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

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FORM 10-Q

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

For the Quarterly Period Ended March 29, 2013  
OR

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

For the Transition Period From \_\_\_\_\_ To \_\_\_\_\_

Commission File Number: 001-32431

**DOLBY LABORATORIES, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

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

**90-0199783**

*(I.R.S. Employer Identification No.)*

**100 Potrero Avenue  
San Francisco, CA**

*(Address of principal executive offices)*

**94103-4813**

*(Zip Code)*

**(415) 558-0200**

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

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

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

On April 19, 2013 the registrant had 46,608,727 shares of Class A common stock, par value \$0.001 per share, and 55,118,982 shares of Class B common stock, par value \$0.001 per share, outstanding.

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**PART I – FINANCIAL INFORMATION**  
**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**DOLBY LABORATORIES, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
*(in thousands)*  
*(unaudited)*

	March 29, 2013	September 28, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 328,508	\$ 492,600
Short-term investments	124,415	302,693
Accounts receivable, net of allowance of \$1,098 at March 29, 2013 and \$956 at September 28, 2012	91,201	43,495
Inventories	19,487	16,700
Deferred taxes	84,038	80,966
Prepaid expenses and other current assets	29,432	33,832
Total current assets	677,081	970,286
Long-term investments	327,946	361,614
Property, plant and equipment, net	249,017	254,676
Intangible assets, net	48,489	56,526
Goodwill	280,979	281,375
Deferred taxes	30,988	22,634
Other non-current assets	12,005	13,687
<b>Total assets</b>	<b>\$ 1,626,505</b>	<b>\$ 1,960,798</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 6,673	\$ 14,831
Accrued liabilities	119,638	116,092
Income taxes payable	5,516	2,424
Deferred revenue	20,547	23,493
Total current liabilities	152,374	156,840
Long-term deferred revenue	19,167	18,192
Deferred taxes	2,691	2,696
Other non-current liabilities	43,740	39,837
Total liabilities	217,972	217,565
Stockholders' equity:		
Class A common stock, \$0.001 par value, one vote per share, 500,000,000 shares authorized: 46,594,399 shares issued and outstanding at March 29, 2013 and 46,496,635 at September 28, 2012	47	46
Class B common stock, \$0.001 par value, ten votes per share, 500,000,000 shares authorized: 55,119,529 shares issued and outstanding at March 29, 2013 and 56,598,829 at September 28, 2012	55	57
Additional paid-in capital	3,425	—
Retained earnings	1,378,371	1,709,479
Accumulated other comprehensive income	8,772	10,687
Total stockholders' equity – Dolby Laboratories, Inc.	1,390,670	1,720,269
Controlling interest	17,863	22,964
Total stockholders' equity	1,408,533	1,743,233
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,626,505</b>	<b>\$ 1,960,798</b>

*See accompanying notes to unaudited condensed consolidated financial statements*

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**DOLBY LABORATORIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
*(in thousands, except per share amounts)*  
*(unaudited)*

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
<b>Revenue:</b>				
Licensing	\$ 226,455	\$ 227,849	\$ 431,331	\$ 428,273
Products	17,726	27,228	43,224	53,628
Services	5,165	7,682	11,393	15,036
Total revenue	249,346	262,759	485,948	496,937
<b>Cost of revenue:</b>				
Cost of licensing	6,409	3,303	9,489	6,631
Cost of products	13,206	17,635	31,695	31,523
Cost of services	3,668	2,654	7,704	5,848
Total cost of revenue	23,283	23,592	48,888	44,002
Gross margin	226,063	239,167	437,060	452,935
<b>Operating expenses:</b>				
Research and development	41,948	34,236	84,384	67,062
Sales and marketing	58,130	45,694	116,551	89,510
General and administrative	41,803	37,281	84,911	72,746
Restructuring charges, net	—	910	—	1,278
Total operating expenses	141,881	118,121	285,846	230,596
<b>Operating income</b>	<b>84,182</b>	<b>121,046</b>	<b>151,214</b>	<b>222,339</b>
Interest income	904	1,414	2,243	3,151
Interest expense	(402)	(5)	(427)	(31)
Other income, net	188	60	901	260
Income before income taxes	84,872	122,515	153,931	225,719
Provision for income taxes	(22,633)	(34,198)	(40,215)	(64,036)
Net income including controlling interest	62,239	88,317	113,716	161,683
Less: net income attributable to controlling interest	(328)	(197)	(456)	(404)
<b>Net income attributable to Dolby Laboratories, Inc.</b>	<b>\$ 61,911</b>	<b>\$ 88,120</b>	<b>\$ 113,260</b>	<b>\$ 161,279</b>
Net income per share:				
Basic	\$ 0.61	\$ 0.81	\$ 1.11	\$ 1.48
Diluted	\$ 0.60	\$ 0.81	\$ 1.10	\$ 1.48
Weighted-average shares outstanding:				
Basic	101,638	108,415	102,000	108,650
Diluted	102,680	109,170	102,980	109,242
Related party rent expense included in operating expenses	\$ 343	\$ 343	\$ 686	\$ 686
Related party rent expense included in net income attributable to controlling interest	\$ 904	\$ 632	\$ 1,636	\$ 1,386

*See accompanying notes to unaudited condensed consolidated financial statements*

**DOLBY LABORATORIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
*(in thousands)*  
*(unaudited)*

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
Net income including controlling interest	\$ 62,239	\$ 88,317	\$ 113,716	\$ 161,683
Other comprehensive income (loss):				
Foreign currency translation adjustments, net of tax	(3,105)	1,934	(1,872)	1,557
Unrealized gains (losses) on available-for-sale securities, net of tax	176	306	(561)	192
Comprehensive income	59,310	90,557	111,283	163,432
Less: comprehensive (income) loss attributable to controlling interest	160	(415)	62	(556)
<b>Comprehensive income attributable to Dolby Laboratories, Inc.</b>	<b>\$ 59,470</b>	<b>\$ 90,142</b>	<b>\$ 111,345</b>	<b>\$ 162,876</b>

*See accompanying notes to unaudited condensed consolidated financial statements*

**DOLBY LABORATORIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
*(in thousands)*  
*(unaudited)*

Dolby Laboratories, Inc.							
	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Total Dolby Laboratories, Inc.	Controlling Interest	Total
<b>Balance at September 28, 2012</b>	\$ 103	\$ —	\$1,709,479	\$ 10,687	\$ 1,720,269	\$ 22,964	\$1,743,233
Net income	—	—	113,260	—	113,260	456	113,716
Translation adjustments, net of taxes of \$535	—	—	—	(1,354)	(1,354)	(518)	(1,872)
Unrealized losses on available-for-sale securities, net of taxes of \$315	—	—	—	(561)	(561)	—	(561)
Distributions to controlling interest	—	—	—	—	—	(5,039)	(5,039)
Stock-based compensation expense	—	32,649	—	—	32,649	—	32,649
Repurchase of common stock	(1)	(29,270)	(36,162)	—	(65,433)	—	(65,433)
Cash dividends declared and paid on common stock	—	—	(408,206)	—	(408,206)	—	(408,206)
Tax benefit / (deficiency) from stock incentive plans	—	(2,024)	—	—	(2,024)	—	(2,024)
Class A common stock issued under employee stock plans	—	6,909	—	—	6,909	—	6,909
Shares repurchased for tax withholdings on vesting of restricted stock units	—	(5,132)	—	—	(5,132)	—	(5,132)
Exercise of Class B stock options	—	293	—	—	293	—	293
<b>Balance at March 29, 2013</b>	<b>\$ 102</b>	<b>\$ 3,425</b>	<b>\$1,378,371</b>	<b>\$ 8,772</b>	<b>\$ 1,390,670</b>	<b>\$ 17,863</b>	<b>\$1,408,533</b>

Dolby Laboratories, Inc.							
	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Total Dolby Laboratories, Inc.	Controlling Interest	Total
<b>Balance at September 30, 2011</b>	\$ 110	\$ 210,681	\$1,445,189	\$ 7,533	\$ 1,663,513	\$ 21,837	\$1,685,350
Net income	—	—	161,279	—	161,279	404	161,683
Translation adjustments, net of taxes of \$(373)	—	—	—	1,405	1,405	152	1,557
Unrealized gains on available-for-sale securities, net of taxes of \$(109)	—	—	—	192	192	—	192
Distributions to controlling interest	—	—	—	—	—	(13)	(13)
Stock-based compensation expense	—	23,198	—	—	23,198	—	23,198
Capitalized stock-based compensation expense	—	338	—	—	338	—	338
Repurchase of common stock	(3)	(86,146)	—	—	(86,149)	—	(86,149)
Tax benefit / (deficiency) from stock incentive plans	—	(2,513)	—	—	(2,513)	—	(2,513)
Class A common stock issued under employee stock plans	—	6,552	—	—	6,552	—	6,552
Shares repurchased for tax withholdings on vesting of restricted stock units	—	(3,107)	—	—	(3,107)	—	(3,107)
Exercise of Class B stock options	—	79	—	—	79	—	79
<b>Balance at March 30, 2012</b>	<b>\$ 107</b>	<b>\$ 149,082</b>	<b>\$1,606,468</b>	<b>\$ 9,130</b>	<b>\$ 1,764,787</b>	<b>\$ 22,380</b>	<b>\$1,787,167</b>

*See accompanying notes to unaudited condensed consolidated financial statements*

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**DOLBY LABORATORIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(in thousands)*  
*(unaudited)*

	Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012
<b>Operating activities:</b>		
Net income including controlling interest	\$ 113,716	\$ 161,683
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	26,420	20,103
Stock-based compensation	32,649	23,502
Amortization of premium on investments	5,953	9,306
Excess tax benefit from exercise of stock options	(649)	(425)
Provision for doubtful accounts	270	132
Deferred income taxes	(10,577)	(10,030)
Other non-cash items affecting net income	(872)	2,237
Changes in operating assets and liabilities:		
Accounts receivable	(47,948)	4,103
Inventories	(754)	876
Prepaid expenses and other assets	2,901	(1,128)
Accounts payable and other liabilities	(2,142)	(12,721)
Income taxes, net	4,422	14,108
Deferred revenue	(1,989)	836
Other non-current liabilities	1,428	2,087
Net cash provided by operating activities	122,828	214,669
<b>Investing activities:</b>		
Purchases of available-for-sale securities	(322,997)	(122,249)
Proceeds from sales of available-for-sale securities	467,105	105,454
Proceeds from maturities of available-for-sale securities	64,950	111,515
Purchases of property, plant and equipment	(12,164)	(30,450)
Acquisitions, net of cash acquired	—	(575)
Other investments	(3,000)	—
Purchases of intangible assets	(4,050)	—
Proceeds from sales of property, plant and equipment and assets held for sale	376	715
Net cash provided by investing activities	190,220	64,410
<b>Financing activities:</b>		
Proceeds from issuance of common stock	7,202	6,631
Repurchase of common stock	(65,433)	(86,149)
Payment of cash dividend	(408,206)	—
Distribution to controlling interest	(5,039)	—
Excess tax benefit from the exercise of stock options	649	425
Shares repurchased for tax withholdings on vesting of restricted stock	(5,132)	(3,107)
Net cash used in financing activities	(475,959)	(82,200)
Effect of foreign exchange rate changes on cash and cash equivalents	(1,181)	(403)
Net increase / (decrease) in cash and cash equivalents	(164,092)	196,476
Cash and cash equivalents at beginning of period	492,600	551,512
Cash and cash equivalents at end of period	<b>\$ 328,508</b>	<b>\$ 747,988</b>
<b>Supplemental disclosure:</b>		
Cash paid for income taxes	\$ 47,033	\$ 59,997
Cash paid for interest	\$ 54	\$ 4

*See accompanying notes to unaudited condensed consolidated financial statements*

**DOLBY LABORATORIES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**1. Basis of Presentation**

*Unaudited Interim Financial Statements*

We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the U.S. ("GAAP"), and with Securities and Exchange Commission ("SEC") rules and regulations, which allow for certain information and footnote disclosures that are normally included in annual financial statements prepared in accordance with GAAP to be condensed or omitted. In our opinion, these condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements for the fiscal year ended September 28, 2012 and include all adjustments necessary for fair presentation. The accompanying condensed consolidated financial statements should be read in conjunction with our condensed consolidated financial statements for the fiscal year ended September 28, 2012, which are included in our Annual Report on Form 10-K filed with the SEC.

The results for the fiscal quarter and fiscal year-to-date period ended March 29, 2013 are not necessarily indicative of the results to be expected for any subsequent quarterly or annual financial period, including the fiscal year ending September 27, 2013.

*Principles of Consolidation*

The condensed consolidated financial statements include the accounts of Dolby Laboratories and our wholly owned subsidiaries. In addition, we have consolidated the financial results of jointly owned affiliated companies in which our principal stockholder has a controlling interest. We report these controlling interests as a separate line item in our condensed consolidated statements of operations as net income attributable to controlling interest and in our condensed consolidated balance sheets as controlling interest. We eliminate all intercompany accounts and transactions upon consolidation.

*Use of Estimates*

The preparation of the consolidated financial statements in accordance with GAAP requires management to make certain estimates and assumptions that affect the amounts reported and disclosed in our consolidated financial statements and accompanying notes. Significant items subject to such estimates and assumptions include estimated selling prices for elements sold in multiple-element revenue arrangements, valuation allowances for accounts receivable, carrying values of inventories and certain property, plant, and equipment, products provided under operating leases, goodwill, intangible assets, stock-based compensation, fair values of investments, accrued expenses, including liabilities for unrecognized tax benefits, and deferred income tax assets. Actual results could differ from our estimates.

*Fiscal Year*

Our fiscal year is a 52 or 53 week period ending on the last Friday in September. The fiscal periods presented herein include the 13 and 26 week periods ended March 29, 2013 and March 30, 2012. Our fiscal year ending September 27, 2013 (fiscal 2013) consists of 52 weeks and our fiscal year ended September 28, 2012 (fiscal 2012) consisted of 52 weeks.

*Reclassifications*

Beginning in the first quarter of fiscal 2013, we have recorded settlements from implementation licensees as licensing revenue rather than as an offset to sales and marketing expense. In order to conform to the current period's presentation, we have reclassified these settlements for the prior periods presented within our condensed consolidated statements of operations. For the second quarter and fiscal year-to-date period ended March 30, 2012, licensing revenue now includes amounts recognized under settlement agreements of \$2.5 million and \$3.3 million, respectively. The reclassification did not impact our previously reported operating income, operating cash flows, net income, or earnings per share.

In addition to the reclassification mentioned above, we have reclassified certain prior period amounts within our condensed consolidated financial and accompanying notes to conform to our current period presentation. These reclassifications did not affect total revenue, operating income, operating cash flows, or net income.

**2. Summary of Significant Accounting Policies**

*Recently Issued Accounting Standards*

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Pursuant to our adoption of Accounting Standards Update No. 2011-05, *Comprehensive Income (Topic 220)-Presentation of Comprehensive Income* and Accounting Standards Update No. 2011-12, *Comprehensive Income (Topic 220)-Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income* in Accounting Standards Update No. 2011-05, we elected to present separate condensed consolidated statements of comprehensive income. There have been no other significant changes in our reported financial position or results of operations and cash flows as a result of the adoption of new accounting pronouncements or to our significant accounting policies that were disclosed in our Annual Report on Form 10-K for the fiscal year ended September 28, 2012 that have had a significant impact on our condensed consolidated financial statements or notes thereto.

In December 2011, the FASB issued guidance to amend the disclosure requirements regarding the offsetting of assets and liabilities related to financial and derivative instruments. This new guidance requires an entity to disclose quantitative information in a tabular format about offsetting and related arrangements for recognized financial and derivative instruments to enable the users of its financial statements to evaluate the effect of those netting arrangements on its financial position. This new guidance, which is to be applied on a retrospective basis, is effective for entities with annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. Thus, the effective date of this amended guidance will commence in the first quarter of fiscal 2014. As this new standard only requires enhanced disclosure, the adoption of this guidance will result only in changes in our financial statement presentation and will not impact our financial position or results of operations.

On February 5, 2013, the FASB issued ASU 2013-02,1 which adds new disclosure requirements for items reclassified out of accumulated other comprehensive income (AOCI). The ASU is intended to help entities improve the transparency of changes in other comprehensive income (OCI) and items reclassified out of AOCI in their financial statements. It does not amend any existing requirements for reporting net income or OCI in the financial statements. Both public and nonpublic entities that report items of OCI are affected by the ASU (however, the interim disclosure requirements and effective date differ depending on whether an entity is public or nonpublic). This new guidance, which is to be applied on a retrospective basis, is effective for entities with annual reporting periods beginning on or after December 15, 2013, and interim periods within those annual periods. Thus, the effective date of this amended guidance will commence in the first quarter of fiscal 2014. As this new standard only requires enhanced disclosure, the adoption of this guidance will result only in changes in our financial statement presentation and will not impact our financial position or results of operations.

There have been no changes to our critical accounting policies from those described in our Annual Report on Form 10-K for the fiscal year ended September 28, 2012.

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**3. Composition of Certain Financial Statement Captions**

*Cash, Cash Equivalents, and Investments*

Cash, cash equivalents, and investments consist of the following:

	March 29, 2013	September 28, 2012
(in thousands)		
Cash and cash equivalents:		
Cash	\$325,741	\$468,622
Cash equivalents:		
Money market funds	2,767	17,090
Commercial paper	—	4,885
Municipal debt securities	—	2,003
Total cash and cash equivalents	328,508	492,600
Short-term investments:		
U.S. agency securities	6,902	3,999
Commercial paper	6,980	19,414
Corporate bonds	54,056	107,243
Municipal debt securities	56,477	172,037
Total short-term investments	124,415	302,693
Long-term investments (1):		
U.S. agency securities	46,837	21,013
Corporate bonds	102,700	112,993
Municipal debt securities	175,409	227,608
Other long-term investments (2)	3,000	—
Total long-term investments	327,946	361,614
<b>Total cash, cash equivalents and investments</b>	<b>\$780,869</b>	<b>\$1,156,907</b>

(1) Our long-term investments have maturities that range from one to three years.

