 126,029	\$ 108,357

At September 30, 2011 and December 31, 2010, the finished goods inventory included inventory at customer locations of \$12.4 million and \$12.5 million, respectively, associated with products shipped to customers for which revenues had not yet been recognized.

7. PROPERTY AND EQUIPMENT, NET

Property and equipment, net, consisted of the following at September 30, 2011 and December 31, 2010 (in thousands):

September 30,	December 31,
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	2011	2010
Computer and video equipment and software	\$ 132,043	\$ 125,690
Manufacturing tooling and testbeds	6,175	6,234
Office equipment	4,773	4,785
Furniture and fixtures	12,819	12,745
Leasehold improvements	35,698	37,002
	191,508	186,456
Accumulated depreciation and amortization	(134,445)	(123,937)
	\$ 57,063	\$ 62,519

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During the nine months ended September 30, 2011, the Company determined it was appropriate to revise the way it classifies certain fixed assets. As a result, approximately \$2.6 million of fixed assets previously reported as leasehold improvements at December 31, 2010 have been included in office equipment for the current presentation.

8. ACQUISITIONS

Euphonix, Inc.

On April 21, 2010, the Company acquired Euphonix, Inc. (“Euphonix”), a California-based provider of large-format digital audio consoles, media controllers and peripherals, for cash, net of cash acquired, of \$10.9 million and 327,439 shares of the Company’s common stock valued at \$5.8 million. During the three months ended March 31, 2011, the Company completed its evaluation of the information necessary to determine the fair value of the acquired assets and liabilities of Euphonix and finalized the purchase price allocation as follows (in thousands):

Tangible assets acquired, net	\$ 2,008
Identifiable intangible assets:	
Developed technology	2,200
Customer relationships	1,700
Trademarks and trade name	700
Non-compete agreement	200
Goodwill	10,349
Deferred tax liabilities, net	(460)
Total assets acquired	\$ 16,697

The Company used the income approach to determine the values of the identifiable intangible assets. The income approach presumes that the value of an asset can be estimated by the net economic benefit to be received over the life of the asset discounted to present value. The weighted-average discount rate (or rate of return) used to determine the value of Euphonix’s intangible assets was 23% and the effective tax rate used was 35%.

The goodwill, which is not deductible for tax purposes, reflects the value of the assembled workforce and the company-specific synergies the Company expects to realize by selling Euphonix’s digital audio consoles, media controllers and peripherals to its existing customers.

The results of operations of Euphonix have been included prospectively in the results of operations of the Company since the date of acquisition. The Company’s results of operations giving effect to the Euphonix acquisition as if it had occurred at the beginning of 2010 would not differ materially from reported results.

Blue Order Solutions AG

On January 5, 2010, the Company acquired all the outstanding shares of Blue Order Solutions AG (“Blue Order”), a Germany-based developer and provider of workflow and media asset management solutions, for cash, net of cash acquired, of \$16.1 million. During the three months ended March 31, 2011, the Company completed its evaluation of the information necessary to determine the fair value of the acquired assets and liabilities of Blue Order and finalized the purchase price allocation as follows (in thousands):

Tangible liabilities assumed, net	\$ (2,375)
Identifiable intangible assets:	

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Core technology	4,597
Customer relationships	3,160
Non-compete agreements	1,293
Trademarks and trade name	287
Goodwill	9,711
Deferred tax liabilities, net	(586)
Total assets acquired	\$ 16,087

The Company used the cost approach to value the core technology intangible asset and the income approach to determine the values of the customer relationships, non-compete agreements and trademarks and trade names intangible assets. The cost approach measures the value of an asset by quantifying the aggregate expenditures that would be required to replace the asset. The income approach presumes that the value of an asset can be estimated by the net economic benefit to be received over the life of the asset discounted to present value. The weighted-average discount rate (or rate of return) used to determine the value of Blue Order's intangible assets was 20% and the effective tax rate used was 30%.

The goodwill, which is not deductible for tax purposes, reflects the value of the assembled workforce and the customer-specific synergies the Company expects to realize by incorporating Blue Order's workflow and media asset management technology into future solutions offered to customers.

The results of operations of Blue Order have been included prospectively in the results of operations of the Company since the date of acquisition. The Company's results of operations giving effect to the Blue Order acquisition as if it had occurred at the beginning of 2010 would not differ materially from reported results.

9. GOODWILL AND INTANGIBLE ASSETS

Goodwill

Goodwill resulting from the Company's acquisitions consisted of the following at September 30, 2011 and December 31, 2010 (in thousands):

	September 30, 2011	December 31, 2010
Goodwill	\$ 418,558	\$ 418,897
Accumulated impairment losses	(171,900)	(171,900)
	\$ 246,658	\$ 246,997

Changes in the carrying amount of the Company's goodwill during the nine months ended September 30, 2011 consisted of the following (in thousands):

	Total
Goodwill balance at December 31, 2010	\$ 246,997
Blue Order acquisition purchase accounting allocation adjustments	(105)
Euphonix acquisition purchase accounting allocation adjustments	(176)
Foreign exchange and other adjustments	(58)
Goodwill balance at September 30, 2011	\$ 246,658

The Company performs its annual goodwill impairment analysis in the fourth quarter of each year. In accordance with ASC Subtopic 350-20, Intangibles – Goodwill and Others – Goodwill, a two-step process is used to test for goodwill impairment. The first step determines if there is an indication of impairment by comparing the estimated fair value of the Company's single reporting unit to its carrying value including existing goodwill. Upon an indication of impairment from the first step, a second step is performed to determine if goodwill impairment exists.

To estimate the fair value of its single reporting unit for step one, the Company utilizes a combination of market and income approaches. Since the Company has one reporting unit, it believes that the direct market capitalization approach, which considers the Company's market capitalization including an implied control premium, is the most relevant measure and is weighted most heavily. The Company also uses other market approaches including the guideline public company market approach, under which the Company identifies similar public companies and derives estimated market multiples of revenue and earnings before interest, taxes, depreciation, and amortization ("EBITDA") and applies those multiples to the Company's historical and forecasted results to estimate the fair value of its single reporting unit, and the guideline transaction market approach, under which the Company identifies recent sale transactions involving similar companies and derives estimated transaction multiples of revenue and EBITDA and applies those multiples to the Company's historical and forecasted results to estimate the fair value of its single reporting unit. The income approaches, specifically discounted cash flow methodologies, include assumptions for, among others, forecasted revenues, gross profit margins, operating profit margins, working capital cash flows, capital expenditures, growth rates, income tax rates, expected tax benefits, terminal values and long term discount rates, all of which require significant judgments by management.

Goodwill is also tested for impairment when events and circumstances occur that indicate that the recorded goodwill may be impaired. At September 30, 2011, as a result of a decline in the Company's stock price since its fourth quarter 2010 goodwill impairment testing, lower than expected year-to-date 2011 revenues and operating results, and a reduction in forecasted 2011 results, the Company performed an interim step one goodwill impairment test. The interim step one test at September 30, 2011 indicated that the estimated fair value of the Company's single reporting unit (approximately \$530 million) exceeded its carrying value of \$414.9 million by approximately 28%. Therefore, no goodwill impairment existed at September 30, 2011, and the Company was not required to perform step two. In connection with its interim goodwill step one impairment test at September 30, 2011, the Company has weighted the direct market capitalization approach at 67%, the income approaches at 11%, the guideline public company market approaches at 11%, and the guideline transaction market approaches at 11%. The estimated fair value under the direct market capitalization approach was calculated by applying control premiums of approximately 45% to the Company's market capitalization. The Company's market capitalization was calculated using the average stock price of the Company's common stock for the 20 trading days prior to September 30, 2011 (\$8.73 per share). If the Company used the closing stock price of its common stock on September 30, 2011 (\$7.74 per share) in the direct market capitalization described above and applied similar weightings described above, the estimated fair value of the Company's single reporting would have exceeded its carrying value by approximately 20%.

At September 30, 2011, the Company's market capitalization based on the closing stock price of \$7.74 per share at that date was approximately \$298.6 million compared to the carrying value of the Company's single reporting unit of \$414.9 million. This implies a control premium of approximately 39%. Subsequent to September 30, 2011, the volatility of the price of our stock has continued. On November 8, 2011, the closing price of the Company's common stock was \$7.15 per share.