(2) Other long-term investments include a \$3.0 million investment made in the first quarter of fiscal 2013, which we have accounted for under the cost method of accounting.

Our investment portfolio, which is recorded as cash equivalents, short-term investments, and long-term investments, consists of the following:

March 29, 2013				
	Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
(in thousands)				
Money market funds	\$2,767	\$—	\$—	\$2,767
U.S. agency securities	53,723	21	(5)	53,739
Commercial paper	6,980	—	—	6,980
Corporate bonds	156,325	443	(12)	156,756
Municipal debt securities	231,532	398	(44)	231,886
<b>Cash equivalents and investments</b>	<b>\$451,327</b>	<b>\$862</b>	<b>\$(61)</b>	<b>\$452,128</b>
September 28, 2012				
	Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
(in thousands)				
Money market funds	\$17,090	\$—	\$—	\$17,090
U.S. agency securities	24,997	18	(3)	25,012
Commercial paper	24,299	—	—	24,299
Corporate bonds	219,265	990	(19)	220,236
Municipal debt securities	400,958	728	(38)	401,648
<b>Cash equivalents and investments</b>	<b>\$686,609</b>	<b>\$1,736</b>	<b>\$(60)</b>	<b>\$688,285</b>

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We have classified all of our investments listed in the tables above as available-for-sale securities recorded at fair market value in our condensed consolidated balance sheets, with unrealized gains and losses reported as a component of accumulated other comprehensive income. Upon sale, amounts of gains and losses reclassified into earnings are determined based on specific identification of the securities sold.

The following tables show the gross unrealized losses and the fair value for those available-for-sale securities that were in an unrealized loss position:

	March 29, 2013					
	Less than 12 months		12 months or greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	(in thousands)					
U.S. agency securities	\$14,061	\$(5)	\$—	\$—	\$14,061	\$(5)
Corporate bonds	24,670	(12)	—	—	24,670	(12)
Municipal debt securities	58,284	(43)	1,583	(1)	59,867	(44)
<b>Total</b>	<b>\$97,015</b>	<b>\$(60)</b>	<b>\$1,583</b>	<b>\$(1)</b>	<b>\$98,598</b>	<b>\$(61)</b>

	September 28, 2012					
	Less than 12 months		12 months or greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	(in thousands)					
U.S. agency securities	\$6,999	\$(3)	\$—	\$—	\$6,999	\$(3)
Corporate bonds	25,277	(19)	—	—	25,277	(19)
Municipal debt securities	87,705	(37)	5,565	(1)	93,270	(38)
<b>Total</b>	<b>\$119,981</b>	<b>\$(59)</b>	<b>\$5,565</b>	<b>\$(1)</b>	<b>\$125,546</b>	<b>\$(60)</b>

The unrealized losses on our available-for-sale securities were primarily a result of unfavorable changes in interest rates subsequent to the initial purchase of these securities. As of March 29, 2013, we had certain securities that were in an unrealized loss position, however we do not intend to, nor currently anticipate a need to sell these securities prior to recovering the associated unrealized losses. We expect to recover the full carrying value of these securities. As a result, we do not consider any portion of the unrealized losses at March 29, 2013 or September 28, 2012 to be an other-than-temporary impairment, nor do we consider any of the unrealized losses to be credit losses.

The following table summarizes the amortized cost and estimated fair value of short-term and long-term available-for-sale investments based on stated maturities as of March 29, 2013 and September 28, 2012:

	March 29, 2013		September 28, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(in thousands)			
Due within 1 year	\$124,266	\$124,415	\$302,154	\$302,693
Due in 1 to 2 years	180,371	180,674	209,302	209,871
Due in 2 to 3 years	143,925	144,272	151,174	151,743
<b>Total</b>	<b>\$448,562</b>	<b>\$449,361</b>	<b>\$662,630</b>	<b>\$664,307</b>

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### *Accounts Receivable*

Accounts receivable consists of the following:

	March 29, 2013	September 28, 2012
	(in thousands)	
Trade accounts receivable	\$87,823	\$43,565
Accounts receivable related to patent administration program	4,476	886
Accounts receivable, gross	92,299	44,451
Less: allowance for doubtful accounts	(1,098)	(956)
<b>Accounts receivable, net</b>	<b>\$91,201</b>	<b>\$43,495</b>

### *Inventories*

Inventories are stated at the lower of cost (first-in, first-out) or market and consist of the following:

	March 29, 2013	September 28, 2012
	(in thousands)	
Raw materials	\$3,506	\$4,403
Work in process	117	—
Finished goods	15,864	12,297
<b>Inventories</b>	<b>\$19,487</b>	<b>\$16,700</b>

We have included \$4.5 million and \$6.5 million of raw materials inventory within other non-current assets in our condensed consolidated balance sheets as of March 29, 2013 and September 28, 2012, respectively. The majority of the inventory included in non-current assets was purchased in bulk in fiscal 2012 to obtain a significant volume discount, and is expected to be consumed over a period that exceeds 12 months. We have reviewed anticipated consumption rates of this inventory and do not believe there to be material risk of obsolescence prior to the ultimate sale of the inventory.

### *Prepaid Expenses and Other Current Assets*

Prepaid expenses and other current assets consist of the following:

	March 29, 2013	September 28, 2012
	(in thousands)	
Prepaid assets	\$12,283	\$14,955
Other current assets	12,013	13,165
Income tax receivable	5,136	5,712
<b>Prepaid expenses and other current assets</b>	<b>\$29,432</b>	<b>\$33,832</b>

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**Property, Plant and Equipment**

Property, plant and equipment are recorded at cost and consist of the following:

	March 29, 2013	September 28, 2012
	(in thousands)	
Land	\$47,994	\$48,227
Buildings	33,048	27,266
Leasehold improvements	63,817	68,352
Machinery and equipment	34,428	29,070
Computer systems and software	88,566	86,266
Furniture and fixtures	13,387	13,158
Construction in progress	82,135	79,965
	363,375	352,304
Less: accumulated depreciation	(114,358)	(97,628)
<b>Property, plant and equipment, net</b>	<b>\$249,017</b>	<b>\$254,676</b>

Depreciation expense for our property, plant and equipment is included in cost of products, cost of services, research and development expenses, sales and marketing expenses, and general and administrative expenses in our condensed consolidated statements of operations.

**Goodwill and Intangible Assets**

The following table outlines changes to the carrying amount of goodwill:

	Total (in thousands)
Balance at September 28, 2012	\$281,375
Translation adjustments	(396)
<b>Balance at March 29, 2013</b>	<b>\$280,979</b>

Intangible assets consist of the following:

	March 29, 2013			September 28, 2012		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Intangible assets subject to amortization:	(in thousands)					
Acquired patents and technology	\$79,113	\$(45,555)	\$33,558	\$79,213	\$(40,071)	\$39,142
Customer relationships	30,675	(17,971)	12,704	30,679	(16,386)	14,293
Other intangibles	20,921	(18,694)	2,227	20,925	(17,834)	3,091
<b>Total</b>	<b>\$130,709</b>	<b>\$(82,220)</b>	<b>\$48,489</b>	<b>\$130,817</b>	<b>\$(74,291)</b>	<b>\$56,526</b>

Amortization expense for our intangible assets is included in cost of licensing, cost of products, and sales and marketing expenses in our condensed consolidated statements of operations.

As of March 29, 2013, our expected amortization expense in future periods is as follows:

Fiscal Year	Amortization Expense (in thousands)
Remainder of 2013	\$7,799
2014	13,566
2015	11,111
2016	8,945
2017	5,816
Thereafter	1,252
<b>Total</b>	<b>\$48,489</b>

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### *Accrued Liabilities*

Accrued liabilities consist of the following:

	March 29, 2013	September 28, 2012
(in thousands)		
Accrued royalties	\$5,664	\$2,391
Amounts payable to joint licensing program partners	43,045	35,492
Accrued compensation and benefits	42,106	47,331
Accrued professional fees	4,064	4,893
Other accrued liabilities	24,759	25,985
<b>Accrued liabilities</b>	<b>\$119,638</b>	<b>\$116,092</b>

### *Other Non-Current Liabilities*

Other non-current liabilities consist of the following:

	March 29, 2013	September 28, 2012
(in thousands)		
Supplemental retirement plan obligations	\$2,046	\$2,042
Non-current tax liabilities	23,654	20,862
Other liabilities	18,040	16,933
<b>Other non-current liabilities</b>	<b>\$43,740</b>	<b>\$39,837</b>

See Note 7 “Income Taxes” for additional information related to tax liabilities.

## 4. Fair Value Measurements

Fair value is the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants at the measurement date. We minimize the use of unobservable inputs and use observable market data, if available, when determining fair value. We classify our inputs to measure fair value using the following three-level hierarchy:

- Level 1: Quoted prices in active markets at the measurement date for identical assets and liabilities.
- Level 2: Prices may be based upon quoted prices in active markets or inputs not quoted on active markets but are corroborated by market data.
- Level 3: Unobservable inputs are used when little or no market data is available and reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability.

Financial assets and liabilities carried at fair value are classified below:

	March 29, 2013			Total
	Level 1	Level 2	Level 3	
(in thousands)				
<b>Assets:</b>				
Investments held in supplemental retirement plan (1)	\$2,144	\$—	\$—	\$2,144
Money market funds (2)	2,767	—	—	2,767
Commercial paper (3)	—	6,980	—	6,980
Corporate bonds (3)	—	156,756	—	156,756
Municipal debt securities (3)	—	231,886	—	231,886
U.S. agency securities (3)	53,739	—	—	53,739
<b>Total</b>	<b>\$58,650</b>	<b>\$395,622</b>	<b>\$—</b>	<b>\$454,272</b>

- (1) These assets are included within prepaid expenses and other current assets and within other non-current assets.
- (2) These assets are included within cash and cash equivalents.
- (3) These assets are included within short-term investments and within long-term investments.

	March 29, 2013			Total
	Level 1	Level 2	Level 3	
(in thousands)				
<b>Liabilities:</b>				
Investments held in supplemental retirement plan (1)	\$2,144	\$—	\$—	\$2,144

<b>Total</b>	<b>\$2,144</b>	<b>\$—</b>	<b>\$—</b>	<b>\$2,144</b>
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(1) These liabilities are included within accrued liabilities and within other non-current liabilities.

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	September 28, 2012			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
<b>Assets:</b>				
Investments held in supplemental retirement plan (1)	\$2,140	\$—	\$—	\$2,140
Money market funds (2)	17,090	—	—	17,090
Commercial paper (2), (3)	—	24,299	—	24,299
Corporate bonds (3)	—	220,236	—	220,236
Municipal debt securities (2), (3)	—	401,648	—	401,648
U.S. agency securities (3)	25,012	—	—	25,012
<b>Total</b>	<b>\$44,242</b>	<b>\$646,183</b>	<b>\$—</b>	<b>\$690,425</b>

(1) These assets are included within prepaid expenses and other current assets and within other non-current assets.

(2) These assets are included within cash and cash equivalents.

(3) These assets are included within short-term investments and within long-term investments.

	September 28, 2012			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
<b>Liabilities:</b>				
Investments held in supplemental retirement plan (1)	\$2,140	\$—	\$—	\$2,140
<b>Total</b>	<b>\$2,140</b>	<b>\$—</b>	<b>\$—</b>	<b>\$2,140</b>

(1) These liabilities are included within accrued liabilities and within other non-current liabilities.

We base the fair value of our Level 1 financial instruments, which are traded in active markets, using quoted market prices for identical instruments. Our Level 1 financial instruments include money market funds, U.S. agency securities, U.S. government bonds, and mutual fund investments held in our supplemental retirement plan.

We obtain the fair value of our Level 2 financial instruments from a professional pricing service, which may use quoted market prices for identical or comparable instruments, or model driven valuations using observable market data or inputs corroborated by observable market data.

To validate the fair value determination provided by our primary pricing service, we perform quality controls over values received which include comparing our pricing service provider's assessment of the fair values of our investment securities against the fair values of our investment securities obtained from another independent source, reviewing the pricing movement in the context of overall market trends, and reviewing trading information from our investment managers. In addition, we assess the inputs and methods used in determining the fair value in order to determine the classification of securities in the fair value hierarchy.

We did not own any Level 3 financial assets or liabilities as of March 29, 2013 or September 28, 2012.

### 5. Stockholders' Equity and Stock-Based Compensation

We have adopted compensation plans that provide stock-based awards as a form of compensation for employees, officers, and directors. We have issued stock-based awards in the form of stock options, restricted stock units, and stock appreciation rights under our equity incentive plans, as well as shares under our Employee Stock Purchase Plan ("ESPP"). We recognize stock-based compensation expense net of estimated forfeitures.

Stock-based compensation expense recorded in our condensed consolidated statements of operations was as follows:

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	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013 (2)	March 30, 2012 (2)	March 29, 2013 (2)	March 30, 2012 (2)
(in thousands)				
Stock-based compensation:				
Stock options (1)	\$3,690	\$5,995	\$11,999	\$12,054
Restricted stock units	10,519	5,880	18,859	11,144
Employee stock purchase plan	736	144	1,791	225
Stock appreciation rights	—	44	—	79
Total stock-based compensation	14,945	12,063	32,649	23,502
Benefit from income taxes	(4,497)	(3,822)	(9,910)	(7,491)
<b>Total stock-based compensation, net of tax</b>	<b>\$10,448</b>	<b>\$8,241</b>	<b>\$22,739</b>	<b>\$16,011</b>

- (1) Expense excludes \$0.2 million and \$0.4 million in the second quarter of fiscal 2012 and fiscal year-to-date period ended March 30, 2012 related to stock-based compensation which was capitalized to property, plant and equipment.
- (2) We also recognize a tax benefit from certain exercises of incentive stock options and shares issued under our ESPP which are not included in the table above. This benefit was not greater than \$0.1 million in both the second quarter of fiscal 2013 and fiscal 2012, and \$0.1 million in both the fiscal year-to-date period ended March 29, 2013 and March 30, 2012.

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
(in thousands)				
Stock-based compensation expense was classified as follows:				
Cost of products	\$150	\$179	\$398	\$345
Cost of services	73	61	224	117
Research and development	4,013	2,968	8,900	5,632
Sales and marketing	5,176	4,004	11,167	7,719
General and administrative	5,533	4,851	11,960	9,689
<b>Total stock-based compensation expense</b>	<b>\$14,945</b>	<b>\$12,063</b>	<b>\$32,649</b>	<b>\$23,502</b>

At March 29, 2013, total unrecorded stock-based compensation expense associated with employee stock options expected to vest was approximately \$46.5 million, which is expected to be recognized over a weighted-average period of 3.0 years. At March 29, 2013, total unrecorded stock-based compensation expense associated with restricted stock units expected to vest was approximately \$88.2 million, which is expected to be recognized over a weighted-average period of 2.8 years.

The following table summarizes information about stock options issued to officers, directors, and employees under our 2000 Stock Incentive Plan and 2005 Stock Plan:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
	(in thousands)		(in years)	(in thousands)
Options outstanding at September 28, 2012	4,622	\$32.50		
Grants (1)	2,275	30.18		
Exercises	(204)	19.60		\$2,602
Forfeitures and cancellations	(170)	41.92		
Options outstanding at March 29, 2013	6,523	29.63	7.9	31,220
Options vested and expected to vest at March 29, 2013	6,266	29.58	7.8	30,319
Options exercisable at March 29, 2013	2,562	28.03	5.7	17,237

- (1) Includes the additional shares of our common stock issuable upon the exercise of those options subject to the equity award modification that occurred in the first quarter of fiscal 2013 in connection with the special cash dividend.

Aggregate intrinsic value is based on the closing price of our common stock on March 29, 2013 of \$33.56 and excludes the impact of stock options that were not in-the-money.

We use the Black-Scholes option pricing model to determine the fair value of employee stock options at the date of grant. The fair value of our stock-based awards was estimated using the following weighted-average assumptions:

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	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
Expected life (in years)	4.37	4.53	4.37	4.53
Risk-free interest rate	0.5%	0.7%	0.5%	0.7%
Expected stock price volatility	37.3%	43.5%	40.5%	44.4%
Dividend yield	—	—	—	—

The following table summarizes information about restricted stock units issued to officers, directors, and employees under our 2005 Stock Plan:

	Shares	Weighted Average Grant Date Fair Value
	(in thousands)	
Non-vested at September 28, 2012	2,572	\$37.98
Granted	1,124	30.79
Vested	(503)	40.72
Forfeitures	(88)	37.36
<b>Non-vested at March 29, 2013</b>	<b>3,105</b>	<b>34.95</b>

### *Common Stock Repurchase Program*

In November 2009, we announced a stock repurchase program, providing for the repurchase of up to \$250.0 million of our Class A common stock. Our Board of Directors approved an additional \$300.0 million for our stock repurchase program in July 2010, \$250.0 million in July 2011, and an additional \$100.0 million in February 2012, for a total authorization of up to \$900.0 million in stock repurchases. Stock repurchases under this program may be made through open market transactions, negotiated purchases, or otherwise, at times and in amounts that we consider appropriate. The timing of repurchases and the number of shares repurchased depend upon a variety of factors, including price, regulatory requirements, the rate of dilution from our equity compensation programs, and other market conditions. We may limit, suspend, or terminate the stock repurchase program at any time without prior notice. This program does not have a specified expiration date. Shares repurchased under the program will be returned to the status of authorized but unissued shares of Class A common stock. As of March 29, 2013, the remaining authorization to purchase additional shares is \$132.9 million.

Stock repurchase activity under the stock repurchase program during the fiscal year-to-date period ended March 29, 2013 is summarized as follows:

	Shares Repurchased	Cost (in thousands) (1)	Average Price Paid per Share (2)
Repurchase activity for the fiscal quarter ended December 28, 2012	1,674,648	\$53,956	\$32.20
Repurchase activity for the fiscal quarter ended March 29, 2013	382,481	\$11,477	\$29.99
<b>Total</b>	<b>2,057,129</b>	<b>\$65,433</b>	

- (1) Cost of share repurchases includes the price paid per share and applicable commissions.  
(2) Excludes commission costs.

### *Equity Award Modification*

On December 11, 2012, our Board of Directors declared a special dividend in the amount of \$4.00 per share on our Class A and Class B Common Stock. Payment of the special dividend was made on December 27, 2012 to all stockholders of record as of the close of business on December 21, 2012 (the "Record Date"). Based on the 102,051,386 shares of Class A and Class B Common Stock outstanding as of the record date, the total special dividend payment was \$408.2 million.

In connection with the declaration of this special dividend in the first quarter of fiscal 2013, we adjusted the number and exercise price of certain eligible outstanding stock options and stock appreciation rights granted under our 2005 Stock Plan and 2000 Stock Incentive Plan in a manner intended to preserve the pre-cash dividend economic value of these awards. Eligible

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awards include stock options and stock appreciation rights that were granted prior to December 2012 and were outstanding as of the day following the record date, with the exception of stock options held by employees in Australia which were not adjusted due to tax considerations. The modification of these existing awards at the dividend declaration date resulted in a total net incremental charge to compensation expense of approximately \$7.9 million, of which approximately \$3.9 million was recognized in the fiscal year-to-date period ended March 29, 2013. This incremental charge is being recognized over the vesting periods of the original awards, determined on a grant-by-grant basis, based on the extent to which the awards were vested as of the date of modification. The incremental charge related to all fully-vested awards as of the modification date was recognized in the first quarter of fiscal 2013. The vesting period for those awards not fully-vested at the time of modification range from one to four years.

Additionally, all outstanding RSUs under the 2005 Stock Plan that were unvested on the day following the record date, including RSUs that were granted on the record date, were modified to allow for the granting of a dividend equivalent (as such term is defined in the 2005 Stock Plan) with respect to each share of our Class A Common Stock underlying the unvested RSU. The dividend equivalent is payable in cash in a per share amount equal to the per share cash dividend on the same date that the related underlying restricted stock unit shares vest. The granting of the dividend equivalent for all outstanding RSUs resulted in a total net incremental charge to compensation expense of approximately \$11.9 million, of which approximately \$2.3 million was recognized in the fiscal year-to-date period ended March 29, 2013. This incremental charge is being recognized over the remaining vesting periods of the RSUs at the date of modification, determined on a grant-by-grant basis. These vesting periods range from one to four years beginning on the first anniversary of the grant.

## 6. Earnings Per Share

We compute basic earnings per share by dividing net income attributable to Dolby Laboratories, Inc. by the weighted-average number of shares of Class A and Class B common stock outstanding during the period. For diluted earnings per share, we divide net income attributable to Dolby Laboratories, Inc. by the sum of the weighted-average number of shares of Class A and Class B common stock outstanding and the potential number of dilutive shares of Class A and Class B common stock outstanding during the period.

The following table sets forth the computation of basic and diluted earnings per share attributable to Dolby Laboratories, Inc.:

	Fiscal Quarter End		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
	(in thousands, except per share amounts)			
<b>Numerator:</b>				
Net income attributable to Dolby Laboratories, Inc.	\$61,911	\$88,120	\$113,260	\$161,279
<b>Denominator:</b>				
Weighted-average shares outstanding—basic	101,638	108,415	102,000	108,650
Potential common shares from options to purchase Class A and Class B common stock	286	521	235	445
Potential common shares from restricted stock units	756	234	745	147
Weighted-average shares outstanding—diluted	102,680	109,170	102,980	109,242
<b>Net income per share attributable to Dolby Laboratories, Inc.—basic</b>	<b>\$0.61</b>	<b>\$0.81</b>	<b>\$1.11</b>	<b>\$1.48</b>
<b>Net income per share attributable to Dolby Laboratories, Inc.—diluted</b>	<b>\$0.60</b>	<b>\$0.81</b>	<b>\$1.10</b>	<b>\$1.48</b>
Antidilutive options excluded from calculation	5,156	5,830	5,245	6,250
Antidilutive restricted stock units excluded from calculation	384	439	1,583	1,592

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### 7. Income Taxes

Our effective tax rate is based on a projection of our annual fiscal year results, and is affected each quarter-end by several factors. These include changes in our projected fiscal year results, recurring items such as tax rates and relative income earned in foreign jurisdictions as well as discrete items that may occur in, but are not necessarily consistent between periods.

Our effective tax rate was 27% and 28% for the second quarter of fiscal 2013 and fiscal 2012, respectively. Our effective tax rate for the second quarter of fiscal 2013 was lower than the second quarter of fiscal 2012 primarily due to additional benefits recognized from the reinstatement of the federal research credits in January 2013.

Our effective tax rate was and 26% and 28% for the fiscal year-to-date period ended March 29, 2013 and March 30, 2012, respectively. Our effective tax rate for the fiscal year-to-date period ended March 29, 2013 was lower than the fiscal year-to-date period ended March 30, 2012 primarily due to the same factor discussed above.

As of March 29, 2013, the total amount of gross unrecognized tax benefits was \$20.0 million, of which \$13.5 million, if recognized, would reduce our effective tax rate. Our liability for unrecognized tax benefits is classified within other non-current liabilities in our condensed consolidated balance sheets.

*Withholding Tax.* We recognize licensing revenue gross of withholding taxes, which our licensees remit directly to their local tax authorities. We reduce our income tax provision for withholding taxes in various jurisdictions for allowable foreign tax credits. Withholding tax remittances were \$11.9 million and \$10.2 million in the second quarter of fiscal 2013 and fiscal 2012, respectively, and \$21.3 million and \$21.4 million in the fiscal year-to-date period ended March 29, 2013 and March 30, 2012, respectively.

### 8. Legal Proceedings

We are involved in various legal proceedings from time to time arising from the normal course of business activities, including claims of alleged infringement of intellectual property rights, commercial employment, and other matters. In our opinion, resolution of these proceedings is not expected to have a material adverse impact on our operating results or financial condition. Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period; however, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss. There has not been a material change in the status of legal proceedings since our fiscal year ended September 28, 2012.

### 9. Commitments and Contingencies

The following table presents a summary of our contractual obligations and commitments as of March 29, 2013:

	Payments Due By Fiscal Period						Total
	Remainder of Fiscal 2013	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Thereafter	
	(in thousands)						
Naming rights (1)	\$—	\$7,341	\$7,432	\$7,525	\$7,619	\$126,414	\$156,331
Operating leases (2)	7,001	11,724	8,268	6,067	4,339	5,543	42,942
Purchase obligations (3)	2,719	692	256	212	18	—	3,897
<b>Total</b>	<b>\$9,720</b>	<b>\$19,757</b>	<b>\$15,956</b>	<b>\$13,804</b>	<b>\$11,976</b>	<b>\$131,957</b>	<b>\$203,170</b>

- (1) In April 2012, we entered into an agreement for naming rights and related benefits with respect to the Dolby Theatre in Hollywood, California, the location of the Academy Awards®. The term of the agreement is 20 years, over which we will make payments on a semi-annual basis with the exception of fiscal 2013 when no payments are due. Our payment obligations are conditioned in part on the Academy Awards® being held and broadcast from the Dolby Theatre.
- (2) Operating lease payments include future minimum rental commitments, including those payable to our principal stockholder and portions attributable to the controlling interests in our wholly owned subsidiaries, for non-cancelable operating leases of office space as of March 29, 2013.
- (3) Our purchase obligations consist of agreements to purchase goods and services, entered into in the ordinary course of business. These represent non-cancelable commitments for which a penalty would be imposed if the agreement was canceled for any reason other than an event of default as described by the agreement.

We are party to certain contractual agreements under which we have agreed to provide indemnifications of varying scope and duration to the other party relating to our licensed intellectual property. Historically, we have made no payments for

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these indemnification obligations and no amounts have been accrued in our condensed consolidated financial statements with respect to these obligations. Due to their varying terms and conditions, we are unable to make a reasonable estimate of the maximum potential amount we could be required to pay.

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

*The following discussion and analysis should be read in conjunction with our interim condensed consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. These discussions contain forward-looking statements reflecting our current expectations, which involve risks and uncertainties. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," or the negative of these terms or other comparable terminology. Forward-looking statements include, but are not limited to: statements regarding the extent and timing of future licensing, products, and services revenue levels and mix, expenses, margins, net income per diluted share, income taxes, tax benefits, acquisition costs and related amortization, and other elements of results of operations; our expectations regarding demand and acceptance for our technologies; growth opportunities and trends in the markets in which we operate; our plans, strategies, and expected opportunities; the deployment of and demand for our products and for products incorporating our technologies; and future competition. Actual results may differ materially from those discussed in these forward-looking statements due to a number of factors, including the risks set forth in Part II, Item 1A, "Risk Factors," of this Quarterly Report on Form 10-Q and elsewhere in this filing. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report on Form 10-Q to conform our prior statements to new developments or actual results.*

### Overview

Dolby Laboratories has been a leading solutions provider to the entertainment industry for more than 45 years. We provide products, services, and technologies to capture, distribute, and play back entertainment content that gives consumers a premium entertainment experience, regardless of how or where they choose to enjoy it. Our core strengths range from our expertise in digital signal processing and compression technology to our long history of providing products, tools, and technologies to participants in the entertainment industry at each stage in the content creation, distribution, and playback process. We provide products and services that enable content creators and distributors to produce, encode, and transmit content with our premium audio technologies, and we license decoding technologies to the manufacturers of entertainment devices to ensure that content is ultimately experienced as the creator and distributor intended.

Throughout our history, we have introduced numerous innovations that have significantly improved the quality of audio entertainment, such as noise reduction for the recording and cinema industries and surround sound for cinema and home entertainment. Today, we continue to derive the vast majority of our revenue from our audio technologies.

Looking forward, we see a number of industry trends that create opportunities for the continued growth of our audio business, including consumers' increasing use of mobile devices—such as tablets and smartphones—to play back digital content. Our portfolio of technologies and solutions optimize the audio experience for mobile devices to provide consumers with rich, clear, and immersive sound.

In 2012, we announced Dolby Atmos, a new audio platform for cinema that delivers a more natural and realistic sound field. Since then, numerous movie titles have been released or announced in Dolby Atmos from major studios such as Disney, Twentieth Century Fox, and Warner Bros.

We also see opportunities to apply our core strengths in areas beyond audio. For example, we believe that significant improvements can be made in the technology currently used to deliver and play back premium video, and we have identified solutions that may substantially improve the video experience. Similarly, we believe we can apply our existing audio technologies to improve the clarity and quality of voice communications in areas such as multi-party teleconferencing.

### Business Model

We generate the majority of our revenue by licensing technologies to original equipment manufacturers ("OEM") of consumer entertainment products and to software vendors. We also generate revenue by selling products and related services to creators, distributors and exhibitors of entertainment content.

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We participate in the global entertainment industry in several important ways:

- We offer products, services, and technologies to creators and distributors of entertainment content, such as motion picture, television, and music recording studios, television broadcasters, satellite and cable operators, cinema theatre chains, and increasingly, Internet content streaming and download service providers. These content creators and distributors use our products, services, and technologies to encode and transmit content, creating rich, clear, and immersive audio experiences for consumers upon playback.
- We license technologies, such as Dolby Digital, Dolby Digital Plus, and Dolby TrueHD to OEMs and software vendors for incorporation into their consumer entertainment, mobile, and other products, so that consumers can play back audio content with our technologies in the rich, clear, and immersive manner the creators intended.
- We work directly with standards-setting organizations in the entertainment and technology industries, as well as governments and other regulatory bodies, to promote adoption of our technologies in their standards. As a result, our technologies are included in the majority of worldwide TV shipments to support digital TV standards around the world. Our technologies are also included in virtually all DVD players, Blu-ray Disc players, audio/video receivers, and personal computer (“PC”) DVD software players.

We license our technologies to OEMs and software vendors in 44 countries, and our licensees distribute products incorporating our technologies throughout the world. We sell our products and services in over 80 countries. In the fiscal year-to-date period ended March 29, 2013 and March 30, 2012, revenue from outside of the U.S. represented 69% and 68% of our total revenue, respectively. Geographic data for our licensing revenue is based on the location of our licensees’ headquarters. Products revenue is based on the destination to which we ship our products, while services revenue is based on the location where services are performed.

### **Opportunities, Challenges, and Risks**

Our licensing and product markets are characterized by rapid technological changes, new and improved product features and performance, changing customer demands, evolving industry standards, changing licensee needs, and product life cycles that can result in obsolescence. We believe that these changes present us with opportunities to provide realistic and immersive audio experiences to consumers through new and emerging delivery channels. However, as described below, our licensing revenue is subject to uncertainties and trends relating to technology and market growth, as well as the mix of products sold that incorporate our technologies. Our licensing business also could be affected by adverse general economic conditions, because many of the products in which our technologies are incorporated are discretionary goods.

The following table presents a summary of the composition of our revenues for the quarter and fiscal year-to-date periods ended March 29, 2013 and March 30, 2012:

Revenue	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
Licensing	91%	87%	89%	86%
Products	7%	10%	9%	11%
Services	2%	3%	2%	3%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

### **Licensing**

Consumer choices for entertainment content delivery continue to evolve. Competition across delivery channels has intensified as reflected in the changing composition of our licensing revenue and a shift from optical-based to non-optical based disc products. The latter now represents the majority of our licensing revenue from products such as TVs, set-top boxes, and mobile devices, as well as from post-processing technologies incorporated in a range of devices. Our optical disc-based revenue is generated from the licensing of technologies that enable DVD or Blu-ray Disc playback including those incorporated in the Microsoft Windows operating system, independent PC DVD software players, and consumer DVD and Blu-ray Disc players.

Looking forward, we expect continued growth in the proportion of our licensing revenue we derive from non-optical disc sources. This will be driven partly by the maturity of optical disc as a method for delivering content, but also by the significant opportunities presented by digital broadcast and online and mobile distribution, as well as the inclusion of our technologies in the Windows 8 operating system to enable the playback of online content. We also see significant opportunities to offer encode/decode solutions in video and voice that leverage our expertise in signal processing, compression, and the capture and playback of content.

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*Licensing Revenue By Market Comparison*

The following table presents the composition of our licensing business and revenues for the quarter and fiscal year-to-date periods ended March 29, 2013 and March 30, 2012:

Market	Fiscal Quarter Ended		Fiscal Year-to-Date Ended		Main Products Incorporating Our Technologies
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012	
Broadcast	38%	35%	36%	33%	Televisions and set-top boxes
PC	26%	27%	27%	28%	Microsoft Windows operating systems and DVD software players
Consumer Electronics	15%	20%	16%	20%	DVD and Blu-ray Disc players and recorders, audio/video receivers, and home-theater-in-a-box systems
Mobile	10%	8%	11%	8%	Smartphones, tablets and other mobile devices
Other	11%	10%	10%	11%	Video game consoles, Automotive (in-car DVD players)
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	

The growth of the Internet, and the related shift by consumers toward online entertainment content, has resulted in a global trend toward an array of online streaming and download services. Content creators and distributors are increasingly focused on delivering content across a multitude of media and devices with varying bandwidth and performance capabilities, including PCs, connected TVs, set-top boxes, gaming consoles, connected Blu-ray Disc players, and various mobile devices. Many mobile devices now designed for enhanced capture and playback present a challenge for content creators and device manufacturers seeking consistent audio quality. We believe this challenge provides an opportunity similar to that of digital broadcast, whereby we can provide solutions to optimize the audio experience across the online and portable device markets.

In the area of content creation and delivery, our technologies are included in DVD, Blu-ray Disc, and certain broadcast standards, and we are working to extend our technologies to online delivery services. Online content aggregators, including Netflix, Amazon, VUDU, Apple, HBO GO, Samsung's Acetrax, and the Roxio Now platform, use our technologies to encode video and audio content. Leading music services such as Rhapsody and Omnifone use our audio encoding tools to deliver a rich music experience to their subscribers. In the second quarter of fiscal 2012, HBO adopted Dolby Digital Plus in its HBO GO content for select connected TVs. HBO now offers Dolby Digital Plus in its HBO GO service for content delivered to certain TVs and gaming consoles. In addition, Samsung now offers Dolby Digital Plus surround sound audio through the Acetrax Video on Demand application. Finally, beginning in the second quarter of fiscal 2013, we entered into agreements with Sony, Universal, and Warner Bros. whereby these studios will encode their Ultraviolet content in Dolby Digital Plus.

*Broadcast Market*

Our broadcast market is primarily driven by demand for our technologies in televisions and set-top boxes. Dolby technology was included in a higher percentage of televisions and set-top boxes in the second quarter of fiscal 2013, which drove increased revenue relative to the same period in the prior year. We see opportunities in working with specific operators and standards bodies across emerging markets to adopt our multichannel formats. Given the percentage of the world's population that lives in countries in emerging markets and the number of televisions and set-top boxes sold in such markets, we believe that these markets present significant opportunities for growth. These countries within emerging markets continue converting to digital television, and we are well positioned to benefit as this transition continues. Broadcast services, such as terrestrial broadcast or Internet protocol television ("IPTV") services that operate under bandwidth constraints, represent another area of opportunity for Dolby technologies, which enable the delivery of high quality audio content at reduced bit rates, thereby conserving bandwidth. We may not, however, be able to extend our current success in the broadcast market to these new opportunities.