The Company will perform its annual goodwill impairment test during the fourth quarter of 2011. Given the recent decline and continued volatility in the price of the Company's common stock, it is possible that the Company will fail the step one goodwill impairment test and will be required to perform step two of the goodwill impairment test. Step two would require the Company to perform a hypothetical purchase price allocation for its single reporting unit, allocating the reporting unit's estimated fair value to its assets and liabilities, and to determine the implied fair value of goodwill. If the implied fair value of goodwill is less than the carrying amount of goodwill, an impairment loss would be recognized for the difference. While the Company cannot make a determination at this time, it is possible that a goodwill impairment loss will be recorded in the fourth quarter of 2011.

In connection with the Company's interim goodwill impairment test at September 30, 2011, the Company performed an impairment analysis of its long-lived assets, including its intangible assets, in accordance with ASC Section

360-10-35, Property, Plant and Equipment – Overall – Subsequent Measurement. This analysis included grouping the intangible assets with other operating assets and liabilities that would not otherwise be subject to impairment testing because the grouped assets and liabilities represent the lowest level for which cash flows are largely independent of the cash flows of other groups of assets and liabilities within the Company. The analysis determined that the undiscounted cash flows of the long-lived assets were significantly greater than their carrying value, indicating no impairment existed.

Acquisition- Related Identifiable Intangible Assets

Identifiable intangible assets resulting from the Company's acquisitions consisted of the following at September 30, 2011 and December 31, 2010 (in thousands):

	September 30, 2011			December 31, 2010		
	Gross	Accumulated Amortization	Net(a)	Gross	Accumulated Amortization	Net
Completed technologies and patents	\$ 74,703	\$ (69,934)	\$ 4,769	\$ 74,820	\$ (68,026)	\$ 6,794
Customer relationships	68,313	(52,655)	15,658	68,330	(47,344)	20,986
Trade names	14,770	(14,429)	341	14,772	(13,737)	1,035
License agreements	560	(560)	—	560	(560)	—
Non-compete agreements (b)	1,409	(850)	559	1,576	(641)	935
	\$ 159,755	\$ (138,428)	\$ 21,327	\$ 160,058	\$ (130,308)	\$ 29,750

(a) The September 30, 2011 net amounts include foreign currency translation changes of approximately \$0.1 million from the December 31, 2010 amounts.

(b) During the nine months ended September 30, 2011, the Company wrote-off a fully amortized non-compete agreement with a gross value of approximately \$0.2 million.

Amortization expense related to all intangible assets in the aggregate was \$2.8 million and \$3.0 million for the three-month periods ended September 30, 2011 and 2010, respectively, and \$8.5 million and \$10.2 million for the nine-month periods ended September 30, 2011 and 2010, respectively. The Company expects amortization of these intangible assets to be approximately \$3 million for the remainder of 2011, \$7 million in 2012, \$5 million in 2013, \$3 million in 2014, \$2 million in 2015 and \$1 million in 2016.

10. LONG-TERM LIABILITIES

Long-term liabilities consisted of the following at September 30, 2011 and December 31, 2010 (in thousands):

	September 30, 2011	December 31, 2010
Long-term deferred tax liabilities, net	\$ 2,151	\$ 2,154
Long-term deferred revenue	13,261	8,923
Long-term deferred rent	10,684	11,094
Long-term accrued restructuring	3,964	3,138
	\$ 30,060	\$ 25,309

11. CONTINGENCIES

The Company receives inquiries from time to time claiming possible patent infringement by the Company. If any infringement is determined to exist, the Company may seek licenses or settlements. In addition, as a normal incidence of the nature of the Company's business, various claims, charges and litigation have been asserted or commenced from time to time against the Company arising from or related to contractual or employee relations, intellectual property rights or product performance. Settlements related to any such claims are generally included in the "general and administrative expenses" caption in the Company's consolidated statements of operations. Management is not aware of any current claims that will have a material adverse effect on the financial position or results of operations of the Company.

Opengate SpA ("Opengate"), an entity in liquidation represented by the Trustee in Bankruptcy, Dr. Marco Fiorentini, brought a claim against the Company's subsidiary, Pinnacle Systems GmbH ("Pinnacle GmbH"), in the Varese, Italy Tribunal on July 21, 2009. The Trustee in Bankruptcy sought to recover €2,700,000 in payments made by Opengate to Pinnacle GmbH between 2002 and 2003, the year prior to Opengate being placed into administration. In June 2011, the Company and Opengate agreed to settle the claim, and an immaterial settlement amount was paid to Opengate during the third quarter of 2011.

The Company's Canadian subsidiary, Avid Technology Canada Corporation, was assessed and paid to the Ministry of Revenue Quebec ("MRQ") approximately CAN\$1.7 million for social tax assessments on Canadian employee stock-based compensation related to the Company's stock plans. The Company is currently attempting to recover the payments against these assessments through litigation with the MRQ. The payment amounts were recorded in "other current assets" in the Company's consolidated balance sheets at September 30, 2011 and December 31, 2010. Because the Company cannot predict the outcome of the litigation at this time or the amount of potential losses, if any, no costs have been accrued for any loss contingency; however, this matter is not expected to have a material effect on the Company's financial position or results of operations.

From time to time, the Company provides indemnification provisions in agreements with customers covering potential claims by third parties of intellectual property infringement. These agreements generally provide that the Company will indemnify customers for losses incurred in connection with an infringement claim brought by a third party with respect to the Company's products. These indemnification provisions generally offer perpetual coverage for infringement claims based upon the products covered by the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is theoretically unlimited; however, to date, the Company has not incurred material costs related to these indemnification provisions. As a result, the Company believes the estimated fair value of these indemnification provisions is minimal.

As permitted under Delaware law and pursuant to the Company's Third Amended and Restated Certificate of Incorporation, as amended, the Company is obligated to indemnify its current and former officers and directors for certain events that occur or occurred while the officer or director is or was serving in such capacity. The term of the indemnification period is for each respective officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification obligations is unlimited; however, the Company has mitigated the exposure through the purchase of directors and officers insurance, which is intended to limit the risk and, in most cases, enable the Company to recover all or a portion of any future amounts paid. As a result of this insurance coverage, the Company believes the estimated fair value of these indemnification obligations is minimal.

The Company has three letters of credit at a bank that are used as security deposits in connection with the Company's Burlington, Massachusetts office space. In the event of default on the underlying leases, the landlords at September 30, 2011 would have been eligible to draw against the letters of credit up to a maximum of \$2.6 million in the aggregate. The letters of credit are subject to aggregate reductions of approximately \$0.4 million at the end of each of the second, third and fifth lease years, provided the Company is not in default of the underlying leases and meets certain financial performance conditions. In no case will the letters of credit amounts be reduced to below \$1.3 million in the aggregate throughout the lease periods, all of which extend to May 2020. At September 30, 2011, the Company was not in default of any of the underlying leases.

The Company also has a standby letter of credit at a bank that is used as a security deposit in connection with the Company's Daly City, California office space lease. In the event of default on this lease, the landlord would be eligible to draw against this letter of credit up to a maximum of \$0.8 million. The letter of credit will remain in effect at this amount throughout the remaining lease period, which extends to September 2014. At September 30, 2011, the Company was not in default of this lease.

The Company has in the past, through third parties, provided lease financing options to its customers, including end users and, on a limited basis, resellers. This program was terminated by mutual agreement among the parties in the fourth quarter of 2008; however, balances outstanding as of the termination date continue to be collected by the third-party lessors as they become due. During the terms of these leases, which are generally three years, and until all remaining outstanding balances are collected, the Company may remain liable for any unpaid principal balance upon

default by the customer, but such liability is limited in the aggregate based on a percentage of initial amounts funded or, in certain cases, amounts of unpaid balances. At September 30, 2011 and December 31, 2010, the Company's maximum recourse exposure totaled approximately \$0.6 million and \$1.0 million, respectively. The Company recorded revenues from these transactions upon the shipment of products, provided that all other revenue recognition criteria, including collectibility being reasonably assured, were met. The Company maintains a reserve for estimated losses under this program based on historical default rates applied to the amount outstanding at period end. At September 30, 2011 and December 31, 2010, the Company's accruals for estimated losses were \$0.1 million and \$0.5 million, respectively.