*PC Market*

Our technologies are in the majority of PCs sold today due to their incorporation in Microsoft Windows 8 for disc and online content playback and, for versions prior to Windows 8, primarily because of their inclusion in DVD and Blu-ray Disc playback. Our technologies are included in the industry standards for DVD and Blu-Ray Disc playback. Historically, we have licensed our technologies to a range of PC licensees, including independent software vendors ("ISV"), PC OEMs, and operating system providers. The release of new versions of major PC operating systems has often resulted in changes in the mix of our PC licensees. In 2007, Microsoft released its Windows Vista operating system, which included our technologies to enable DVD audio playback in two of its editions. In fiscal 2009, Microsoft released its Windows 7 operating system, which included our technologies within four editions. As a result, since 2007 the mix of our PC licensing revenue from operating systems has increased relative to that from OEMs and ISVs. We currently license our audio codec technologies directly to

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OEMs such as Apple, Toshiba, and Sony to support optical disc playback on PCs, and we license our PC Entertainment Experience (“PCEE”) technologies to multiple PC OEMs through our PCEE licensing program.

In May 2012, we entered into an agreement with Microsoft under which Dolby Digital Plus 5.1 channel decoding and Dolby Digital two-channel encoding are included in all PCs and tablets licensed to run the Windows 8 operating system. Under the arrangement, OEMs generally are required to directly license and pay us a base royalty rate for the right to use the Dolby technologies included in Windows 8 installed on the PCs they produce for online and file-based content. OEMs are required to pay a higher per-unit royalty for Windows 8 PCs that also include optical disc playback functionality, which is implemented by ISV applications. This higher rate is comparable to the rates paid historically for the inclusion of Dolby disc playback software in the PC market.

We believe that the Microsoft Windows 8 arrangement provides a simple and consistent way for OEMs to enable playback with our technologies of content delivered by online services and video in local files on the device. In the prior quarter, we began generating revenue from the Windows 8 arrangement, while Microsoft continues to license its Windows 7 operating systems with our technologies. The impact on our licensing revenue from the transition to Windows 8 will depend on several factors, including:

- The extent and rate at which Windows 8 is adopted in the marketplace;
- The extent to which OEMs include optical disc playback in Windows 8 devices;
- The extent to which earlier versions of Microsoft operating systems, including Windows 7, continue to be licensed after the release of Windows 8;
- Our ability to establish and extend licensing relationships directly with PC OEMs and ISVs;
- The rate at which entertainment content shifts from optical disc media to online media, thus reducing the need for PCs to have optical disc drives and DVD and Blu-ray Disc software players; and
- Our ability to extend the adoption of our technologies to online and mobile platforms.

In the short term, revenue from our PC market remains dependent on several factors, including underlying PC unit shipments and the extent to which our technologies are included in operating systems and ISV media applications. We continue to face risks relating to:

- Purchasing trends away from traditional PCs and toward alternative devices without optical disc drives, such as ultrabooks and tablets, which may not include our technologies;
- The prevalence of PC software that includes our technologies on an unauthorized and infringing basis, for which we receive no royalty payments; and
- Continued decreasing inclusion of ISV media applications by PC OEMs in their Windows 7-based PCs, as Windows 7 already incorporates DVD playback software.

### *Consumer Electronics (“CE”) Market*

Our CE market is primarily driven by revenue attributable to Blu-ray Disc and DVD players and recorders. Sales of DVD players are declining as a result of the maturity of the DVD platform and a shift to Blu-ray players and other connected devices capable of delivering content. The decline in DVD revenue is only partly offset by revenue from Blu-ray players which have been adversely impacted by the popularity of other connected devices. At the same time, royalties on Blu-ray players have declined as licensees have migrated to products with lower average selling prices.

### *Mobile Market*

Our Mobile market is largely driven by sales of smartphones and tablet devices that incorporate our technologies. Our growth in this market is dependent not only on the underlying growth of the mobile device market as a whole, but also on the success of the mobile devices incorporating our technologies. Currently, these devices include Android smartphones and tablets, Amazon Kindle Fire HD tablets, and Microsoft Windows 8 smartphones and tablets.

### *Other Markets*

Revenue generated from our other markets stem from gaming, automotive and licensing services. Revenue attributable to gaming and automotive is primarily driven by sales of video game consoles and in-car entertainment systems, respectively, that incorporate our Dolby Digital, Dolby Digital Plus, AAC, and Dolby TrueHD technologies. Licensing services revenue, from administration of joint licensing programs, is primarily driven by demand for standards-based audio compression technologies for broadcast, PC, CE, and mobile products.

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Consumer entertainment products throughout the world incorporate our technologies. We expect that sales of such products incorporating our technologies in emerging economies such as Brazil, China, India, and Russia, will increase in the future as consumers in these markets acquire more disposable income with which to purchase entertainment products. However, events in these economies or in the general global economy may prevent this from occurring. Moreover, we expect that OEMs in lower-cost manufacturing countries, including China, will increase production in response to this demand and that traditional OEMs will continue to shift their manufacturing operations to these lower-cost manufacturing countries. There are substantial risks associated with doing business in such countries, including OEMs failing to report or underreporting shipments of products incorporating our technologies, that have affected and will continue to affect our operating results.

### *Revenue from Significant Customers*

Revenue from Microsoft represented approximately 8% and 14% in the second quarter of fiscal 2013 and 2012, respectively, and approximately 10% and 14% of our total revenue in the fiscal year-to-date period ended March 29, 2013 and March 30, 2012, respectively, and included licensing revenue from our PC, CE, and other markets. Additionally, revenues from Samsung have continued on an upward trend, representing approximately 13% of our total revenue in the second quarter of fiscal 2013 and approximately 12% in the fiscal year-to-date period ended March 29, 2013, primarily licensing revenue from our Mobile and Broadcast markets. Revenues from Samsung did not exceed 10% of our total revenue in the prior periods presented.

### *Products*

Products revenue is driven primarily by sales of equipment to cinema operators and broadcasters. Revenue from our cinema products tends to fluctuate based on the underlying trends in the cinema industry.

The following table presents the composition of our products revenue for the quarter and fiscal year-to-date periods ended March 29, 2013 and March 30, 2012:

Revenue	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
Broadcast	11%	10%	9%	11%
Cinema	86%	87%	87%	86%
Other	3%	3%	4%	3%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

The industry's transition from traditional film to digital cinema is substantially complete. Digital cinema offers motion picture studios a means to save costs in printing and distributing movies, combat piracy, and enable repeated movie playback without degradation in image and audio quality. Our cinema products include our Dolby Digital Cinema Integrated Media Block ("IMB"), screen server and central library server, for the storage and playback of digital content, and our digital audio processor, which provides audio control for our digital cinema servers. We expect that most cinema owners who are either constructing new theaters or upgrading existing theaters will choose digital cinema products over traditional film cinema products. However, our competitive position in the digital cinema market is not as strong as our historical position was in the traditional film cinema market. For example, digital cinema specifications are based on open standards which, unlike traditional cinema standards, do not include our proprietary audio technologies. Furthermore, we face more pricing and other competitive pressures for our digital cinema products than we experience for our traditional film cinema products.

Digital cinema standards are defined by the Digital Cinema Initiative ("DCI") specifications, and we have developed software for our currently available digital cinema servers that are DCI compliant. This software allows all systems in the field to be readily updated and brought into compliance.

Our recently introduced Dolby Atmos platform enhances the cinema experience through the use of a hybrid approach that combines multi-channel audio with discrete audio objects. This approach provides more flexibility and control for sound designers and mixers to deliver a more natural and realistic sound environment.

Our digital 3D products provide 3D image capabilities when combined with a digital cinema projector and server. Our cinema products revenue has been negatively impacted by declines in unit shipments and lower selling prices for 3D products, as the market for 3D cinema equipment has become increasingly competitive. We also believe the decrease in revenue from our 3D products reflects a higher saturation of 3D enabled screens within the cinema industry.

Our traditional film cinema products are used primarily to read, decode, and play back film soundtracks, to calibrate cinema sound systems, and to enable soundtracks encoded in digital audio formats to be played back on analog cinema audio

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systems. As investment by the cinema industry in digital cinema has increased, revenue from our traditional film cinema products has declined, and we expect this decline to continue.

Our broadcast products are used to encode, transmit, and decode multiple channels of high quality audio content for DTV and HDTV program production and broadcast distribution and to measure the subjective loudness of audio content within broadcast programming.

### *Services*

Services revenue is primarily tied to activity in the cinema industry, and has been adversely impacted by the industry's transition from film to digital-based production. Services are also dependent upon the volume of film production by studios and independent filmmakers. Several factors influence the number of movies produced in a given fiscal period, including strikes and work stoppages within the cinema industry, as well as tax incentive arrangements provided by many governments to promote local filmmaking. Our services revenue stream continues to face significant competition from full-service post-production companies.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"), and pursuant to Securities and Exchange Commission ("SEC") rules and regulations. GAAP and SEC rules and regulations require us to use accounting policies and make certain estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingencies as of the date of the financial statements, and the reported amounts of revenue and expenses during a fiscal period. The SEC considers an accounting policy or estimate to be critical if it is both important to a company's financial condition and/or results of operations and requires significant judgment on the part of management in its application. On a regular basis, we evaluate our assumptions, judgments, and estimates. We have discussed the selection and development of our critical accounting policies and estimates with the Audit Committee of our Board of Directors. The Audit Committee has reviewed disclosures of these policies and estimates in our Annual Report on Form 10-K for the fiscal year ended September 28, 2012. Although we believe that our judgments and estimates are appropriate and correct, actual results may differ from these estimates. There have been no changes to our critical accounting policies from those described in our Annual Report on Form 10-K for the fiscal year ended September 28, 2012.

We consider the following to be critical accounting policies and estimates because we believe they are both important to the portrayal of our financial condition and results of operations and require management judgments about matters that are uncertain. If actual results or events differ materially, our reported financial condition and results of operation for future periods could be materially affected. See our "*Risk Factors*" for further information on the potential risks to our future results of operations.

#### *Revenue Recognition*

We enter into revenue arrangements with our customers to license technologies, trademarks, and know-how and to sell products and services. We recognize revenue when all of the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable, and collectibility is probable. Judgment is required to assess whether collectibility is probable. We determine collectibility based on an evaluation of our customer's recent payment history, the existence of a standby letter of credit between the customer's financial institution and our financial institution, and other factors.

Our revenue arrangements may include multiple elements, such as hardware, software, maintenance, and other services. We evaluate each element in a multiple element ("ME") arrangement to determine whether it represents a separate unit of accounting. An element constitutes a separate unit of accounting when it has standalone value and delivery of an undelivered element is both probable and within our control. When these criteria are not met, the delivered and undelivered elements are combined and the arrangement fees are allocated to a combined single unit.

If the unit separation criteria are met, we account for each element within a ME arrangement (such as hardware, software, maintenance, and other services) separately, and we allocate fees from the arrangement based on its relative selling price, which we establish using a selling price hierarchy. We determine the selling price of each element based on its vendor specific objective evidence ("VSOE"), if available, third-party evidence ("TPE") if VSOE is not available, or estimated selling price ("ESP") if neither VSOE nor TPE is available.

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We determine our best estimate of the selling price for an individual element within a ME revenue arrangement using the same methods used to determine the selling price of an element sold on a standalone basis. If we sell the element on a standalone basis, we estimate the selling price by considering actual sales prices. Otherwise, we estimate the selling price by considering internal factors such as pricing practices and margin objectives. Consideration is also given to market conditions such as competitor pricing strategies, customer demands, and industry technology lifecycles. Management applies judgment to establish margin objectives, pricing strategies, and technology lifecycles.

For some arrangements, customers receive certain elements over a period of time, after delivery of the initial product. These elements may include support and maintenance or the right to receive upgrades. Revenue allocated to the undelivered element is recognized either over its estimated service period or when the upgrade is delivered. We do not recognize revenue that is contingent upon the future delivery of products or services or upon future performance obligations. We recognize revenue for delivered elements only when we have completed all contractual obligations.

Revenue recognition for transactions which involve software, such as fees we earn from certain system licensees, requires judgment, including whether a software arrangement includes ME, and if so, whether VSOE of fair value exists for those elements. For some of our ME arrangements, customers receive certain elements of the arrangement over a period of time or after delivery of the initial software. These elements may include support and maintenance. The fair values of these elements are recognized over the estimated period for which these elements will be delivered, which is sometimes the estimated life of the software. If we do not have VSOE of fair value for any undelivered element included in these ME arrangements for software, we defer revenue until all elements are delivered or services have been performed, or until we have VSOE of fair value for all remaining undelivered elements. If the undelivered element is support and we do not have fair value for the support element, revenue for the entire arrangement is bundled and recognized ratably over the support period.

We account for our digital cinema server sales as ME arrangements that may include up to three separate units, or elements, of accounting. The first element consists of our digital cinema server hardware and the accompanying software, which is essential to the functionality of the hardware. This element is typically delivered at the time of sale. The second element is the right to receive support and maintenance, which is included with the purchase of the hardware element and is typically delivered over a service period subsequent to the initial sale. The third element is the right to receive specified upgrades, which is included with the purchase of the hardware element and is typically delivered when a specified upgrade is available, subsequent to the initial sale. The application of the revenue accounting standards to our digital cinema server sales typically results in the allocation of a substantial majority of the arrangement fees to the delivered hardware element based on its ESP, relative to the VSOE or ESP of the other elements, which we recognize as revenue at the time of sale. A small portion of the arrangement fees is allocated to the undelivered support and maintenance element, and in some cases to the undelivered specified upgrade element, based on the VSOE or ESP of each element. The portion of the arrangement fees allocated to the support and maintenance element is recognized as revenue ratably over the estimated service period and the portion of the arrangement fees allocated to specified upgrades is recognized as revenue upon delivery of the upgrade.

### ***Goodwill, Intangible Assets, and Long-Lived Assets***

We perform our annual goodwill impairment test during the third quarter of each fiscal year, and whenever events or changes in circumstances indicate that the carrying amount may be impaired.

In performing our annual goodwill impairment test, we first assess qualitative factors to determine whether it is more likely than not (a likelihood of more than 50%) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a two-step goodwill test. We consider events and circumstances, including but not limited to, macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, changes in management or key personnel, changes in strategy, changes in customers, changes in the composition or carrying amount of a reporting unit's net assets and changes in the price of our common stock. If, after assessing the totality of events or circumstances, we determine that it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then the two-step goodwill impairment test is not performed.

If the two-step goodwill test is performed, we evaluate and test our goodwill for impairment at a reporting-unit level using expected future cash flows to be generated by the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the calculated fair value of the goodwill. A reporting unit is an operating segment or one level below. Our operating segments are aligned with the management principles of our business.

We completed our annual goodwill impairment assessment in the fiscal quarter ended June 29, 2012. At the time of our annual goodwill impairment test for fiscal 2012, we had two reporting units: Via, which corresponds to our wholly owned subsidiary and has no assigned goodwill, and Dolby Entertainment Technology ("DET"), with goodwill of \$263.5 million. We determined, after performing a qualitative review and assessing the totality of the events and circumstances described above,

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that it is more likely than not that the fair value of each reporting unit is greater than its carrying amount. Accordingly there was no indication of impairment and the two-step goodwill impairment test was not performed. We did not recognize any goodwill impairment losses in either the fiscal year-to-date period ended March 29, 2013 or March 30, 2012.

Intangible assets with definite lives are amortized over their estimated useful lives. Our intangible assets principally consist of acquired technology, patents, trademarks, customer relationships, and contracts, which are amortized on a straight-line basis over their useful lives ranging from two to fifteen years.

We review long-lived assets, including intangible assets, for impairment whenever events or a change in circumstances indicate an asset's carrying value may not be recoverable. Recoverability of an asset is measured by comparing its carrying value to the total future undiscounted cash flows that the asset is expected to generate. If it is determined that an asset is not recoverable, an impairment loss is recorded in the amount by which the carrying value of the asset exceeds its estimated fair value.

### ***Accounting for Income Taxes***

We make estimates and judgments that affect our accounting for income taxes. This includes estimating actual tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences, including the timing of the recognition of stock-based compensation expense, result in deferred tax assets and liabilities, which are included in our condensed consolidated balance sheets. We also assess the likelihood that our deferred tax assets will be recovered from future taxable income, and to the extent that we believe that recovery is not likely, we establish a valuation allowance.

Our policy is to recognize a tax benefit from an uncertain tax position only if it is more likely than not that the tax position is sustainable upon examination by tax authorities. We include interest and penalties related to gross unrecognized tax benefits within our provision for income taxes. When accrued interest and penalties do not ultimately become payable, amounts accrued are reduced in the period that such determination is made and are reflected as a reduction of the overall income tax provision.

Significant judgment is required in determining the provision for income taxes, the deferred tax asset and liability balances, the valuation allowance against our deferred tax assets, and the reserve resulting from uncertainties in income tax positions. Our financial position and results of operations may be materially affected if actual results differ significantly from these estimates or if the estimates are adjusted in future periods.

### ***Valuation and Classification of Investments***

Fair value is the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants at the measurement date.

We classify our financial assets and liabilities measured at fair value using a three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that reflect the assumptions market participants would use in pricing the investment that are based on market data obtained from sources independent of the reporting entity, such as market quoted prices. GAAP establishes a three-level hierarchy prioritizing the inputs used in measuring fair value as follows: the fair value hierarchy gives the highest priority to quoted prices in active markets that are accessible by us at the measurement date for identical investments, described as Level 1, and the lowest priority to valuation techniques using unobservable inputs, described as Level 3. We obtain the fair value of our Level 2 financial instruments from a professional pricing service, which may use quoted market prices for identical or comparable instruments. Fair value from this professional pricing source can also be based on pricing models whereby all significant inputs, including maturity dates, issue dates, settlement dates, benchmark yields, reported trades, broker-dealer quotes, issuer spreads, benchmark securities, bids, offers, and other market related data, are observable or can be derived from or corroborated by observable market data for substantially the full term of the asset.