Recent flooding in Thailand has affected certain of the Company's suppliers, which could negatively impact the supply of disk drives used in some of the Company's products. Disruption in supply resulting from the flooding in Thailand may result in certain suppliers being unable to deliver sufficient quantities of disk drives or being unable to deliver disk drives in a timely manner. Such a shortage or delay could result in insufficient inventory of certain of the Company's products and delays in the manufacturing of certain of products, which may prevent us from making scheduled shipments to customers. The Company's inability to make scheduled shipments could cause it to experience a reduction in sales and related operating results and could adversely affect relationships with existing and prospective customers.

The Company provides warranties on externally sourced and internally developed hardware. For internally developed hardware and in cases where the warranty granted to customers for externally sourced hardware is greater than that provided by the manufacturer, the Company records an accrual for the related liability based on historical trends and actual material and labor costs. The warranty period for all of the Company's products is generally 90 days to one year, but can extend up to five years depending on the manufacturer's warranty or local law.

The following table sets forth activity for the Company's product warranty accrual as recorded in "accrued expenses and other current liabilities" for the nine-month periods ended September 30, 2011 and 2010 (in thousands):

	Nine Months Ended September 30,	
	2011	2010
Accrual balance at beginning of period	\$ 4,492	\$ 4,454
Accruals for product warranties	4,626	3,924
Cost of warranty claims	(4,527)	(3,941)
Accrual balance at end of period	\$ 4,591	\$ 4,437

12. CREDIT FACILITIES

On October 1, 2010, Avid Technology, Inc. and certain of its subsidiaries (the "Borrowers") entered into a Credit Agreement with Wells Fargo Capital Finance LLC ("Wells Fargo"), which established two revolving credit facilities with combined maximum borrowings of up to \$60 million. The actual amount of credit available to the Borrowers will vary depending upon changes in the level of the respective accounts receivable and inventory, and is subject to other terms and conditions which are more specifically described in the Credit Agreement. The credit facilities have a maturity date of October 1, 2014, at which time Wells Fargo's commitments to provide additional credit shall be terminated and all outstanding borrowings by the Borrowers must be repaid. Prior to the maturity of the credit facilities, any amounts borrowed may be repaid and, subject to the terms and conditions of the Credit Agreement, reborrowed in whole or in part without penalty.

The Credit Agreement contains customary representations and warranties, covenants, mandatory prepayments, and events of default under which the Borrowers' payment obligations may be accelerated, including guarantees and liens on substantially all of the Borrowers' assets to secure their obligations under the Credit Agreement. The Credit Agreement requires that Avid Technology, Inc. ("Avid Technology") maintain liquidity (comprised of unused availability under its portion of the credit facilities plus certain unrestricted cash and cash equivalents) of \$10 million, at least \$5 million of which must be from unused availability under its portion of the credit facilities, and its subsidiary, Avid Technology International B.V. ("Avid Europe"), is required to maintain liquidity (comprised of unused availability under Avid Europe's portion of the credit facilities plus certain unrestricted cash and cash equivalents) of \$5 million, at least \$2.5 million of which must be from unused availability under Avid Europe's portion of the credit

facilities. Interest accrues on outstanding borrowings under the credit facilities at a rate of either LIBOR plus 2.75% or a base rate (as defined in the Credit Agreement) plus 1.75%, at the option of Avid Technology or Avid Europe, as applicable. The Borrowers must also pay Wells Fargo a monthly unused line fee at a rate of 0.625% per annum.

During the second quarter of 2011, Avid Technology borrowed \$13.0 million against the credit facilities to meet certain short-term cash requirements, none of which had been repaid as of the date of issuance of these financial statements. The weighted-average interest rate on the outstanding balance at September 30, 2011 was 3.02%. At September 30, 2011, the Borrowers were in compliance with all debt agreement covenants, and Avid Technology and Avid Europe had additional available borrowings under the credit facilities of approximately \$18.2 million and \$17.1 million, respectively, after taking into consideration the related liquidity covenant. Avid Technology, Inc. or the other eligible borrowers may borrow against the line of credit above the current outstanding borrowings to cover short-term cash requirements during the remainder of the year as may be required to meet the funding needs of the business.

13. STOCKHOLDERS' EQUITY

Stock Incentive Plans

Under its stock incentive plans, the Company may grant stock awards or options to purchase the Company's common stock to employees, officers, directors (subject to certain restrictions) and consultants. Options generally allow the purchase of common stock at the market price on the date of grant. The options become exercisable over various periods, typically four years for employees and one year for non-employee directors, and have a maximum term of seven years. Restricted stock and restricted stock unit awards typically vest over four years. Shares available for issuance under the Company's Amended and Restated 2005 Stock Incentive Plan totaled 3,142,485 at September 30, 2011, including 370,541 shares that may alternatively be issued as awards of restricted stock or restricted stock units.

The Company records stock-based compensation cost for stock-based awards over the requisite service periods for the individual awards, which generally equal the vesting periods. Stock-compensation expense is recognized using the straight-line attribution method. The Company uses the Black-Scholes option pricing model to estimate the fair value of stock option grants with time-based vesting. The Black-Scholes model relies on a number of key assumptions to calculate estimated fair values. The fair values of restricted stock awards with time-based vesting, including restricted stock and restricted stock units, are based on the intrinsic values of the awards at the date of grant.

The Company also issues stock option grants or restricted stock unit awards with vesting based on market conditions, specifically the Company's stock price, or a combination of performance and market conditions, generally the Company's return on equity. The compensation costs and derived service periods for such grants are estimated using the Monte Carlo valuation method. For stock option grants with vesting based on a combination of performance and market conditions, the compensation costs are also estimated using the Black-Scholes valuation method factored for the estimated probability of achieving the performance goals, and compensation costs for these grants are recorded based on the higher estimate for each vesting tranche. For restricted stock unit grants with vesting based on a combination of performance and market conditions, the compensation costs are also estimated based on the intrinsic values of the awards at the date of grant factored for the estimated probability of achieving the performance goals, and compensation costs for these grants are also recorded based on the higher estimate for each vesting tranche. For each stock option grant and restricted stock award with vesting based on a combination of performance and market conditions where vesting will occur if either condition is met, the related compensation costs are recognized over the shorter of the derived service period or implicit service period.

During the first quarter of 2010, the Company modified the vesting terms of certain outstanding stock options that had vesting based on market conditions. The modifications, which affected 16 employees, provide that the vesting of the underlying shares can also occur based on the achievement of certain additional performance-based criteria and resulted in a total incremental compensation charge of \$0.9 million, which is being recognized over the remaining derived service period of the stock options. The incremental compensation costs for the option modifications were

based on the excess fair values of the modified options immediately after the modification, which were estimated using the Black-Scholes valuation method factored for the estimated probability of achieving the performance goals, compared to the fair values immediately before the modification estimated using the Monte Carlo valuation method.

The following table sets forth the weighted-average key assumptions and fair value results for stock options granted during the nine-month periods ended September 30, 2011 and 2010:

	Nine Months Ended September 30,	
	2011	2010
Expected dividend yield	0.00%	0.00%
Risk-free interest rate	2.06%	1.90%
Expected volatility	41.2%	46.0%
Expected life (in years)	4.48	4.44
Weighted-average fair value of options granted	\$7.63	\$5.50

The following table summarizes changes in the Company's stock options outstanding during the nine months ended September 30, 2011:

	Shares	Stock Options		
		Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Options outstanding at December 31, 2010	5,241,898	\$19.76		
Granted	1,133,100	\$20.29		
Exercised	(163,861)	\$13.16		
Forfeited or expired	(576,207)	\$20.97		
Options outstanding at September 30, 2011 (a)	5,634,930	\$19.94	4.88 years	\$8
Options vested at September 30, 2011 or expected to vest	4,797,398	\$19.94	4.86 years	\$8
Options exercisable at September 30, 2011	1,885,719	\$21.97	4.20 years	\$8

(a) Options outstanding at September 30, 2011 included 1,734,155 options that had vesting based on either market conditions or a combination of performance and market conditions.

The aggregate intrinsic values of stock options exercised during the nine-month periods ended September 30, 2011 and 2010 were approximately \$1.1 million and \$0.1 million, respectively. Cash amounts received from the exercise of stock options were \$2.2 million and \$0.3 million for the nine-month periods ended September 30, 2011 and 2010, respectively. The Company did not realize any actual tax benefit from the tax deductions for stock option exercises during the nine-month periods ended September 30, 2011 and 2010 due to the full valuation allowance on the Company's U.S. deferred tax assets.

The following table sets forth the weighted-average key assumptions used for Monte Carlo valuations of restricted stock units with vesting based on market conditions or a combination of performance and market conditions granted during the nine-month periods ended September 30, 2011 and 2010:

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Nine Months Ended
September 30,

	2011	2010
Expected dividend yield	0.00%	0.00%
Risk-free interest rate	3.90%	4.09%
Expected volatility	41.5%	46.7%
Expected life (in years)	3.04	4.49

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The following table summarizes changes in the Company's non-vested restricted stock units during the nine months ended September 30, 2011:

	Non-Vested Restricted Stock Units			
	Shares	Weighted-Average Grant-Date Fair Value	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Non-vested at December 31, 2010	573,264	\$18.15		
Granted (a)	567,000	\$21.36		
Vested	(204,536)	\$25.16		
Forfeited	(44,196)	\$16.45		
Non-vested at September 30, 2011 (b)	891,532	\$19.44	2.15 years	\$6,892
Expected to vest	719,349	\$19.64	2.01 years	\$5,561

(a) Restricted stock units granted during the nine months ended September 30, 2011 included 262,500 units that had vesting based on either market conditions or a combination of performance and market conditions.

(b) Non-vested restricted stock units at September 30, 2011 included 480,800 units that had vesting based on either market conditions or a combination of performance and market conditions.

The weighted-average fair value of restricted stock units granted during the nine-month period ended September 30, 2010 was \$13.75.

The following table summarizes changes in the Company's non-vested restricted stock during the nine months ended September 30, 2011:

	Non-Vested Restricted Stock			
	Shares	Weighted-Average Grant-Date Fair Value	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Non-vested at December 31, 2010	25,000	\$25.41		
Granted	—	—		
Vested	(18,750)	\$25.41		
Forfeited	—	—		
Non-vested at September 30, 2011	6,250	\$25.41	0.22 years	\$48

Employee Stock Purchase Plan

The Company's Second Amended and Restated 1996 Employee Stock Purchase Plan (the "ESPP") offers the Company's shares for purchase at a price equal to 85% of the closing price on the applicable offering period termination date. Shares issued under the ESPP are considered compensatory under FASB ASC Subtopic 718-50, Compensation-Stock Compensation: Employee Stock Purchase Plans. Accordingly, the Company is required to assign fair value to, and record compensation expense for, share purchase rights granted under the ESPP.

The following table sets forth the weighted-average key assumptions and fair value results for share purchase rights granted under the ESPP during the nine-month periods ended September 30, 2011 and 2010:

	Nine Months Ended September 30,	
	2011	2010
Expected dividend yield	0.00%	0.00%
Risk-free interest rate	0.42%	1.24%
Expected volatility	42.1%	45.7%
Expected life (in years)	0.24	0.24
Weighted-average fair value per right granted	\$2.55	\$2.19

Under the ESPP, the Company issued 67,342 shares at an average price per share of \$13.46 and 78,889 shares at an average price per share of \$11.33 during the nine months ended September 30, 2011 and 2010, respectively. A total of 669,384 shares remained available for issuance under the ESPP at September 30, 2011.

Stock-Based Compensation

The Company estimates forfeiture rates at the time awards are made based on historical turnover rates and applies these rates in the calculation of estimated compensation cost. At September 30, 2011, the Company's annualized estimated forfeiture rates were 0% for non-employee director awards, and 10% for both executive management and other employee awards.

Stock-based compensation was included in the following captions in the Company's condensed consolidated statements of operations for the three- and nine-month periods ended September 30, 2011 and 2010 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Cost of product revenues	\$ 168	\$ 176	\$ 417	\$ 562
Cost of services revenues	63	287	608	822
Research and development expenses	435	506	1,334	1,704
Marketing and selling expenses	1,051	1,078	3,625	3,153
General and administrative expenses	1,788	1,581	5,783	4,373
Total stock-based compensation	\$ 3,505	\$ 3,628	\$ 11,767	\$ 10,614

The increase in stock-based compensation expense for the nine-month period ended September 30, 2011, compared to the same period in 2010, was primarily the result of incremental expense related to the reversal of the forfeiture rate applied to certain grant tranches recorded during the 2011 period. At September 30, 2011, the Company had \$27.6 million of unrecognized compensation costs before forfeitures related to non-vested stock-based compensation awards granted under its stock-based compensation plans.

Stock Repurchases

In April 2007, the Company initiated a stock repurchase program that ultimately authorized the repurchase of up to \$200 million of the Company's common stock through transactions on the open market, in block trades or otherwise. At September 30, 2011, \$80.3 million remained available for future stock repurchases under the program. The stock repurchase program is funded through working capital and has no expiration date. No shares of common stock have

been repurchased under this program since March 2008.

During the nine months ended September 30, 2011, the Company acquired upon surrender 7,196 shares of restricted stock from an employee in exchange for approximately \$113 thousand for the payment of the minimum required withholding taxes upon the vesting of restricted stock.

At September 30, 2011 and December 31, 2010, treasury shares held by the Company totaled 3,798,032 shares and 4,163,765 shares, respectively.

Comprehensive Loss

Total comprehensive loss, net of taxes, consists of net loss, net changes in the foreign-currency translation adjustment and net unrealized gains and losses on defined benefit plans, foreign-currency derivatives and marketable securities. The following is a summary of the Company's comprehensive loss for the three- and nine-month periods ended September 30, 2011 and 2010 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net loss	\$ (8,019)	\$ (9,995)	\$ (24,998)	\$ (36,383)
Net changes in:				
Foreign currency translation adjustment	(8,195) ¹	9,241	(635) ¹	(1,012) ¹
Unrealized gains from defined benefit plan	—	—	445	—
Unrealized losses on marketable securities	—	—	—	(4) ¹
Unrealized losses on foreign-currency derivatives	—	(2,314) ¹	—	(2,314) ¹
Total comprehensive loss	\$ (16,214)	\$ (3,068)	\$ (25,188)	\$ (39,713)

14. RESTRUCTURING COSTS AND ACCRUALS

2011 Restructuring Plan

On October 26, 2011, the Company committed to a restructuring plan (the "2011 Plan") intended to improve operational efficiencies. Actions under the 2011 Plan include a reduction in force of approximately 10% of the Company's workforce and the closure of the Company's facility in Irwindale, CA. In connection with the restructuring, the Company intends to allocate additional resources to areas it believes have better opportunity for growth. Under the 2011 Plan, the Company expects to incur total expenses related to termination benefits and facility costs of \$10 million to \$11 million, all of which represent cash expenditures. The Company expects to record the majority of the charges related to the 2011 Plan during the quarter ending December 31, 2011, and anticipates that it will complete all actions under the 2011 Plan prior to June 30, 2012. During the third quarter of 2011, the Company recorded restructuring charges of \$0.6 million for severance costs related to the 2011 Plan. At September 30, 2011, the balance of the severance charges related to the 2011 Plan was not estimable.

2010 Restructuring Plans

In December 2010, the Company initiated a worldwide restructuring plan (the "2010 Plan") designed to better align financial and human resources in accordance with its strategic plans for the upcoming fiscal year. In connection with the restructuring, the Company eliminated positions that were in lower growth geographies and markets and reinvested in more strategic areas with greater opportunity for growth. The 2010 Plan also called for streamlining internal operations while making key investments in organizational efficiencies and to close portions of certain office facilities. During the fourth quarter of 2010, the Company recorded total restructuring charges of \$13.1 million related to severance costs for the elimination of 145 positions and the partial closure of a facility. During the first nine months of 2011, the Company revised its previously recorded estimates of the severance costs resulting in a restructuring

benefit of \$3.9 million and recorded facilities restructuring charges of approximately \$1.0 million related to the closure of a facility in Germany, which included non-cash amounts totaling \$0.1 million for fixed asset write offs, and \$0.2 million for revised estimates of the costs associated with facilities previously closed under the 2010 Plan. The severance revisions primarily resulted from the final severance negotiations for certain European employees, as well as the transferring of certain employees into alternative positions at the Company. To date, total restructuring charges of approximately \$10 million have been recorded under the 2010 Plan, and no further restructuring actions are anticipated under this plan.