The degree to which estimates and judgment are used in determining fair value, is generally dependent upon the market pricing information available for the investments, the availability of observable inputs, the frequency of trading in the investments and the investment's complexity. If different judgments regarding inputs were made, we could potentially reach different conclusions regarding the fair value of our investments.

### ***Stock-Based Compensation***

We determine the expense for all employee stock-based compensation awards by estimating their fair value and recognizing that value as an expense, on a ratable basis, in our condensed consolidated financial statements over the requisite service period in which our employees earn the awards. We use the Black-Scholes option pricing model to determine the fair

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value of employee stock options at the date of the grant. To determine the fair value of a stock-based award using the Black-Scholes option pricing model, we make assumptions regarding the expected term of the award, the expected future volatility of our stock price over the expected term of the award, and the risk-free interest rate over the expected term of the award. We estimate the expected term of our stock-based awards by evaluating historical exercise patterns of our employees. We use a blend of the historical volatility of our common stock and the implied volatility of our traded options as an estimate of the expected volatility of our stock price over the expected term of the awards. We use an average interest rate based on U.S. Treasury instruments with terms consistent with the expected term of our awards to estimate the risk-free interest rate. We reduce the stock-based compensation expense for estimated forfeitures based on our historical experience. We are required to estimate forfeitures at the time of the grant and revise our estimate, if necessary, in subsequent periods if actual forfeitures differ from our estimate.

### *Recently Issued Accounting Standards*

There have been no new accounting pronouncements not yet effective that have significance, or potential significance, to our condensed consolidated financial statements.

## Results of Operations

### *Revenue*

	Fiscal Quarter Ended		Change		Fiscal Year-to-Date Ended		Change	
	March 29, 2013	March 30, 2012	\$	%	March 29, 2013	March 30, 2012	\$	%
	(\$ in thousands)				(\$ in thousands)			
Licensing	\$226,455	\$227,849	\$(1,394)	(1)%	\$431,331	\$428,273	\$3,058	1%
<i>Percentage of total revenue</i>	<i>91%</i>	<i>87%</i>			<i>89%</i>	<i>86%</i>		
Products	17,726	27,228	(9,502)	(35)%	43,224	53,628	(10,404)	(19)%
<i>Percentage of total revenue</i>	<i>7%</i>	<i>10%</i>			<i>9%</i>	<i>11%</i>		
Services	5,165	7,682	(2,517)	(33)%	11,393	15,036	(3,643)	(24)%
<i>Percentage of total revenue</i>	<i>2%</i>	<i>3%</i>			<i>2%</i>	<i>3%</i>		
<b>Total revenue</b>	<b>\$249,346</b>	<b>\$262,759</b>	<b>\$(13,413)</b>	<b>(5)%</b>	<b>\$485,948</b>	<b>\$496,937</b>	<b>\$(10,989)</b>	<b>(2)%</b>

*Licensing.* The 1% decrease in licensing revenue from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 was primarily driven by decreases in our CE and PC markets, partially offset by increases in our broadcast and mobile markets. The decrease in revenue from our CE market was primarily attributable to continued declines in sales of DVD and Blu-ray Disc devices, as more content is delivered on devices that do not contain optical drives, as well as lower settlements from compliance activities. The decrease in revenue from our PC market was primarily attributable to worldwide declines in PC shipments and the resultant decline in revenue from ISVs. This decrease is exacerbated by consumer transition away from Windows 7 units to competing products and other devices such as tablets, while Windows 8 shipments have only partially offset the decline. The increase in revenue from our broadcast market was primarily driven by seasonally higher shipments of televisions and set-top boxes that incorporate our technologies and higher settlements from compliance activities. The increase in revenue from our mobile market was primarily driven by higher shipments of smartphones and tablets that incorporate our technologies as this industry continues to expand. Beginning in the first quarter of fiscal 2013, we have classified settlements from implementation licensees as revenue rather than an offset to sales and marketing expenses. For additional details on the change in classification, see Note 1 "Basis of Presentation" to our condensed consolidated financial statements.

The 1% increase in licensing revenue from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 was primarily driven by increases in our broadcast and mobile markets, partially offset by decreases in our CE, PC, and gaming markets. The factors resulting in the fluctuation in revenue from these markets are primarily due to the same factors discussed above.

*Products.* The 35% decrease in products revenue from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 was driven by decreases in our traditional film and digital-based cinema products. The decrease in revenue from film-based products was primarily due to lower shipments since most exhibitors have transitioned to digital cinema. In addition, revenue from our digital cinema products for the second quarter of fiscal 2013 was lower than revenue for the second quarter of 2012 since the latter included the release of previously deferred sales of digital cinema video products for which DCI compliance was attained. Additionally, revenue from broadcast products decreased, primarily driven by lower shipments as our customers transition to software licensing solutions amid increased competition.

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The 19% decrease in products revenue from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 was primarily due to the same factors discussed above.

*Services.* The 33% decrease in services revenue from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 was attributable primarily to decreases in traditional film-based production and other engineering services amid ongoing competition since most exhibitors have transitioned to digital cinema. This decrease was partially offset by an increase in maintenance and support services.

The 24% decrease in services revenue from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 was primarily due to the same factors discussed above.

### **Gross Margin**

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
	(\$ in thousands)			
Cost of licensing	\$6,409	\$3,303	\$9,489	\$6,631
<i>Licensing gross margin percentage</i>	97%	99%	98%	98%
Cost of products	13,206	17,635	31,695	31,523
<i>Products gross margin percentage</i>	25%	35%	27%	41%
Cost of services	3,668	2,654	7,704	5,848
<i>Services gross margin percentage</i>	29%	65%	32%	61%
<b>Total gross margin percentage</b>	<b>91%</b>	<b>91%</b>	<b>90%</b>	<b>91%</b>

*Licensing Gross Margin.* We license intellectual property to our customers that may be internally developed, acquired by us, or licensed from third parties. Our cost of licensing consists mainly of amortization of purchased intangible assets and intangible assets acquired in business combinations as well as third-party royalty obligations paid to license intellectual property that we then sublicense to our customers. The increase in cost of licensing in the periods presented was due primarily to a charge of \$3.1 million taken in the second quarter of fiscal 2013 in connection with certain revenue sharing agreements.

*Products Gross Margin.* Cost of products primarily consists of the cost of materials related to products sold, applied labor and manufacturing overhead, and, to a lesser extent, amortization of certain intangible assets. Our cost of products also includes third-party royalty obligations paid to license intellectual property that we then include in our products. Products gross margin decreased from 35% to 25% from the second quarter of fiscal 2012 to the second quarter of fiscal 2013. The former reflected higher gross margins of previously deferred sales of digital cinema video products for which DCI compliance was attained and which was recognized in the second quarter of fiscal 2012. Additionally, the decrease resulted from a combination of both lower average selling prices and reduced shipments of our traditional and digital cinema products. This decrease was partially offset by improvements in manufacturing costs and lower charges related to inventory valuation as compared to the second quarter of fiscal 2012.

Products gross margin decreased from 41% to 27% from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013. This decrease was primarily attributed to the same factors discussed above, in addition to higher charges related to inventory valuation in the fiscal year-to-date period ended March 29, 2013.

*Services Gross Margin.* Cost of services primarily consists of personnel and personnel-related costs for employees performing our professional services, the cost of outside consultants, and other direct expenses incurred on behalf of customers. Services gross margin decreased from 65% to 29% from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 primarily due to decreased revenues from certain higher margin service offerings as the industry transitions from traditional to digital cinema along with higher labor costs incurred in connection with exhibitor installations of equipment for Dolby Atmos-enabled theaters.

Services gross margin decreased from 61% to 32% from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 primarily due to the same factors discussed above.

**Operating Expenses**

	Fiscal Quarter Ended		Change		Fiscal Year-to-Date Ended		Change	
	March 29, 2013	March 30, 2012	\$	%	March 29, 2013	March 30, 2012	\$	%
(\$ in thousands)								
Research and development	\$41,948	\$34,236	\$7,712	23%	\$84,384	\$67,062	\$17,322	26%
Percentage of total revenue	17%	13%			17%	13%		
Sales and marketing	58,130	45,694	12,436	27%	116,551	89,510	27,041	30%
Percentage of total revenue	23%	17%			24%	18%		
General and administrative	41,803	37,281	4,522	12%	84,911	72,746	12,165	17%
Percentage of total revenue	17%	14%			17%	15%		
Restructuring charges, net	—	910	(910)	(100)%	—	1,278	(1,278)	(100)%
Percentage of total revenue	n/a	—%			n/a	—%		
	<b>\$141,881</b>	<b>\$118,121</b>	<b>\$23,760</b>	<b>20%</b>	<b>\$285,846</b>	<b>\$230,596</b>	<b>\$55,250</b>	<b>24%</b>

**Research and Development.** Research and development expenses consist primarily of employee compensation and benefits expenses, including stock-based compensation, consulting and contract labor costs, depreciation and amortization expenses, facilities costs, and information technology expenses. The 23% increase in research and development expenses from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 was primarily driven by increases in personnel, depreciation, and information technology expenses, as we expanded our efforts to develop new products and technologies.

The 26% increase in research and development expenses from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 was primarily attributed to the same factors discussed above. Additionally, we incurred higher stock-based compensation expense in the fiscal year-to-date period ended March 29, 2013 as a result of the incremental charges that stemmed from our equity award modification that occurred in the first quarter of fiscal 2013.

**Sales and Marketing.** Sales and marketing expenses consist primarily of employee compensation and benefits expenses, including stock-based compensation, marketing and promotional expenses, travel-related expenses for our sales and marketing personnel, facilities costs, depreciation and amortization expenses, and information technology expenses. The 27% increase in sales and marketing expenses from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 was primarily driven by increases in personnel-related costs as well as expenses associated with the naming rights agreement for the Dolby Theatre. Other factors that contributed to the overall increase were higher consulting and marketing costs related to the recent launch of Atmos technology and increased depreciation and amortization. Beginning in the first quarter of fiscal 2013, settlements from implementation licensees have been classified as licensing revenue rather than an offset to sales and marketing expenses. For additional details on the reclassification, see Note 1 “Basis of Presentation” to our condensed consolidated financial statements.

The 30% increase in sales and marketing expenses from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 was primarily attributed to the same factors discussed above. Additionally, we incurred higher stock-based compensation expense in the fiscal year-to-date period ended March 29, 2013 as a result of the incremental charges that stemmed from our equity award modification that occurred in the first quarter of fiscal 2013.

**General and Administrative.** General and administrative expenses consist primarily of employee compensation and benefits expenses, including stock-based compensation, depreciation, information technology expenses, professional fees, consulting and contract labor and facilities costs. The 12% increase in general and administrative expenses from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 was due primarily to higher professional and legal fees as well as higher personnel expenses including compensation, benefits, and stock-based compensation due to increased headcount.

The 17% increase in general and administrative expenses from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 was primarily attributed to the same factors discussed above. We also incurred additional facility-related expenses due to our ongoing expansion and higher IT implementation and depreciation costs. Finally, as a result of our equity award modification that occurred in the first quarter of fiscal 2013, we incurred higher stock-based compensation expense.

**Restructuring Charges, net.** Restructuring charges for the second fiscal quarter and year-to-date period ended March 30, 2012 include severance and other associated costs attributable to the reorganization of our global business infrastructure and a strategic restructuring program.

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### *Other Income, Net*

	Fiscal Quarter Ended		Change		Fiscal Year-to-Date Ended		Change	
	March 29, 2013	March 30, 2012	\$	%	March 29, 2013	March 30, 2012	\$	%
(\$ in thousands)								
Interest income	\$904	\$1,414	\$(510)	(36)%	\$2,243	\$3,151	\$(908)	(29)%
Interest expense	(402)	(5)	(397)	7,940%	(427)	(31)	(396)	1,277%
Other income/(expense), net	188	60	128	213%	901	260	641	247%
<b>Total other income, net</b>	<b>\$690</b>	<b>\$1,469</b>	<b>\$(779)</b>	<b>(53)%</b>	<b>\$2,717</b>	<b>\$3,380</b>	<b>\$(663)</b>	<b>(20)%</b>

Other income, net, primarily consists of interest income earned on cash, cash equivalents, and investments, as well as net gains/losses from foreign currency transactions. The increase in other income from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 and from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013 was primarily driven by an increase in realized gains on investment securities sold. These securities were sold to fund the payment of a special dividend to eligible stockholders in the first quarter of fiscal 2013. This increase was partially offset by a decrease in interest income attributable to the significantly lower average portfolio investment balance following the sale of these securities, as well as an increase in interest expense related to accrued interest on a patent obligation.

### *Income Taxes*

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
(\$ in thousands)				
Provision for income taxes	\$22,633	\$34,198	\$40,215	\$64,036
<i>Effective tax rate</i>	27%	28%	26%	28%

Our effective tax rate is based on a projection of our annual fiscal year results, and is affected each quarter-end by several factors. These include changes in our projected fiscal year results, recurring items such as tax rates and relative income earned in foreign jurisdictions as well as discrete items that may occur in, but are not necessarily consistent between periods.

Our effective tax rate was 27% and 28% for the second quarter of fiscal 2013 and fiscal 2012, respectively. Our effective tax rate for the second quarter of fiscal 2013 was lower than the second quarter of fiscal 2012 primarily due to additional benefits recognized from the reinstatement of the federal research credits in January 2013.

Our effective tax rate was 26% and 28% for the fiscal year-to-date period ended March 29, 2013 and fiscal year-to-date period ended March 30, 2012, respectively. Our effective tax rate for the fiscal year-to-date period ended March 29, 2013 was lower than the fiscal year-to-date period ended March 30, 2012 primarily due the same factor discussed above.

### **Liquidity, Capital Resources, and Financial Condition**

As of March 29, 2013, we had cash and cash equivalents of \$328.5 million, which consisted of cash and highly-liquid money market funds. In addition, we had short-term and long-term investments of \$452.4 million, which consisted primarily of municipal debt securities, commercial paper, corporate bonds, and U.S. agency securities. Of our total cash, cash equivalents, and investments held as of March 29, 2013, \$217.2 million, or 28%, was held by our foreign subsidiaries. This represented a \$17.2 million decrease from the \$234.4 million that was held by our foreign subsidiaries as of September 28, 2012. A majority of the amounts held outside of the U.S. are utilized to support non-U.S. liquidity needs in order to fund operations and other growth of our non-U.S. subsidiaries and acquisitions. Our policy is to indefinitely reinvest a portion of our undistributed earnings in certain foreign subsidiaries. If these undistributed earnings held by foreign subsidiaries are repatriated to the U.S., they may be subject to U.S. federal income taxes and foreign withholding taxes, less applicable foreign tax credits.

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	March 29, 2013	September 28, 2012
	(in thousands)	
Cash and cash equivalents	\$328,508	\$492,600
Short-term investments	124,415	302,693
Long-term investments	327,946	361,614
Accounts receivable, net	91,201	43,495
Accounts payable and accrued liabilities	126,311	130,923
Working capital <sup>(a)</sup>	524,707	813,446

  

	Fiscal Year-to-Date Ended	
	March 29, 2013	March 30, 2012
	(in thousands)	
Net cash provided by operating activities	\$122,828	\$214,669
Capital expenditures <sup>(b)</sup>	(12,164)	(30,450)
Repurchase of common stock	(65,433)	(86,149)
Net cash provided by investing activities	190,220	64,410
Net cash used in financing activities	(475,959)	(82,200)

(a) Working capital consists of total current assets less total current liabilities.

(b) Capital expenditures consist of purchases of land, building, building fixtures, office equipment, computer hardware and software, leasehold improvements, and production and test equipment.

Our principal sources of liquidity are our cash, cash equivalents, and investments, as well as cash flows from operations. We believe that our cash, cash equivalents, and potential cash flows from operations will be sufficient to satisfy our currently anticipated cash requirements through at least the next 12 months.

In July 2012, we purchased an approximately 354,000 square foot property in San Francisco, California for \$109.8 million, using existing cash. We are in the process of making substantial improvements to the property in order to prepare the building for its intended use as our new worldwide headquarters.

On December 11, 2012, our Board of Directors declared a special dividend in the amount of \$4.00 per share on our Class A and Class B Common Stock. Payment of the special dividend was made on December 27, 2012 to eligible stockholders of record as of the close of business on December 21, 2012 (the "Record Date"). Based on the 102,051,386 shares of Class A and Class B Common Stock outstanding as of the record date, the total special dividend payment was \$408.2 million. To fund the dividend payment, we used existing cash along with cash generated from sales of investment securities.

We retain sufficient cash holdings to support our operations and we also purchase investment grade securities diversified among security types, industries, and issuers. We have used cash generated from our operations to fund a variety of activities related to our business in addition to our ongoing operations, including business expansion and growth, acquisitions, and repurchases of our common stock. We have historically generated significant cash from operations, however these cash flows and the value of our investment portfolio could be affected by various risks and uncertainties, as described in Part II, Item 1A "Risk Factors."

### *Operating Activities*

Net cash provided by operating activities decreased \$91.8 million from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013. The decrease was primarily due to a decrease in net income as adjusted for non-cash items and an increase in accounts receivable primarily due to timing differences.

### *Investing Activities*

Net cash provided by investing activities increased \$125.8 million from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013. The increase was primarily due to an increase in proceeds from the sales and maturities of available-for-sale securities, partially offset by an increase in purchases of available-for-sale securities.