In the second quarter of 2010, the Company also initiated acquisition-related restructuring actions that resulted in restructuring charges of \$1.8 million for the severance costs for 24 former Euphonix employees and the closure of three Euphonix facilities. During the first nine months of 2011, the Company recorded additional restructuring charges of approximately \$0.2 million primarily resulting from revised estimates for the write-off of fixed assets related to the facilities closures. No further restructuring actions are anticipated under this plan.

2008 Restructuring Plan

In October 2008, the Company initiated a company-wide restructuring plan (the “2008 Plan”) that included a reduction in force of approximately 500 positions, including employees related to product line divestitures, and the closure of all or parts of some facilities worldwide. The 2008 Plan was intended to improve operational efficiencies and bring costs in line with expected revenues. In connection with the 2008 Plan, during the fourth quarter of 2008 the Company recorded restructuring charges of \$20.4 million related to employee termination costs, \$0.5 million for the closure of three small facilities and \$1.9 million in cost of revenues related to the write-down of inventory for a divested product line.

During 2009 and 2010, the Company recorded additional restructuring charges of \$30.0 million related to the 2008 Plan, including new restructuring charges of \$14.8 million related to employee termination costs for approximately 320 additional employees; \$12.3 million related to the closure of all or part of fifteen facilities; \$0.8 million, recorded in cost of revenues, related to a write-down of inventory; and \$2.1 million for revisions to previous estimates. The charges resulting from the reduction in force of 320 additional employees were recorded in the third and fourth quarters of 2009 and were primarily the result of the expanded use of offshore development resources for R&D projects and the Company’s desire to better align its 2010 cost structure with revenue expectations.

During the first nine months of 2011, the Company recorded restructuring charges of \$2.2 million related to the 2008 Plan, for revised estimates of the costs associated with previously closed facilities.

No additional actions are expected to take place under the 2008 Plan. To date, restructuring charges of approximately \$55 million have been recorded under the 2008 Plan.

Restructuring and Other Costs Summary

For the three- and nine-month periods ended September 30, 2010, also included in the Company’s results of operations under the caption “restructuring and other costs, net” were costs of \$3.7 million related to the Company’s exit from its Tewksbury, Massachusetts headquarters lease. The following table summarizes restructuring and other costs for the three and nine months ended September 30, 2011 and 2010 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Non-acquisition-related restructuring charges	\$ 2,707	\$ 127	\$ 175	\$ 955
Acquisition-related restructuring charges	—	104	153	829
Tewksbury facility exit costs	—	(46)	—	3,748
Restructuring and other costs, net	\$ 2,707	\$ 185	\$ 328	\$ 5,532

Accounting for Restructuring Plans

The Company recorded the employee-related restructuring charges as an ongoing benefit arrangement in accordance with FASB ASC Topic 712, Compensation – Nonretirement Postemployment Benefits, and the facility-related restructuring charges in accordance with the guidance of FASB ASC Topic 420, Liabilities: Exit or Disposal Cost Obligations. Restructuring charges and accruals require significant estimates and assumptions, including sub-lease

income assumptions. These estimates and assumptions are monitored on at least a quarterly basis for changes in circumstances and any corresponding adjustments to the accrual are recorded in the Company's statement of operations in the period when such changes are known.

The following table sets forth the activity in the restructuring accruals for the nine months ended September 30, 2011 (in thousands):

	Non-Acquisition-Related Restructuring Liabilities		Acquisition-Related Restructuring Liabilities		Total
	Employee- Related	Facilities- Related	Employee- Related	Facilities- Related	
Accrual balance at December 31, 2010	\$ 11,835	\$ 6,042	\$ 202	\$ 883	\$ 18,962
New restructuring charges	688	1,027	—	—	1,715
Revisions of estimated liabilities	(3,942)	2,402	12	141	(1,387)
Accretion	—	165	—	—	165
Cash payments for employee-related charges	(7,395)	—	(178)	—	(7,573)
Cash payments for facilities, net of sublease income	—	(2,486)	—	(336)	(2,822)
Non-cash write-offs	—	(133)	—	(125)	(258)
Foreign exchange impact on ending balance	429	(53)	6	1	383
Accrual balance at September 30, 2011	\$ 1,615	\$ 6,964	\$ 42	\$ 564	\$ 9,185

The employee-related accruals represent severance and outplacement costs to former employees that will be paid out within the next twelve months and were, therefore, included in the caption “accrued expenses and other current liabilities” in the Company’s consolidated balance sheet at September 30, 2011.

The facilities-related accruals represent estimated losses, net of subleases, on space vacated as part of the Company’s restructuring actions. The leases, and payments against the amounts accrued, will extend through 2017 unless the Company is able to negotiate earlier terminations. Of the total facilities-related accruals, \$3.5 million were included in the caption “accrued expenses and other current liabilities” and \$4.0 million were included in the caption “long-term liabilities” in the Company’s consolidated balance sheet at September 30, 2011.

15. SEGMENT INFORMATION

The Company’s evaluation of the discrete financial information that is regularly reviewed by the chief operating decision makers, which include the Company’s chief executive officer, chief operating officer and chief financial officer, has determined that since January 1, 2010 the Company has one reportable segment. The following table sets forth activity for the Company’s revenues by type for the three- and nine-month periods ended September 30, 2011 and 2010 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Video products revenues	\$ 66,615	\$ 70,835	\$ 198,943	\$ 195,883
Audio products revenues	65,260	63,396	199,457	201,161
Total products revenues	131,875	134,231	398,400	397,044

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Services revenues:	33,090	30,828	94,232	86,131
Total net revenues	\$ 164,965	\$ 165,059	\$ 492,632	\$ 483,175

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

EXECUTIVE OVERVIEW

Our Company

We are a leading provider of digital media content-creation products and solutions for film, video, audio and broadcast professionals, as well as artists and creative enthusiasts. Our mission is to inspire passion, unleash creativity and enable our customers to realize their dreams in a digital world. Anyone who enjoys movies, television or music has almost certainly experienced the work of content creators who use our solutions to bring their creative visions to life. Around the globe, feature films, primetime television shows, news programs, commercials, live performances and chart-topping music hits are made using one or more of our solutions.

Corporate Strategy

We operate our business based on the following five customer-centric strategic principles:

- Drive customer success. We are committed to making each and every customer successful. Period. It's that simple.
- From enthusiasts to the enterprise. Whether performing live or telling a story to sharing a vision or broadcasting the news – we create products to support our customers at all stages.
- Fluid, dependable workflows. Reliability. Flexibility. Ease of Use. High Performance. We provide best-in-class workflows to make our customers more productive and competitive.
- Collaborative support. For the individual user, the workgroup, a community or the enterprise, we enable a collaborative environment for success.
 - Avid optimized in an open ecosystem. Our products are innovative, reliable, integrated and best-of-breed. We work in partnership with a third-party community resulting in superior interoperability.

We routinely post important information for investors on the Investors page of our website at www.avid.com. Information contained in, or connected to, our website is not incorporated in this quarterly report and should not be considered part of this quarterly report.