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### *Financing Activities*

Net cash used in financing activities decreased \$393.8 million from the fiscal year-to-date period ended March 30, 2012 to the fiscal year-to-date period ended March 29, 2013. The decrease was primarily due to the payment of a special dividend to holders of our Class A and Class B common stock. This decrease was partially offset by lower share repurchases of our Class A common stock and increased net proceeds from the exercise of employee stock options and the related tax benefit.

### *Off-Balance-Sheet and Contractual Obligations*

Our liquidity is not dependent on the use of off-balance sheet financing arrangements.

As of March 29, 2013, we had an accrued liability for unrecognized tax benefits and related interest and penalties, net of related deferred tax assets, totaling \$20.0 million. We are unable to estimate when any cash settlement with a taxing authority might occur.

There has been no material change in our contractual obligations outside the ordinary course of business since the end of our last fiscal year ended September 28, 2012. For additional details regarding our contractual obligations, see Note 9 "Commitments and Contingencies" to our condensed consolidated financial statements.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### *Interest Rate Sensitivity*

As of March 29, 2013, we had cash and cash equivalents of \$328.5 million, which consisted of cash and highly-liquid money market funds. In addition, we had short-term and long-term investments of \$452.4 million, which consisted primarily of municipal debt securities, corporate bonds, and U.S. agency securities. Our investment policy and strategy are focused on the preservation of capital and on supporting our liquidity requirements. We do not enter into investments for trading or speculative purposes, nor do we use leveraged financial instruments. Our holdings of cash and cash equivalents and marketable securities, the majority of which are managed by external managers, meet the guidelines of our investment policy. We invest in highly rated securities with a minimum credit rating of A- and our policy limits the amount of credit exposure to any one issuer other than the U.S. government. At March 29, 2013, our weighted average portfolio credit quality was AA and the weighted average maturity of our investment portfolio was approximately fifteen months.

The investments within our fixed-income portfolio are subject to fluctuations in interest rates, which could affect our financial position, and to a lesser extent, results of operations. Based on our investment portfolio balance as of March 29, 2013, hypothetical changes in interest rates of 1% and 0.5% would have an impact on the carrying value of our portfolio of approximately \$5.2 million and \$2.6 million, respectively.

### *Foreign Currency Exchange Risk*

We maintain sales, marketing, and business operations in foreign countries, most significantly in the United Kingdom, Australia, China, the Netherlands, and Germany. We also conduct a growing portion of our business outside of the U.S. through subsidiaries with functional currencies other than the U.S. dollar (primarily British Pound, Australian Dollar, Chinese Yuan Renminbi, Indian Rupee, Japanese Yen, and Euro). As a result, we face exposure to adverse movements in currency exchange rates as the financial results of our international operations are translated from local currency into U.S. dollars upon consolidation. Most of our revenue from international markets is denominated in U.S. dollars, while the operating expenses of our international subsidiaries are predominantly denominated in local currency. Therefore, if the U.S. dollar weakens against the local currency, we will have increased operating expenses. Conversely, if the U.S. dollar strengthens against the local currency, operating expenses will decrease. Additionally, foreign exchange rate fluctuations on transactions denominated in currencies other than the functional currency result in gains or losses that are reflected in our condensed consolidated statements of operations. Our international operations are subject to risks typical of international business, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility.

We enter into foreign currency forward contracts to hedge against assets and liabilities for which we have foreign currency exchange rate exposure, in an effort to reduce the risk that our earnings will be adversely affected by foreign currency exchange rate fluctuations. These derivative instruments are carried at fair value with changes in the fair value recorded to other income, net, in our condensed consolidated statements of operations. While not designated as hedging instruments, these foreign currency forward contracts are used to reduce the exchange rate risk associated primarily with intercompany receivables and payables. These contracts do not subject us to material balance sheet risk due to exchange rate movements because gains and losses on these derivatives are intended to offset gains and losses on the related receivables and payables for

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which we have foreign currency exchange rate exposure. As of March 29, 2013 and September 28, 2012, the outstanding derivative instruments had maturities of 30 days or less and the total notional amounts of outstanding contracts were \$9.1 million and \$5.0 million, respectively. The fair values of these contracts were nominal as of March 29, 2013 and September 28, 2012, and were included within prepaids and other current assets and within accrued liabilities in our condensed consolidated balance sheets.

A sensitivity analysis was performed on all of our foreign currency forward contracts as of March 29, 2013. This sensitivity analysis was based on a modeling technique that measures the hypothetical market value resulting from a 10% shift in the value of exchange rates relative to the U.S. dollar. For these forward contracts, duration modeling was used where hypothetical changes are made to the spot rates of the currency. A 10% increase in the value of the U.S. dollar would lead to an increase in the fair value of our financial instruments by \$0.6 million. Conversely, a 10% decrease in the value of the U.S. dollar would result in a decrease in the fair value of these financial instruments by \$0.6 million.

## ITEM 4. CONTROLS AND PROCEDURES

### **Evaluation of Disclosure Controls and Procedures**

We maintain “disclosure controls and procedures,” as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Subject to the limitations noted above, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the fiscal period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective to meet the objective for which they were designed and operate at the reasonable assurance level.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting during the fiscal quarter ended March 29, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are involved in various legal proceedings from time to time arising from the normal course of business activities, including claims of alleged infringement of intellectual property rights, commercial, employment, and other matters. In our opinion, resolution of these pending matters is not expected to materially adversely affect our operating results or financial condition. Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period; however, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss.

### ITEM 1A. RISK FACTORS

*The following risk factors and other information included in this Quarterly Report on Form 10-Q should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not currently known to us or that we currently deem less significant may also affect our business operations or financial results. If any of the following risks actually occurs, our business, operating results, and financial condition could be materially adversely affected.*

#### **We depend on sales by our licensees of products that incorporate our technologies and any reduction in those sales would adversely affect our licensing revenue.**

Licensing revenue constitutes the majority of our total revenue. We depend on licensees and customers, including independent software vendors ("ISVs") and original equipment manufacturers ("OEMs"), to incorporate our technologies into their products.

Our license agreements generally do not have minimum purchase commitments, are typically non-exclusive, and frequently do not require incorporation or use of our technologies. Accordingly, our revenue will decline if our licensees choose not to incorporate our technologies in their products, or if they sell fewer products incorporating our technologies, or if they otherwise face significant economic difficulties. Changes in consumer tastes or trends, rapidly evolving technology, competing products, changes in industry standards or adverse changes in business and economic conditions, among other things, may result in lower sales of products incorporating our technologies which would adversely affect our licensing revenue.

#### **To the extent that sales of PCs with Dolby technologies decline, our licensing revenue will be adversely affected.**

Revenue from our PC market depends on several factors, including underlying PC unit shipment growth, the extent to which our technologies are included on computers, through operating systems, ISVs media applications, or otherwise, and the terms of any royalties or other payments we receive. We face many risks in the PC market that may affect our ability to successfully participate in that market, including:

- Purchasing trends away from traditional PCs and toward computing devices without optical disc drives, such as ultrabooks and tablets, which may not include our technologies;
- The prevalence of PC software that includes our technologies on an unauthorized and infringing basis, for which we receive no royalty payments; and
- Continued decreasing inclusion of ISV media applications by PC OEMs

In May 2012, we entered into an agreement with Microsoft relating to the inclusion of Dolby Digital Plus decoding and Dolby Digital Consumer Encoder in the Windows 8 operating system. There are no assurances that we will derive as much licensing revenue under this model as we did under our prior licensing arrangements with Microsoft. The ultimate financial impact of these licensing arrangements for Windows 8 on our licensing revenue is subject to various risks, including:

- The extent and rate at which Windows 8 is adopted in the marketplace;
- The extent to which OEMs include optical disc playback in Windows 8 devices;
- The extent to which earlier versions of Microsoft operating systems, including Windows 7, continue to be licensed after the release of Windows 8;
- Our ability to establish and extend licensing relationships directly with PC OEMs and ISVs;
- The rate at which entertainment content shifts from optical disc media to online media, thus reducing the need for PCs to have optical disc drives and DVD and Blu-ray Disc software players; and

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- Our ability to extend the adoption of our technologies to online and mobile platforms and devices.

Any of these risks could adversely affect our licensing revenue.

### **General economic conditions may reduce our revenue and adversely affect our business.**

We continue to be cautious regarding future general economic conditions and their potential for suppressed consumer demand in the markets in which we license our technologies and sell our products. Our business could be affected by adverse changes in general economic conditions, because many of the products in which our technologies are incorporated are discretionary goods, such as PCs, digital televisions, set-top boxes, DVD players and recorders, Blu-ray Disc players, video game consoles, audio/video receivers, mobile devices, in-car entertainment systems, home-theater-in-a-box systems, camcorders, and portable media devices. The global economic environment has adversely affected consumer confidence, disposable income, and spending. While we cannot predict future general economic conditions, these conditions may persist or worsen.

Furthermore, continued weakness in general economic conditions may result in a greater likelihood that more of our licensees and customers will become delinquent on their obligations to us or be unable to pay, which in turn could result in a higher level of write-offs. Additionally, such economic conditions may result in increased underreporting and non-reporting of royalty-bearing revenue by our licensees as well as increased unauthorized use of our technologies, all of which would adversely affect our revenues.

### **Our licensing revenue depends to a significant extent on patent royalties, and some of our key patents from which a significant portion of that revenue is derived have expired and will continue to expire.**

Many of the technologies that we license to our system licensees are covered by patents, and the licensing revenue that we receive from those licenses depends in large part upon the life of such patents. In general, our agreements with our licensees require them to pay us a full royalty with respect to a particular technology only until the last patent covering that technology expires in a particular country. As of March 29, 2013, we had over 3,100 issued patents and over 2,700 pending patent applications in more than 50 jurisdictions throughout the world. The currently issued patents expire at various times through July 2032.

We regularly look for opportunities to expand our patent portfolio through organic development and acquisitions. However, to the extent that we are not able to obtain new patents or develop other proprietary technologies, or replace licensing revenue from technologies covered by expiring patents with licensing revenue based on non-expiring patents and other proprietary technologies, our operating results may be materially adversely affected.

In particular, some of our patents relating to Dolby Digital technologies, from which we derive a significant part of our licensing revenue, have expired and others will expire over the next several years. We have transitioned a number of our Dolby Digital licensees, and continue to make progress in transitioning other Dolby Digital licensees, to Dolby Digital Plus technologies, an extension of our Dolby Digital technologies, whose patents generally expire later than the Dolby Digital patents. We now derive a significant part of our licensing revenue from Dolby Digital Plus. To the extent that we are unsuccessful in having licensees continue to transition to Dolby Digital Plus, or to the extent that licensees of Dolby Digital Plus transition back to Dolby Digital as our original patents covering this technology expire, our operating results could be materially adversely affected.

### **Our future success depends upon the growth of new and existing markets for our technologies and our ability to develop and adapt our technologies for those markets.**

The future growth of our licensing revenue will depend, in part, upon the growth of, and our successful participation in, new and existing markets for our technologies, such as digital broadcast, online and mobile media distribution, consumer video and voice. For example, growth of our broadcast revenue is dependent upon continued global growth of digital television broadcasting and the adoption of our technologies into emerging digital broadcast standards. As discussed above, our revenue is dependent upon the growth of the PC market and the continued adoption of our technologies into PCs. In addition, the adoption of our technologies into connected portable devices such as tablets and smartphones is critical to our growth. Furthermore, our ability to drive OEM demand for our technologies depends in part on whether or not we are able to successfully participate in the online and mobile content delivery markets.

Our ability to penetrate new and existing markets for our technologies depends on increased consumer demand for products that contain our technologies. Some of these markets are ones in which we have not previously participated or have limited experience, such as voice and consumer video, and we may not adequately adapt our business and our technologies to consumer demand.

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If new and existing markets for our technologies do not develop or consumer demand for products that contain our technologies does not grow, our business would be materially adversely affected.

### **If we do not continue to develop and deliver innovative technologies in response to industry and technology changes, our business could decline.**

The markets for our technologies and products are defined by:

- Rapid technological change;
- New and improved technology and product introductions;
- Changing consumer and licensee demands;
- Evolving industry standards; and
- Technology and product obsolescence.

Our future success depends on our ability to enhance our existing technologies and products and to develop new technologies and products that address the needs of the market in a timely manner. The development of enhanced and new technologies and products is a complex and uncertain process requiring high levels of innovation, highly-skilled engineering and development personnel, and the accurate anticipation of technological and market trends. We may not be able to identify, develop, acquire, market, or support new or enhanced technologies or products on a timely basis, if at all. For example, while we view the continued advancements in online and mobile media content delivery as an area of opportunity, if we are not able to competitively address the needs of the changing online and mobile markets, our ability to generate revenue from those markets would be limited.

### **We face many risks related to the 3D cinema market.**

We face many risks in the 3D cinema market which may affect our ability to successfully participate in that market, including:

- We face risks that our customers maintain excess product inventory levels which could reduce future anticipated sales;
- At least one of our competitors has exclusive licensing arrangements for 3D products with theater exhibitors, which has in the past and we expect will in the future restrict our ability to compete in the 3D market;
- The 3D market has become increasingly competitive and we may lose further market share;
- With the industry transition to 3D enabled screens substantially complete, demand for new 3D enabled screens has dropped significantly and the industry has entered into a replacement cycle;
- Industry participants may perceive our up-front 3D equipment costs and reusable glasses business model or our 3D products as less attractive;
- Our participation in the 3D cinema market will be limited to the extent that theaters do not convert from analog to digital cinema;
- Demand for our 3D cinema products is driven by the number of 3D cinema releases and the commercial success of those releases;
- Our 3D glasses could become subject to regulation in the U.S. and other countries in the future, which could restrict how our 3D glasses are manufactured, used, or marketed; and
- There has been increased public scrutiny of potential health risks relating to viewing 3D movies. If these potential health risks are substantiated, the popularity of 3D movies could decline. In addition, if health risks associated with our 3D products materialize, we may become subject to government regulation or product liability claims, including personal injury claims.

If we are unable to manage these risks effectively, our ability to compete profitably in the 3D cinema market may be adversely affected.

### **Events and conditions in the cinema and broadcast industries may affect sales of our cinema products and other services.**

Sales of our cinema products and services tend to fluctuate based on the performance of the cinema industry. For example, when box office receipts for the cinema industry increase, we have typically seen a corresponding increase in sales of our cinema products, as cinema owners will be more likely to build new theaters and upgrade existing theaters with our more advanced products. Conversely, when box office receipts are down, cinema owners tend to scale back on plans to expand or upgrade their systems.

Our cinema product sales are also subject to fluctuations based on events and conditions in the cinema industry generally that may or may not be tied to box office receipts in particular time periods. For example, the growth in piracy of motion

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pictures adversely affects the construction of new screens, the renovation of existing theaters, and the continued production of new motion pictures.

Our services revenue, both in the U.S. and internationally, is tied to the number of movies being produced and distributed by studios and independent filmmakers. A number of factors can affect the number of movies that are produced, including strikes and work stoppages within the cinema industry, as well as tax incentive arrangements provided by many governments to promote local filmmaking. Services revenue is also impacted by the transition to digital cinema in some regions. For example, the 33% decrease in services revenue from the second quarter of fiscal 2012 to the second quarter of fiscal 2013 was attributable primarily to a decrease in film based production services in EMEA, and to a lesser extent, a decrease in film-based production services revenue in the U.S. as the cinema industry transitions to digital cinema.

### **The demand for our cinema products and services could decline as the cinema industry adopts digital cinema.**

As cinema exhibitors have constructed new theaters or upgraded existing theaters, they have generally chosen digital cinema over traditional film cinema and we expect this trend to continue. Digital cinema, which is based on open standards, does not include our proprietary audio technologies. As the cinema industry continues to adopt digital cinema, the demand for our traditional film cinema products and services has declined significantly and we anticipate that the demand for film based products will decline in future periods. Furthermore, exhibitors adopting digital cinema can choose from multiple digital cinema playback servers and audio processors, many of which may not contain our technologies, and our competitive position in the digital cinema market is not as strong as our position in the traditional film cinema market. Decreases in demand for our traditional film cinema products and services accompanied by decreases in revenue from digital cinema products and services would adversely affect our revenue stream from the cinema industry.

### **A decrease in demand for our cinema products and services could adversely affect our consumer products licensing business.**

A decrease in the demand for our cinema products and services could adversely affect licensing of our consumer technologies, because the strength of our brand and our ability to use professional product developments to introduce new technologies, which can later be licensed to OEMs and service providers, would be impaired. If, in such circumstances, we are unable to adapt our products and services or introduce new products for the digital cinema market successfully, our business could be materially adversely affected.

### **We face risks relating to the online and mobile content delivery markets and declines in optical disc media.**

For nearly 20 years, movies have been distributed, purchased, and consumed through optical disc media, such as DVD and more recently Blu-ray Disc. However, the growth of the Internet and home computer usage, connected televisions, set-top boxes, tablets, smartphones, and other devices accompanied by the rapid advancement of online and mobile content delivery has resulted in the recent trend to movie download and streaming services in various parts of the world. We have seen and we expect to continue to see a shift away from optical disc media to online and mobile media content consumption, which will result in declines in revenue from DVD and Blu-ray Disc players. Such declines would adversely affect our licensing revenue.

In addition, online and mobile media content services that compete with or replace DVD and Blu-ray Disc players as dominant media for consumer video entertainment may choose not to encode their content with our proprietary technologies, which could affect OEM and software vendor demand for our decoding technologies. Furthermore, our participation in online media content playback may be less profitable for us than DVD and Blu-ray Disc players. The online and mobile markets are characterized by intense competition, evolving industry standards and business and distribution models, disruptive software and hardware technology developments, frequent new product and service introductions, short product and service life cycles, and price sensitivity on the part of consumers, all of which may result in downward pressure on pricing. Any of the foregoing could adversely affect our business and operating results.

### **Our operating results may fluctuate depending upon the timing of when we receive royalty reports from our licensees, royalty report adjustments, and the satisfaction of our revenue recognition criteria.**

Our operating results fluctuate based on the risks set forth in this section, as well as on:

- The timing of when we receive royalty reports from our licensees and when we have met all revenue recognition criteria;
- Royalty reports including positive or negative corrective adjustments;
- Retroactive royalties that cover extended periods of time;
- The recognition of unusually large amounts of licensing revenue from licensees in any given quarter because not all of our revenue recognition criteria were met in prior periods; and

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- The recognition of large amounts of products and services revenue in any given quarter because not all of our revenue recognition criteria were met in prior periods.

This can result in the recognition of a large amount of revenue in a given quarter that is not necessarily indicative of the amounts of revenue to be received in future quarters, thus causing fluctuations in our operating results.

### **Inaccurate licensee royalty reporting could materially adversely affect our operating results.**

We generate licensing revenue primarily from OEMs and ISV who license our technologies and incorporate those technologies in their products. Our license agreements generally obligate our licensees to pay us a specified royalty for every product they ship that incorporates our technologies, and we rely on our licensees to report accurately their shipments. However, we have difficulty independently determining whether or not our licensees are reporting shipments accurately, particularly with respect to software incorporating our technologies because unauthorized copies of such software can be made relatively easily. Most of our license agreements permit us to audit our licensees' records, but audits are generally expensive, time consuming, and potentially detrimental to our ongoing business relationships with our licensees.

In the past, licensees, particularly in emerging economies, such as China, have understated or failed to report the number of products incorporating our technologies that they shipped, and we have not been able to collect and recognize revenue to which we were entitled. We expect that we will continue to experience understatement and non-reporting of royalties by our licensees, which could adversely affect our operating results. Conversely, to the extent that our licensees overstate the number of products incorporating our technologies, or report the products under the wrong categories, corrections of prior reports could result in reductions of royalty revenue in subsequent periods, which could also adversely affect our operating results.

### **Third parties from whom we license technologies may challenge our calculation of the royalties we owe them for inclusion of their technologies in our products and licensed technologies, which could adversely affect our business and operating results.**

In some cases, the products we sell and the technologies we license to our customers include intellectual property that we have licensed from third parties. Our agreements with these third parties generally require us to pay them royalties for that use, and give the third parties the right to audit our calculation of those royalties. A third party may disagree with our interpretation of the terms of a license agreement or, as a result of an audit, a third party could challenge the accuracy of our calculation. We have in the past been, and may in the future be, involved in disputes with third-party technology licensors regarding license terms.

A successful challenge by a third party could result in the termination of a license agreement or increase the amount of royalties we have to pay to the third party, which would decrease our gross margin and adversely affect our operating results.

### **Unauthorized use of our intellectual property could materially adversely affect our operating results.**

We have often experienced, and expect to continue to experience, problems with non-licensee OEMs and software vendors, particularly in emerging economies, such as China, incorporating our technologies and trademarks into their products without our authorization and without paying us any licensing fees. Manufacturers of integrated circuits, or ICs, containing our technologies occasionally sell these ICs to third parties who are not our system licensees. These sales, and the failure of such manufacturers to report the sales, facilitate the unauthorized use of our intellectual property. As emerging economies transition from analog to digital content, such as the transition from analog to digital broadcast, we expect to experience increased problems with this form of piracy, which would adversely affect our operating results.

### **We have limited experience in non-sound technology markets which could limit our future growth.**

Our future growth will depend, in part, upon our expansion into areas beyond sound technologies. For example, in addition to our digital cinema and 3D digital cinema initiatives, we are exploring other areas that facilitate delivery of digital entertainment, such as video solutions for the consumer market. We will need to spend considerable resources in the future on research and development or acquisitions in order to deliver innovative non-sound products and technologies. However, we have limited experience in non-sound technology markets and, we may not achieve or sustain market acceptance in these markets. If we are unsuccessful in selling non-sound products, technologies, and services, the future growth of our business may be limited.

### **If our products and technologies are not adopted as industry standards, our business could be limited and our operating results could be adversely affected.**

The entertainment industry depends upon industry standards to ensure compatibility across delivery platforms and a wide variety of consumer entertainment products. Accordingly, we make significant efforts to design our products and technologies

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to address capability, quality, and cost considerations so that they either meet, or, more importantly, are adopted as, industry standards across the broad range of entertainment industry markets in which we participate, as well as the markets in which we hope to compete in the future. To have our products and technologies adopted as industry standards, we must convince a broad spectrum of standards-setting organizations throughout the world, as well as our major customers and licensees who are members of such organizations, to adopt them as such and to ensure that other industry standards are consistent with our products and technologies. If our technologies are not adopted or do not remain as industry standards, our business, and operating results could be materially adversely affected.

Additionally, the market for broadcast technologies has traditionally been heavily based on industry standards, often set by governments or other standards-setting organizations, and we expect this to be the case in the future. If our technologies are not chosen as industry standards for broadcasting in particular geographic areas, this could adversely affect our ability to compete in these markets.

**It may be more difficult for us, in the future, to have our technologies adopted as individual industry standards to the extent that entertainment industry participants collaborate on the development of industry standard technologies.**

Standards-setting organizations are increasingly adopting or establishing technology standards for use in a wide range of consumer entertainment products. As a result, it is more difficult for individual companies to have their technologies adopted wholesale as an informal industry standard. We call this type of standard a “de facto” industry standard, meaning that the industry has widely adopted the technology, although no industry standards-setting organization has explicitly mandated such standard. Increasingly there are multiple companies, including ones that typically compete against one another, involved in the development of new technologies for use in entertainment-oriented products. As a result, these companies often license their collective intellectual property rights as a group, making it more difficult for any single company to have its technologies adopted widely as a de facto industry standard or to have its technologies adopted as an exclusive, explicit industry standard for consumer entertainment products.

**Even if our technologies are adopted as an explicit industry standard for a particular market, market participants may not widely adopt our technologies.**

Even when a standards-setting organization mandates our technologies for a particular market, which we call an “explicit” industry standard, our technologies may not be the sole technologies adopted for that market as an explicit industry standard. Accordingly, our operating results depend upon participants in that market choosing to adopt our technologies instead of competitive technologies that also may be acceptable under such standard. For example, the continued growth of our revenue from the broadcast market will depend upon both the continued global adoption of digital television generally and the choice to use our technologies where it is one of several accepted industry standards.

**The markets for our technologies are highly competitive, and if we are unable to compete successfully, our business will suffer.**

The markets for entertainment industry technologies are highly competitive, and we face competitive threats and pricing pressure in our markets. Competitors for our licensed technologies include: Audyssey Laboratories, DTS, Fraunhofer Institute for Integrated Circuits, Microsoft, Monster Cable Products, Philips, RealNetworks, Sony, Technicolor, and Waves Audio. Competitors for our products include: Barco, Doremi, GDC, IMAX, MasterImage 3D, NEC, Panavision, QSC Audio Products, Qube Cinema, REALD, Rovi, Sony, Technicolor, USL, and XpanD. Competitors for our services include DTS and Sony. Consumers may perceive the quality of the audio experience produced by some of our competitors’ technologies to be equivalent or superior to the audio experience produced by our technologies. Other companies may become competitors in one or more of these areas in the future.

Additionally, some of our current or future competitors may have significantly greater financial, technical, marketing, and other resources than we do, or may have more experience or advantages in the markets in which they compete, particularly in the market for online media content. These competitors may also be able to offer integrated system solutions in markets for sound or non-sound entertainment technologies on a royalty-free basis or at a lower price than our technologies, including audio, video, and rights management technologies related to PCs or the Internet, which could make competing technologies that we develop unnecessary.

**Our business depends on the strength of our brand, and if we do not maintain and strengthen our brand, our business will be materially adversely affected.**

Maintaining and strengthening the Dolby brand is critical to maintaining and expanding our licensing, products, and services business, as well as to our ability to enter new markets for our sound and other technologies. Our continued success depends, in part, on our reputation for providing high quality technologies, products, and services across a wide range of

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entertainment markets, including the consumer entertainment, PC, broadcast, and gaming markets. If we fail to promote and maintain the Dolby brand successfully in licensing, products or services, our business will suffer. Furthermore, we believe that the strength of our brand may affect the likelihood that our technologies are adopted as industry standards in various markets and for various applications. Our ability to maintain and strengthen our brand will depend heavily on our ability to develop innovative technologies for the entertainment industry, to enter into new markets successfully, and to provide high quality products and services in these new markets, which we may not do successfully.

### **Our licensing of industry standard technologies can be subject to restrictions that could adversely affect our business.**

When a standards-setting organization mandates our technologies as explicit industry standards, we generally must agree to license such technologies on a fair, reasonable, and non-discriminatory basis, which could limit our control over the use of these technologies. In these situations, we must often limit the royalty rates we charge for these technologies, which could adversely affect our revenue. Furthermore, we may be unable to limit to whom we license such technologies, and may be unable to restrict many terms of the license.

We have in the past, and may in the future, be subject to claims that our licensing of industry standard technologies may not conform to the requirements of the standards-setting organization. Allegations such as these could be asserted in private actions seeking monetary damages and injunctive relief, or in regulatory actions. Claimants in such cases could seek to restrict or change our licensing practices or our ability to license our technologies in ways that could injure our reputation and otherwise materially adversely affect our business and operating results.

### **We face risks in conducting business in China and other emerging economies.**

We believe that various trends will increase our exposure to the risks of conducting business in emerging economies. For example, we expect the number of OEMs in emerging economies, such as China, to increase due to the availability of lower manufacturing costs as compared to those of other industrial countries and the continued industry shift by retailers towards lower end DVD and more recently Blu-ray Disc player and television offerings. We have seen OEMs shift product manufacturing to these lower cost manufacturing countries and expect more OEMs to do so in the future. We also believe that our sales of products and services in emerging economies will expand in the future to the extent that the use of digital surround sound technologies increases in these countries, including in movies and broadcast television, and as consumers there become more affluent. We face many risks associated with operating in these emerging economies, in large part due to limited recognition and enforcement of contractual and intellectual property rights. As a result, we may experience difficulties in enforcing our intellectual property rights in these emerging economies, where intellectual property rights are not as respected as they are in the U.S., Japan, and Europe. We believe that it is critical that we strengthen existing relationships and develop new relationships with entertainment industry participants worldwide to increase our ability to enforce our intellectual property and contractual rights without relying solely on the legal systems in the countries in which we operate. If we are unable to develop, maintain, and strengthen these relationships, our revenue from these countries could be adversely affected.

### **We have limited or no patent protection for some of our technologies in particular countries, including China, Taiwan, and India, which could limit our ability to grow our business in these markets.**

In China and Taiwan we have only limited patent protection, especially with respect to our Dolby Digital technologies. In India, we have no issued patents for Dolby Digital technologies. Consequently, maintaining or growing our licensing revenue will depend on our ability to obtain patent rights in these countries for existing and new technologies, which is uncertain. Furthermore, because of the limitations of the legal systems in many countries, the effectiveness of patents obtained or that may in the future be obtained is likewise uncertain.

### **Our licensing revenue depends in large part upon semiconductor manufacturers incorporating our technologies into integrated circuits.**

Our licensing revenue from system licensees depends in large part upon the availability of ICs that implement our technologies. IC manufacturers incorporate our technologies into these ICs, which are then incorporated in consumer entertainment products. We do not manufacture these ICs, but rather depend on IC manufacturers to develop, produce, and then sell them to system licensees. We do not control the IC manufacturers' decisions whether or not to incorporate our technologies into their ICs, and we do not control their product development or commercialization efforts. As a result, if these IC manufacturers are unable or unwilling, for any reason, to implement our technologies into their ICs, or if they sell fewer ICs incorporating our technologies, our operating results will be adversely affected.

### **Pricing pressures on the system licensees who incorporate our technologies into their products could limit the licensing fees we charge for our technologies, which could adversely affect our revenue.**

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The markets for the consumer entertainment products in which our technologies are incorporated are intensely competitive and price sensitive. We expect to face increased royalty pricing pressure for our technologies as we seek to drive the adoption of our technologies into online content and portable devices, such as tablets and smartphones. Retail prices for consumer entertainment products that include our sound technologies, such as DVD players and home theater systems, have decreased significantly, and we expect prices to decrease for the foreseeable future. In response, OEMs have sought to reduce their product costs, which can result in downward pressure on the licensing fees we charge our customers who incorporate our technologies into the consumer entertainment products that they sell. Furthermore, while we have contractual rights with many of our licensees for cost of living adjustments to our royalty rights, we may not be able to negotiate those terms in our contracts with existing and new licensees. Additionally, downward cost of living adjustments would result in declines in the licensing fees that we charge. A decline in, or the modification or loss of the contractual right to increase, the licensing fees we charge could materially adversely affect our operating results.

**We have in the past, and may in the future be, subject to legal claims related to our intellectual property rights, which are costly to defend, could require us to pay damages, and could limit our ability to use particular technologies in the future.**

Companies in the technology and entertainment industries own large numbers of patents, copyrights, trademarks, and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. We have faced such claims in the past and we expect to face similar claims in the future.

Any intellectual property claims, with or without merit, could be time consuming, expensive to litigate or settle, and could divert management resources and attention. In the past we have settled claims relating to infringement allegations and agreed to make payments in connection with such settlements. We expect that similar claims will be asserted against us in the future in the ordinary course of our business. An adverse determination in any intellectual property claim could require that we pay damages or stop using technologies found to be in violation of a third party's rights and could prevent us from offering our products and services to others. In order to avoid these restrictions, we may have to seek a license for the technology, which may not be available on reasonable terms or at all. Any license could also require us to pay significant royalties, and may significantly increase our operating expenses. As a result, we may be required to develop alternative non-infringing technologies, which could require significant effort and expense. If we cannot license or develop technologies for any aspects of our business found to be infringing, we may be forced to limit our product and service offerings and may be unable to compete effectively.

In some instances, we have contractually agreed to provide indemnifications to licensees relating to our intellectual property. Additionally, at times in the past, we have chosen to defend our licensees from third-party intellectual property infringement claims even where such defense was not contractually required, and we may choose to take on such defense in the future. Any of these results could adversely affect our brand, our operating results, and our financial condition.

**We have in the past and may in the future have disputes with our licensees regarding our licensing arrangements.**

At times, we are engaged in disputes regarding the licensing of our intellectual property rights, including matters related to our royalty rates and other terms of our licensing arrangements. These types of disputes can be asserted by our customers or prospective customers or by other third parties as part of negotiations with us or in private actions seeking monetary damages or injunctive relief, or in regulatory actions. In the past, licensees have threatened to initiate litigation against us based on potential antitrust claims or regarding our licensing royalty rate practices. Damages and requests for injunctive relief asserted in claims like these could be material, and could be disruptive to our business. Any disputes with our customers or potential customers or other third parties could adversely affect our business, and results of operations.

**We face risks relating to the transition to digital cinema.**

We face a number of risks relating to the transition to digital cinema, including:

- Exhibitors may perceive competing products to be advantageous to our products or they may choose lower priced competing products or competing products with different features, such as support for high frame rate content or 4K presentation;
- At least one of our competitors has a significantly greater installed base of its digital cinema servers than we do, which has and likely will continue to limit our share of the digital cinema market, particularly in the U.S. market;
- Pricing and other competitive pressures have caused us to implement pricing strategies which have adversely affected gross margins of our products;
- As the industry transition to digital cinema becomes substantially complete, the demand for new digital cinema screens will drop significantly and the industry will enter into a replacement cycle. This transition is occurring in certain markets, leading to lower volumes of our cinema products.

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These and other risks related to digital cinema could limit our prospects in digital cinema and could materially adversely affect our operating results.

### **Acquisition activities could result in operating difficulties and other harmful consequences.**

We have evaluated, and expect to continue to evaluate, a wide array of possible strategic transactions, including acquisitions. We consider these types of transactions in connection with, among other things, our efforts to expand our business beyond sound technologies. Although we cannot predict whether or not we will complete any such acquisition or other transactions in the future, any of these transactions could be material in relation to our market capitalization, financial condition, or results of operations. The process of integrating an acquired company, business, or technology may create unforeseen difficulties and expenditures. Foreign acquisitions involve unique risks in addition to those mentioned above, including those related to integration of operations across different geographies, cultures, and languages; currency risks; and risks associated with the particular economic, political, and regulatory environment in specific countries. Also, the anticipated benefits of our acquisitions may not materialize.

We face various risks in integrating acquired businesses, including:

- Diversion of management time and focus from operating our business to acquisition integration challenges;
- Cultural and logistical challenges associated with integrating employees from acquired businesses into our organization;
- Retaining employees, suppliers and customers from businesses we acquire;
- The need to implement or improve internal controls, procedures, and policies appropriate for a public company at businesses that prior to the acquisition may have lacked effective controls, procedures, and policies;
- Possible write-offs or impairment charges resulting from acquisitions;
- Unanticipated or unknown liabilities relating to acquired businesses; and
- The need to integrate acquired businesses' accounting, management information, manufacturing, human resources, and other administrative systems to permit effective management.

Furthermore, acquisitions may have an adverse impact on our financial condition and results of operations, including a potential adverse impact on our gross margins.

### **Future acquisitions could result in dilutive equity issuances or the need to obtain debt or equity financing on unfavorable terms.**

Future acquisitions could result in potentially dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, and write-offs of goodwill, any of which could harm our operating results or financial condition. Future acquisitions may also require us to obtain additional equity or debt financing, which may not be available on favorable terms or at all.