Financial Summary

The following table sets forth certain items from our consolidated statements of operations as a percentage of net revenues for the periods indicated:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
Net revenues:				
Product revenues	79.9%	81.3%	80.9%	82.2%
Services revenues	20.1%	18.7%	19.1%	17.8%
Total net revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues				
Cost of revenues	46.8%	48.1%	47.9%	49.2%
Gross margin	53.2%	51.9%	52.1%	50.8%
Operating expenses:				
Research and development	17.6%	17.5%	18.1%	18.5%
Marketing and selling	27.5%	26.2%	27.7%	26.8%
General and administrative	8.0%	11.9%	8.8%	10.0%
Amortization of intangible assets	1.3%	1.4%	1.3%	1.5%
Restructuring and other costs, net	1.7%	0.1%	0.1%	1.1%
(Gain) loss on sales of assets	—	(0.9%)	0.1%	(0.3%)
Total operating expenses	56.1%	56.2%	56.1%	57.6%
Operating loss	(2.9%)	(4.3%)	(4.0%)	(6.8%)
Interest and other income (expense), net	(0.3%)	(0.0%)	(0.3%)	(0.0%)
Loss before income taxes	(3.2%)	(4.3%)	(4.3%)	(6.8%)
Provision for income taxes	1.7%	1.8%	0.8%	0.7%
Net loss	(4.9%)	(6.1%)	(5.1%)	(7.5%)

Our revenues for the three-month period ended September 30, 2011 were \$165.0 million, a decrease of \$0.1 million, or 0.1%, compared to the three-month period ended September 30, 2010, with revenues from products decreasing by 1.8% and services revenues increasing by 7.3%. During the third quarter of 2011, compared to the same period in 2010, audio products revenues increased by \$1.9 million and services revenues increased by \$2.3 million, while video products revenues decreased by \$4.2 million. Our revenues for the nine-month period ended September 30, 2011 were \$492.6 million, an increase of \$9.5 million, or 2.0%, compared to the nine-month period ended September 30, 2010, with revenues from products increasing by 0.3% and services revenues increasing by 9.4%. During the first nine months of 2011, compared to the same period in 2010, video products revenues increased by \$3.1 million and services revenues increased by \$8.1 million, while audio products revenues decreased by \$1.7 million. We recognized additional revenues during the first nine months of 2011 as a result of our January 1, 2011 adoption of new revenue recognition guidance, while our revenues decreased slightly during the third quarter of 2011 due to the same adoption. See our critical accounting policy disclosure and updated policy for “Revenue Recognition and Allowances for Product Returns and Exchanges” found in this Item 2 under the heading “Critical Accounting Policies and Estimates” for a further discussion of the impact of adoption of this guidance. The changes in revenues are discussed in further detail in the section titled “Results of Operations” below.

The following table sets forth the percentage of our net revenues attributable to geographic regions for the periods indicated:

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	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Americas	53%	47%	51%	49%
EMEA	34%	39%	36%	38%
Asia-Pacific	13%	14%	13%	13%

Americas revenues increased for both the three- and nine-month periods ended September 30, 2011, compared to the same periods in 2010. In the second quarter of 2011, we saw a significant sequential decline in the revenues generated by our foreign regions, and revenues from foreign regions remained at somewhat depressed levels in the third quarter of 2011. The decline, primarily in Europe, was the result of economic uncertainties in certain countries, as well as internal challenges that led to a realignment of our sales team in Europe. Sales from foreign regions benefited from favorable foreign currency fluctuations in both the three- and nine-month periods ended September 30, 2011, compared to the same periods in 2010.

The following table sets forth the percentage of our net revenues sold through indirect and direct sales channels for the periods indicated:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
Indirect	61%	62%	61%	65%
Direct	39%	38%	39%	35%

The decrease in the percentage of revenues derived through indirect channels for the nine-month period, compared to the same 2010 period, was largely driven by the increases in video products revenues and services revenues in the 2011 period, which have a higher percentage of sales through direct channels than audio products.

Our gross margin percentage for the three-month period ended September 30, 2011 improved to 53.2%, compared to 51.9% for the same period in 2010. This change was driven by an increase in products gross margin percentage to 54.5%, which was partially offset by a decrease in services gross margin percentage to 50.1%. This compares to products and services gross margin percentages of 52.0% and 54.0%, respectively, for the 2010 period. Our gross margin percentage for the nine-month period ended September 30, 2011 improved to 52.1%, compared to 50.8% for the same period in 2010. This change was driven by an increase in products gross margin percentage to 52.9%, which was partially offset by a decrease in services gross margin percentage to 51.0%. This compares to products and services gross margin percentages of 51.3% and 52.0%, respectively, for the 2010 period. The increases in products gross margin percentage for both 2011 periods were the result of decreases in products costs for the 2011 periods, primarily due to shifts in product mix and the favorable impact of currency exchange rates. The increase in revenues for the nine-month period also contributed to the increased products gross margin percentage for that period. The decreases in services gross margin percentage for both 2011 periods were largely the result of increased professional services costs, including loss provisions recorded in the 2011 periods related to professional services contracts assumed as part of a 2010 acquisition.

For the three- and nine-month periods ended September 30, 2011, we recorded net losses of \$8.0 million and \$25.0 million, respectively, compared to net losses of \$10.0 million and \$36.4 million for the same periods in 2010. The reduction in net loss in both periods was largely a result of our continuing focus on the management of both costs of revenues and operating expenses. The net loss for the three-month period ended September 30, 2011 included charges of \$2.8 million for acquisition-related intangible asset amortization; \$2.7 million for restructuring costs; and \$0.2 million for legal settlements and acquisition-related costs. The net loss for the three-month period ended September 30, 2010 included charges of \$5.7 million for a legal settlement and acquisition-related costs; \$3.0 million for acquisition-related intangible asset amortization; and \$0.2 million for restructuring costs, partially offset by gains from the sales of assets of \$1.5 million. The net loss for the nine-month period ended September 30, 2011 included charges of \$8.5 million for acquisition-related intangible asset amortization; a loss from the sales of assets of \$0.6 million; \$0.6 million for legal settlements and acquisition-related costs; and \$0.3 million for restructuring costs. The net loss for the nine-month period ended September 30, 2010 included charges of \$10.2 million for acquisition-related

intangible asset amortization; \$6.4 million for legal settlements and acquisition-related costs; \$5.5 million for restructuring and other costs, including costs of \$3.7 million related to our exit from our Tewksbury, Massachusetts headquarters lease. These 2010 costs were partially offset by a gain from the sales of assets of \$1.5 million.

During October 2011, we committed to a restructuring plan that is intended to improve operational efficiencies. Actions under the plan include a reduction in force of approximately 10%, with the majority of the reduction expected immediately, and the closure of our facility in Irwindale, CA. These actions allow us to continue to invest in our core businesses, as well as shift some resources into areas of the business that we believe offer us better revenue growth potential. Under the plan, the Company expects to incur total expenses related to termination benefits and facility costs of \$10 million to \$11 million, all of which represent cash expenditures. The Company expects to record the majority of the charges related to the plan during the quarter ending December 31, 2011. As a result of the actions taken under the plan, we expect to realize annualized cost savings of approximately \$25 million to \$30 million.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. We make estimates and assumptions in the preparation of our consolidated financial statements that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. However, actual results may differ from these estimates.

We believe that our critical accounting policies are those related to revenue recognition and allowances for product returns and exchanges; stock-based compensation; the valuation of business combinations, goodwill and intangible assets; and income tax assets and liabilities. We believe these policies are critical because they most significantly affect the portrayal of our financial condition and results of operations and involve our most difficult and subjective estimates and judgments. Our critical accounting policies may be found in our 2010 Annual Report on Form 10-K in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the heading "Critical Accounting Policies and Estimates." On January 1, 2011, we adopted Financial Accounting Standards Board, or FASB, Accounting Standards Update, or ASU, No. 2009-13, Multiple-Deliverable Revenue Arrangements, an amendment to Accounting Standards Codification, or ASC, Topic 605, Revenue Recognition, and ASU No. 2009-14, Certain Revenue Arrangements That Include Software Elements, an amendment to ASC Subtopic 985-605, Software – Revenue Recognition, or the Updates. As a result, our critical accounting policy for "Revenue Recognition and Allowances for Product Returns and Exchanges" has been updated to reflect adoption of this guidance.

Recently Adopted Accounting Pronouncements

ASU No. 2009-13 requires the allocation of revenue to each unit of accounting using the relative selling price of each deliverable for multiple-element arrangements. ASU No. 2009-13 also amends the accounting for multiple-element arrangements to provide guidance on how the deliverables in an arrangement should be separated and eliminates the use of the residual method by establishing a hierarchy of evidence to determine the stand-alone selling price of a deliverable based on vendor-specific objective evidence, or VSOE, third-party evidence, or TPE, and the best estimate of selling price, or ESP. If VSOE is available, it is used to determine the selling price of a deliverable. If VSOE is not available, the entity must determine whether TPE is available. If so, TPE would be used to determine the selling price. If TPE is not available, then the entity is required to determine an ESP. ASU No. 2009-14 amends ASC Subtopic 985-605 to exclude from the scope of software revenue recognition requirements sales of tangible products that contain both software and non-software components that function together to deliver the essential functionality of the tangible products. The Updates also include new disclosure requirements on how the application of the relative selling price method affects the timing and amount of revenue recognition. The Updates must be adopted in the same period using the same transition method and are effective prospectively, with retrospective adoption permitted. We adopted

the Updates prospectively for new and materially modified arrangements originating after December 31, 2010.

Prior to adoption of the Updates, we generally recognized revenues using the revenue recognition criteria of FASB ASC Subtopic 985-605, Software – Revenue Recognition. As a result of adoption of ASU No. 2009-14 on January 1, 2011, we will now typically recognize revenue using the criteria of FASB ASC Topic 605, Revenue Recognition. Historically, we were generally able to establish VSOE for undelivered elements in multiple-element arrangements as allowed by FASB ASC Subtopic 985-605 and, therefore, could typically recognize revenues for each element of multiple-element arrangements as the element was delivered. Under the new guidance our recognition of revenues may be recognized in an earlier period for a limited number of multiple-element arrangements for which VSOE could not be established for all undelivered elements under the previous guidance. For those arrangements, we will now determine a relative selling price for the undelivered elements through the use of TPE or ESP, and the recognition of certain revenues that would have been deferred under the previous guidance will typically be recognized at the time of delivery under the new guidance, provided all other criteria for revenue recognition are met. For the nine months ended September 30, 2011, adoption of the Updates resulted in an increase in total revenues of approximately \$5.5 million. For the three months ended September 30, 2011, adoption of the Updates resulted in a decrease in total revenues of approximately \$0.8 million. We cannot reasonably estimate the effect of the adoption of these standards on future financial periods as the impact will vary depending on the nature and volume of new or materially modified arrangements in any given period.

Revenue Recognition Policy (as adopted January 1, 2011)

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collection is probable. However, determining whether and when some of these criteria have been satisfied often involves assumptions and judgments that can have a significant impact on the timing and amount of revenues we report. For example, we often receive multiple purchase orders or contracts from a single customer or a group of related parties that are evaluated to determine if they are, in effect, parts of a single arrangement. If they are determined to be parts of a single arrangement, revenues are recorded as if a single multiple-element arrangement exists.

Generally, the products we sell do not require significant production, modification or customization of software. Installation of the products is generally routine, consists of implementation and configuration and does not have to be performed by Avid. However, certain transactions for our video products, typically complex solution sales that include a significant number of products and may involve multiple customer sites, require us to perform an installation effort that we may deem to be complex, non-routine and essential to the functionality of the products delivered. In these situations, we do not recognize revenues for either the products shipped or services performed until the essential services have been completed. In addition, if these orders include a customer acceptance provision, no revenues are recognized until the customer's formal acceptance of the products and services has been received.

In the first quarter of fiscal 2011, we adopted ASU No. 2009-13, Multiple-Deliverable Revenue Arrangements, an amendment to ASC Topic 605, Revenue Recognition, and ASU No. 2009-14, Certain Revenue Arrangements That Include Software Elements, an amendment to ASC Subtopic 985-605, Software – Revenue Recognition. ASU No. 2009-13 requires the allocation of revenue, based on the relative selling price of each deliverable, to each unit of accounting for multiple-element arrangements. It also changes the level of evidence of standalone selling price required to separate deliverables by allowing a best estimate of the standalone selling price of deliverables when more objective evidence of fair value, such as vendor-specific objective evidence or third-party evidence, is not available. ASU No. 2009-14 amends ASC Subtopic 985-605 to exclude sales of tangible products containing both software and non-software components that function together to deliver the tangible products essential functionality from the scope of revenue recognition requirements for software arrangements. We adopted this accounting guidance prospectively and applied its provisions to arrangements entered into or materially modified after December 31, 2010.

We recognize revenue from the sale of non-software products, including software bundled with hardware that is essential to the functionality of the hardware, under the general revenue recognition accounting guidance of ASC Topic 605, Revenue Recognition and ASC Subtopic 605-25 Revenue Recognition – Multiple-Element Arrangements. We recognize revenue in accordance with ASC Subtopic 985-605, Software – Revenue Recognition for the following types of sales transactions: (i) standalone sales of software products and related upgrades and (ii) sales of software elements bundled with non-software elements, when the software elements are not essential to the functionality of the non-software elements.

For 2011 and future periods, pursuant to the guidance of ASU No. 2009-13, when a sales arrangement contains multiple elements, such as non-software products, software products, customer support services, and/or professional services, we allocate revenue to each element based on the aforementioned selling price hierarchy. Revenue is allocated to the non-software deliverables as a group and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is then recognized using the guidance for recognizing software revenue, as amended.

The process for determining our ESP for deliverables without VSOE or TPE involves management's judgment. We generally determine ESP based on the following.

- We utilize a pricing model for our products to capture the right value given the product and market context. The model considers such factors as: (i) competitive reference prices for products that are similar but not functionally equivalent, (ii) differential value based on specific feature sets, (iii) geographic regions where the products are sold, (iv) customer price sensitivity, (v) price-cost-volume tradeoffs, and (vi) volume based pricing. Management approval ensures that all of our selling prices are consistent and within an acceptable range for use with the relative selling price method.
- While the pricing model currently in use captures all critical variables, unforeseen changes due to external market forces may result in the revision of some of our inputs. These modifications may result in consideration allocation in future periods that differs from the one presently in use. Absent a significant change in the pricing inputs, future changes in the pricing model are not expected to materially impact our allocation of arrangement consideration.

From time to time, we offer certain customers free upgrades or specified future products or enhancements. For software products, if elements are undelivered at the time of product shipment and provided that we have VSOE of fair value for the undelivered elements, we defer the fair value of the specified upgrade, product or enhancement and recognize those revenues only upon later delivery or at the time at which the remaining contractual terms relating to the elements have been satisfied. If we cannot establish VSOE for each undelivered element, all revenue is deferred until all elements are delivered, we establish VSOE or the remaining contractual terms relating to the undelivered elements have been satisfied. For non-software products, if elements are undelivered at the time of product shipment, we defer the relative selling price of the specified upgrade, product or enhancement and recognize those revenues only upon later delivery or at the time at which the remaining contractual terms relating to the elements have been satisfied.

Approximately 61% of our revenues for the first nine months of 2011 were derived from indirect sales channels, including authorized resellers and distributors. Certain channel partners are offered limited rights of return, stock rotation and price protection. For these partners, we record a provision for estimated returns and other allowances as a reduction of revenues in the same period that related revenues are recorded in accordance with ASC Subtopic 605-15, Revenue Recognition – Products. Management estimates must be made and used in connection with establishing and maintaining a sales allowance for expected returns and other credits. In making these estimates, we analyze historical returns and credits and the amounts of products held by major resellers and consider the impact of new product introductions, changes in customer demand, current economic conditions and other known factors. While we believe we can make reliable estimates regarding these matters, these estimates are inherently subjective. The amount and timing of our revenues for any period may be affected if actual product returns or other reseller credits prove to be materially different from our estimates.

A portion of our revenues from sales of consumer video-editing and audio products is derived from transactions with channel partners who have unlimited return rights and from whom payment is contingent upon the product being sold through to their customers. Accordingly, revenues for these channel partners are recognized when the products are

sold through to the customer instead of being recognized at the time products are shipped to the channel partners.

At the time of a sales transaction, we make an assessment of the collectability of the amount due from the customer. Revenues are recognized only if it is probable that collection will occur in a timely manner. In making this assessment, we consider customer credit-worthiness and historical payment experience. If it is determined from the outset of the arrangement that collection is not probable based on our credit review process, revenues are recognized on a cash-collected basis to the extent that the other criteria of ASC Topic 605, ASC Subtopic 985-605 and Securities and Exchange Commission Staff Accounting Bulletin No. 104 are satisfied. At the outset of the arrangement, we assess whether the fee associated with the order is fixed or determinable and free of contingencies or significant uncertainties. In assessing whether the fee is fixed or determinable, we consider the payment terms of the transaction, our collection experience in similar transactions without making concessions, and our involvement, if any, in third-party financing transactions, among other factors. If the fee is not fixed or determinable, revenues are recognized only as payments become due from the customer, provided that all other revenue recognition criteria are met. If a significant portion of the fee is due after our normal payment terms, which are generally 30 days, but can be up to 90 days, after the invoice date, we evaluate whether we have sufficient history of successfully collecting past transactions with similar terms. If that collection history is sufficient, revenues are recognized upon delivery of the products, assuming all other revenue recognition criteria are satisfied. If we were to change any of these assumptions and judgments, it could cause a material increase or decrease in the amount of revenue reported in a particular period.

RESULTS OF OPERATIONS

NET REVENUES

Our net revenues are derived mainly from sales of computer-based digital, nonlinear media-editing and finishing systems and related peripherals, including shared-storage systems, software licenses, and related professional services and maintenance contracts.

Net Revenues for the Three Months Ended September 30, 2011 and 2010 (dollars in thousands)

	2011		Change		2010
	Net Revenues		\$	%	Net Revenues
Video products revenues	\$ 66,615	\$	(4,220)	(6.0%)	\$ 70,835
Audio products revenues	65,260		1,864	2.9%	63,396
Total products revenues	131,875		(2,356)	(1.8%)	134,231
Services revenues	33,090		2,262	7.3%	30,828
Total net revenues	\$ 164,965	\$	(94)	(0.1%)	\$ 165,059

Net Revenues for the Nine Months Ended September 30, 2011 and 2010 (dollars in thousands)

	2011		Change		2010
	Net Revenues		\$	%	Net Revenues
Video products revenues	\$ 198,943	\$	3,060	1.6%	\$ 195,883
Audio products revenues	199,457		(1,704)	(0.8%)	201,161
Total products revenues	398,400		1,356	0.3%	397,044
Services revenues	94,232		8,101	9.4%	86,131

Total net revenues	\$	492,632	\$	9,457	2.0%	\$	483,175
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The \$0.1 million decrease in revenues for the three-month period ended September 30, 2011 period consisted of a decrease of \$4.2 million in our video products revenues, partially offset by a \$1.9 million increase in our audio products revenues and a \$2.3 million increase in our services revenues. The \$9.5 million increase in revenues for the nine-month period ended September 30, 2011 period consisted of a \$3.1 million increase in our video products revenues and an \$8.1 million increase in our services revenues, partially offset by a \$1.7 million decrease in our audio products revenues. The increases in revenues for the three- and nine-month periods included approximately \$4.8 million and \$10.4 million, respectively, for the favorable impact of currency exchange rates. Conversely, if currency exchange rates stay at or near their September 30, 2011 levels, they may negatively impact our future revenues. During the nine-month period ended September 30, 2011, we recognized \$5.5 million in products revenues as a result of our January 1, 2011 adoption of new revenue recognition guidance. During the three-month period ended September 30, 2011, our products revenues decreased \$0.8 million as a result of the same adoption. See our critical accounting policy disclosure and updated policy for “Revenue Recognition and Allowances for Product Returns and Exchanges” found previously in this Item 2 under the heading “Critical Accounting Policies and Estimates” for a further discussion of the impact of adoption of this guidance.

Video Products Revenues

The 6.0% decrease in our video products revenues for the three months ended September 30, 2011 was primarily the result of decreased revenues from our professional video-editing and, to a lesser extent, consumer video-editing product lines. These decreases were partially offset by increased revenues from our shared storage and Interplay product lines. Avid Media Composer software had strong unit sales and higher revenue, largely driven by promotions during the 2011 periods designed to encourage users of certain competitive products to switch to Avid Media Composer, but professional video-editing revenues were down due to decreased revenues from our hardware-based video-editing solutions. Although our recent releases of Avid Studio and Pinnacle Studio version 15 have been positively reviewed, revenues from our consumer video-editing offerings have been lower than anticipated. We believe this is the result of the effects of continued economic uncertainty on consumer spending and transitional issues related to our introduction of the Avid Studio product brand. Video products revenues decreased in Europe and the Asia-Pacific region and increased in the Americas during the third quarter of 2011, compared to the same period in 2010.

The 1.6% increase in our video products revenues for the nine months ended September 30, 2011 was primarily the result of increased revenues from our shared storage and Interplay product lines, compared to the same period in 2010, partially offset by the decreased revenues from our professional video-editing and consumer video-editing product lines as discussed above. Video products revenues increased in the Americas and decreased slightly in Europe and the Asia-Pacific region during the first nine months of 2011, compared to the same period in 2010.

Audio Products Revenues

The 2.9% increase in our audio products revenues for the three months ended September 30, 2011 was largely the result of increased revenues from our Venue live-sound consoles and audio control surfaces. These increases were partially offset by decreased revenues from our higher-end audio systems, including the Pro Tools product line. Audio products revenues increased in the Americas and Asia-Pacific region and decreased slightly in Europe during the third quarter of 2011, compared to the same period in 2010.

The 0.8% decrease in revenues from our audio products for the nine months ended September 30, 2011 was largely the result of decreased revenues from our higher-end audio systems, partially offset by increases in revenues from our audio control surfaces, Venue live-sound consoles and speaker product lines in the 2011 period. The 2011 audio control surfaces revenues benefited from an increase in revenues attributable to the April 2010 acquisition of

Euphonix. The decrease in revenues from our higher-end audio systems was largely due to slower than anticipated market adoption of some of our Pro Tools HD hardware products launched in the fourth quarter of 2010, as well as a shift in mix to Pro Tools software-only products. Our Pro Tools software-only products, which were designed to provide advanced audio-editing features when installed on standard third-party hardware, experienced strong first quarter 2011 sales following the 2010 Pro Tools 9 introduction. Audio products revenues for the first half of last year also benefited from successful upgrade promotions, not present in the 2011 period, for high-end professional audio products. Audio products revenues increased in the Americas and Asia-Pacific region and decreased slightly in Europe during the first nine months of 2011, compared to the same period in 2010.

Services Revenues

Services revenues are derived primarily from maintenance contracts, as well as professional and integration services and training. The 7.3% and 9.4% increases in services revenues for the three- and nine-month periods ended September 30, 2011, respectively, were primarily the result of increased maintenance revenues, driven by new maintenance contracts and improved renewal rates for existing contracts, as well as increased revenues from professional services. Services revenues increased in the Americas during both the third quarter and first nine months of 2011. Europe services revenues increased during the first nine months of 2011 and were relatively unchanged for the third quarter, compared to the same periods in 2010. Asia-Pacific revenues were relatively unchanged for both periods.

COST OF REVENUES, GROSS PROFIT AND GROSS MARGIN PERCENTAGE

Cost of revenues consists primarily of costs associated with:

- the procurement of components;
- the assembly, testing and distribution of finished products;
 - warehousing;
- customer support costs related to maintenance contract revenues and other services;
 - providing professional services and training;
- royalties for third-party software and hardware included in our products; and
 - amortization of technology.

The amortization of technology, which represents the amortization of developed technology assets acquired in business combinations, is described further in the “Amortization of Intangible Assets” section below.

Costs of Revenues for the Three Months Ended September 30, 2011 and 2010
(dollars in thousands)

	2011 Costs		Change \$	%	2010 Costs
Cost of products revenues	\$ 60,048	\$	(4,373)	(6.8%)	\$ 64,421
Cost of services revenues	16,497		2,303	16.2%	14,194
Amortization of intangible assets	685		(60)	(8.1%)	745
Total cost of revenues	\$ 77,230	\$	(2,130)	(2.7%)	\$ 79,360
Gross profit	\$ 87,735	\$	2,036	2.4%	\$ 85,699

Costs of Revenues for the Nine Months Ended September 30, 2011 and 2010
(dollars in thousands)

	2011 Costs		Change \$	%	2010 Costs
Cost of products revenues	\$ 187,663	\$	(5,864)	(3.0%)	\$ 193,527
Cost of services revenues	46,196		4,823	11.7%	41,373
Amortization of intangible assets	2,036		(621)	(23.4%)	2,657

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Total cost of revenues	\$	235,895	\$	(1,662)	(0.7%)	\$	237,557
Gross profit	\$	256,737	\$	11,119	4.5%	\$	