### **We are dependent upon our relationships within the entertainment industry, and the failure to maintain such relationships could materially harm our business.**

If we fail to maintain and expand our relationships with a broad range of entertainment industry participants, including film studios, broadcasters, video game designers, music producers, mobile media content producers, and OEMs, our business could be materially harmed. Relationships have historically played an important role in the entertainment markets that we serve. For example, sales of our products and services are particularly dependent upon our relationships with the major film studios and broadcasters, and licensing of our technologies is particularly dependent upon our relationships with system licensees, ISVs, and IC manufacturers. If we fail to maintain and strengthen these relationships, these entertainment industry participants may be less likely to purchase and use our technologies, products, and services, or create content incorporating our technologies, which could materially harm our business. Additionally, if major entertainment industry participants form strategic relationships that exclude us, whether in licensing, products, or services, our business could be materially adversely affected.

### **We face diverse risks in our international business, which could adversely affect our operating results.**

We are dependent on international sales for a substantial amount of our total revenue. For the fiscal year-to-date period ended March 29, 2013 and March 30, 2012, revenue from outside of the U.S. represented 69% and 68% of our total revenue, respectively. We expect that international and export sales will continue to represent a substantial portion of our revenue for the foreseeable future. This future revenue will depend to a large extent on the continued use and expansion of our technologies in entertainment industries worldwide.

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Due to our reliance on sales to customers outside the U.S., we are subject to the risks of conducting business internationally, including:

- Our ability to enforce our contractual and intellectual property rights, especially in those foreign countries that do not recognize and enforce intellectual property rights to the same extent as do the U.S., Japan, and European countries, which increases the risk of unauthorized, and uncompensated, use of our technologies;
- U.S. and foreign government trade restrictions, including those which may impose restrictions on importation of programming, technology, or components to or from the U.S.;
- Our ability to comply with applicable international laws and regulations governing our business and operations, including local consumer and safety laws, as well as license requirements;
- Foreign government taxes, regulations, and permit requirements, including foreign taxes that we may not be able to offset against taxes imposed upon us in the U.S., and other laws limiting our ability to repatriate funds to the U.S.;
- Burdens of complying with a variety of foreign laws;
- Changes in diplomatic and trade relationships;
- Difficulty in establishing, staffing, and managing foreign operations;
- Adverse fluctuations in foreign currency exchange rates and interest rates, including risks related to any interest rate swap or other hedging activities we undertake;
- Political or social instability, natural disasters, war or events of terrorism; and
- The strength of international economies.

Some of our business partners also have international operations and are subject to the risks described above. Even if we are able to manage successfully the risks of conducting business internationally, our business may be adversely affected if our business partners are not able to manage these risks successfully.

In many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. regulations applicable to us such as the Foreign Corrupt Practices Act ("FCPA") and U.S. export controls. Although we implement policies and procedures designed to ensure compliance with the FCPA and U.S. export controls, there can be no assurance that all of our employees, distributors, dealers, and agents will not take actions in violation of our policies or these regulations. Any such violation could have a material adverse affect on our business.

### **Revisions to patent laws and regulations in the U.S. and abroad may adversely impact our ability to obtain, license, and enforce our patent rights.**

Our licensing business depends in part on the uniform and consistent treatment of patent rights in the U.S. and abroad. Changes to the patent laws and regulations in the U.S. and abroad may limit our ability to obtain, license, and enforce our rights. Additionally, court and administrative rulings may interpret existing patent laws and regulations in ways that adversely affect our ability to obtain, license, and enforce our patents. For example, recent rulings by the U.S. Supreme Court concerning injunctions may make it more difficult, under some circumstances, for us to obtain injunctive relief against a party that has been found to infringe one or more of our patents, and rulings regarding patent challenges by licensees could potentially make it easier for our licensees to challenge our patents.

### **Our stock repurchase program may be suspended or terminated at any time, which may result in a decrease in our stock price.**

Our stock repurchase program, whereby we may continue to repurchase shares of our Class A common stock, may reduce the public float of shares available for trading on a daily basis. Such purchases may be limited, suspended, or terminated at any time without prior notice. There can be no assurance that we will buy additional shares of our Class A common stock under our stock repurchase program or that any future repurchases will have a positive impact on our stock price or earnings per share. Important factors that could cause us to discontinue or decrease our share repurchases include, among others, unfavorable market conditions, the market price of our Class A common stock, the nature of other investment or strategic opportunities presented to us from time to time, the rate of dilution of our equity compensation programs, our ability to make appropriate, timely, and beneficial decisions as to when, how, and whether to purchase shares under the stock repurchase program, and the availability of funds necessary to continue purchasing stock. If we curtail our repurchase program, our stock price may be negatively affected.

### **Fluctuations in our operating results and other factors may contribute to the volatility of the market price of our stock.**

A number of factors, many of which are outside our control, may cause or contribute to significant fluctuations in our quarterly and annual revenue and operating results. These fluctuations may make financial planning and forecasting more

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difficult. In addition, these fluctuations may result in unanticipated decreases in our available cash, which could negatively impact our business, and could increase the volatility of our stock price. Factors that may cause or contribute to fluctuations in our operating results and revenue or the volatility of the market price of our stock include those risks set forth in this section as well as the following:

- Fluctuations in demand for our products and for the digital entertainment products of our licensees;
- Adverse developments in general economic conditions;
- The amount and timing of our operating costs, capital expenditures, and related charges, including those related to the expansion or consolidation of our business, operations, and infrastructure;
- Changes in business cycles that affect the markets in which we sell our products and services or the markets for consumer entertainment products incorporating our technologies;
- Fluctuations in the timing of royalty reports we receive from our licensees, including late or sporadic reports;
- Variations in the time-to-market of our technologies in the entertainment industry markets in which we operate;
- Corrections to licensees' reports received in periods subsequent to those in which the original revenue was reported;
- The announcement, introduction, or enhancement of technologies, products, and services, by us, our licensees, and our competitors, and market acceptance of these new or enhanced technologies, products, and services;
- Rapid, wholesale changes in technology in the entertainment industries in which we compete;
- Events and conditions in the cinema industry, including box office receipts that affect the number of theaters constructed, the number of movies produced and exhibited, the general popularity of motion pictures, and strikes by cinema industry participants;
- The financial resources of cinema exhibitors available to buy our products or to equip their theaters to accommodate upgraded or new technologies;
- Consolidation by participants in the markets in which we compete, which could result among other things in pricing pressure;
- Seasonal electronics product shipment patterns by our system licensees, particularly in our second fiscal quarter, which generally result in lower revenue in our third fiscal quarter;
- The impact of, and our ability to react to, interruptions in the entertainment distribution process, including as a result of work stoppages at our facilities, our customers' facilities, and other points throughout the entertainment distribution process;
- Adverse outcomes of litigation or governmental proceedings, including any foreign, federal, state, or local tax assessments or audits;
- Repurchases we make of our common stock;
- Costs of litigation and intellectual property protection;
- Exchange rate fluctuations between the U.S. dollar and other currencies;
- Variations between our operating results and published analysts' expectations; and
- Announcements by our competitors or significant customers.

One or more of the foregoing or other factors may cause our operating expenses to be disproportionately higher or lower or may cause our revenue and operating results to fluctuate significantly in any particular quarterly or annual period. Consequently, results from prior periods are not necessarily indicative of the results for future periods.

### **Changes in tax rates and exposure for additional income tax liabilities or adverse outcomes resulting from examinations of our tax returns could adversely affect our operating results and financial condition.**

Changes in the valuation of our deferred tax assets and liabilities, the geographic mix of our revenue, or changes in tax laws or their interpretation could all favorably or unfavorably affect our future effective tax rates. We file income tax returns in the U.S. and in several U.S. state and foreign jurisdictions, and must use judgment in determining our worldwide provision for income taxes. For example, the following could adversely affect our income taxes:

- Earnings being lower than anticipated in countries that have lower tax rates and higher than anticipated in countries that have higher tax rates;
- Changes in the valuation of our deferred tax assets and liabilities;
- Expiration of or lapses in the R&D tax credit laws;
- Fluctuations in tax exempt interest income;
- Transfer pricing adjustments;
- Tax effects of nondeductible compensation;
- Tax costs related to intercompany realignments;
- Changes in accounting principles; or

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- Changes in tax laws and regulations, including possible U.S. changes to the taxation of earnings of our foreign subsidiaries, the deductibility of expenses attributable to foreign income, or the foreign tax credit rules.

We are subject to the periodic examination of our income tax returns by tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance, however, that the outcomes from these continuous examinations will not adversely affect our operating results and financial condition. Additionally, due to the evolving nature of tax rules combined with the large number of jurisdictions in which we operate, it is possible that our estimates of our tax liability and the realizability of our deferred tax assets could change in the future, which may result in additional tax liabilities and adversely affect our results of operations, financial condition, and cash flows.

### **If securities or industry analysts publish inaccurate or unfavorable research about our business or if our operating results do not meet or exceed their projections, our stock price could decline.**

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us or our industry downgrade our stock or the stock of other companies in our industry, or publish inaccurate or unfavorable research about our business or industry, or if our operating results do not meet or exceed their projections, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline.

### **Any inability to protect our intellectual property rights could reduce the value of our products, services, and brand.**

Our business is dependent upon protecting our patents, trademarks, trade secrets, copyrights, and other intellectual property rights. Licensing revenue represented 89% and 86% of our total revenue in the fiscal year-to-date period ended March 29, 2013 and March 30, 2012, respectively. Effective intellectual property rights protection, however, may not be available under the laws of every country in which our products and services and those of our licensees are distributed. Also, the efforts we have taken to protect our proprietary rights may not be sufficient or effective. Any significant impairment of our intellectual property rights could harm our business or our ability to compete.

In addition, protecting our intellectual property rights is costly and time consuming. We have taken steps in the past to enforce our intellectual property rights and expect to do so in the future. However, it may not be practicable or cost effective for us to enforce our intellectual property rights fully, particularly in some countries or where the initiation of a claim might harm our business relationships. If we are unable to successfully identify and stop unauthorized use of our intellectual property, we could experience increased operational and enforcement costs, which could adversely affect our financial condition and results of operations.

We generally seek patent protection for our innovations. However, it is possible that some of these innovations may not be protectable, or we may choose not to protect particular innovations that later turn out to be important, due to the high costs of obtaining patent protection. Even where we do have patent protection, the scope of such protection may be insufficient to prevent third parties from designing around our particular patent claims. Furthermore, there is always the possibility that an issued patent may later be found to be invalid or unenforceable. We also seek to maintain select intellectual property as trade secrets. Third parties or our employees could intentionally or accidentally compromise the intellectual property that we maintain as trade secrets, which would cause us to lose the competitive advantage resulting from them.

### **Our customers who are also our current or potential competitors may choose to use their own or competing technologies rather than ours.**

We face competitive risks in situations where our customers are also current or potential competitors. For example, Sony and Microsoft are significant licensee customers and Sony is a significant purchaser of our broadcast products and services, but Sony and Microsoft are also competitors with respect to some of our consumer, broadcast, and cinema technologies. To the extent that our customers choose to use competing technologies they have developed or in which they have an interest, rather than use our technologies, our business and operating results could be adversely affected.

### **We face competition from other audio formats.**

We believe that the success we have had licensing our surround sound technologies to system licensees is due, in part, to the strength of our brand and the perception that our technologies provide a high quality solution for surround sound. However, both free and proprietary sound technologies are becoming increasingly prevalent, and we expect competitors to continue to enter this field with other solutions. Furthermore, to the extent that customers perceive our competitors' solutions to provide the same advantages as our technologies at a lower or comparable price, there is a risk that these customers may treat sound

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encoding technologies such as ours as commodities, resulting in loss of status of our technologies, decline in their use, and significant pricing pressure. The commoditization of our audio technologies, as opposed to treatment as a premium solution, could adversely affect our business, and operating results.

### **The loss of or delay in operations of one or more of our key suppliers could materially delay or stop the production of our products and impair our ability to generate revenue.**

Our reliance on outside suppliers for some of the key materials and components we use in manufacturing our products involves risks, including limited control over the price, timely delivery, and quality of such components. We have no formal agreements in place with our suppliers for the continued supply of materials and components. Although we have identified alternate suppliers for most of our key materials and components, any required changes in our suppliers could cause material delays in our production operations and increase our production costs. In addition, at times our suppliers have not been, and in the future may not be, able to meet our production demands as to volume, quality, or timeliness.

Moreover, we rely on sole source suppliers for some of the components that we use to manufacture our products, including specific charged coupled devices, light emitting diodes, and digital signal processors. These sole source suppliers may become unable or unwilling to deliver these components to us at an acceptable cost or at all, which could force us to redesign those specific products.

Our inability to obtain timely delivery of key components of acceptable quality, any significant increases in the prices of components, or the redesign of our products could result in material production delays, increased costs, and reductions in shipments of our products, any of which could increase our operating costs, harm our customer relationships, or have a material adverse affect on our business and operating results.

### **Revenue from our products may suffer if our production processes encounter problems or if we are not able to match our production capacity to fluctuating levels of demand.**

Our products are highly complex and production difficulties or inefficiencies can interrupt production, resulting in our inability to deliver products on time in a cost effective manner, which could harm our competitive position. We have a single production facility and increasingly use contract manufacturers for a significant portion of our production capacity. Our reliance on contract manufacturers for the manufacture of our products involves risks, including limited control over timely delivery and quality of such products. If production of our products is interrupted, we may not be able to manufacture products on a timely basis. A shortage of manufacturing capacity for our products could adversely affect our operating results and damage our customer relationships. We may be unable to quickly adapt our manufacturing capacity to rapidly changing market conditions and a contract manufacturer may encounter similar difficulties. Likewise, we may be unable to quickly respond to fluctuations in customer demand or contract manufacturer interruptions. At times we underutilize our manufacturing facilities as a result of reduced demand for some of our products. Any inability to effectively respond to fluctuations in customer demand for our products or contract manufacturer interruptions may adversely affect our gross margins.

### **Our products, from time to time, experience quality problems that can result in decreased sales and higher operating expenses.**

Our products are complex and sometimes contain undetected software or hardware errors, particularly when first introduced or when new versions are released. In addition, to the extent that we engage contract manufacturers, we do not have as much control over manufacturing which could result in quality problems. Furthermore, our products are sometimes combined with or incorporated into products from other vendors, sometimes making it difficult to identify the source of a problem. These errors could result in a loss of or delay in market acceptance of our products or cause delays in delivering them and meeting customer demands, any of which could reduce our revenue and raise significant customer relations issues. In addition, if our products contain errors we could be required to replace or reengineer them, which would increase our costs. Moreover, if any such errors cause unintended consequences, we could incur substantial costs in defending and settling product liability claims. Although we generally attempt to contractually limit liability for defective products to the cost of repairing or replacing these products, if these contract provisions are not enforced, or are unenforceable for any reason, or if liabilities arise that are not effectively limited, we could incur substantial costs in defending and settling product liability claims.

### **Licensee products that incorporate our technologies, from time to time, experience quality problems that could damage our brand, decrease revenue, and increase operating expenses.**

Newly introduced and new versions of licensee products that incorporate our technologies are complex and may contain undetected software or hardware errors. In addition, the combination or incorporation of these newly introduced products with products from other companies can make it difficult to identify the source of a problem. Any negative publicity or impact relating to these product problems could adversely affect the perception of our brand. In addition, these errors could result in

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loss of, or delay in, market acceptance of those products or Dolby technologies, or cause delays in delivering them and meeting customer demands, any of which could reduce our revenue and raise significant customer relations issues. Although we generally attempt to contractually limit our liability for our licensees' defective products, we may elect to help re-engineer those products, which could adversely affect our operating results.

### **A loss of one or more of our key customers or licensees in any of our markets could adversely affect our operating results.**

From time to time, one or a small number of our customers or licensees may represent a significant percentage of our licensing, products, or services revenue. For example, revenue from Microsoft represented approximately 8% and 14% of our total revenue in the second quarter of fiscal 2013 and 2012, respectively, and approximately 10% and 14% of our total revenue in the fiscal year-to-date period ended March 29, 2013 and March 30, 2012, respectively. Additionally, revenues from Samsung have continued on an upward trend, representing approximately 13% of our total revenue in the second quarter of fiscal 2013 and approximately 12% in the fiscal year-to-date period ended March 29, 2013. Revenues from Samsung did not exceed 10% of our total revenue in the prior periods presented. Although we have agreements with many of these customers, these agreements typically do not require any minimum purchases or minimum royalty fees and do not prohibit customers from purchasing products and services from competitors. A decision by any of our major customers or licensees not to use our technologies, or their failure or inability to pay amounts owed to us in a timely manner, or at all, whether due to strategic redirections or adverse changes in their businesses or for other reasons, could have a significant adverse effect on our operating results.

### **We are subject to various environmental laws and regulations that could impose substantial costs upon us and may adversely affect our business, operating results, and financial condition.**

Some of our operations use substances regulated under various federal, state, local, and international laws governing the environment, including those governing the discharge of pollutants into the air and water, the management, disposal, and labeling of hazardous substances and wastes, and the cleanup of contaminated sites. We could incur costs, fines, and civil or criminal sanctions, third party property damage or personal injury claims, or could be required to incur substantial investigation or remediation costs, if we were to violate or become liable under environmental laws. Liability under environmental laws can be joint and several and without regard to comparative fault. The ultimate costs under environmental laws and the timing of these costs are difficult to predict.

### **New environmental laws and regulations could impact our operating results.**

We expect that new environmental laws and regulations, introduced on an ongoing basis, will have the potential to affect our manufacturing and licensing operations. Although we cannot predict the ultimate impact of any such new laws and regulations, they will likely result in additional costs or decreased revenue, and could require that we redesign or change how we manufacture our products, any of which could have a material adverse effect on our business.

### **We could incur substantial costs due to regulations regarding the composition of our products, which may adversely affect our business, operating results, and financial condition.**

We face increasing complexity in our product design as we adjust to new and future requirements relating to the materials composition of our products. For example, we redesigned our products to comply with restrictions on lead and other hazardous substances so we could continue to offer them for sale within the European Union. For some products, substituting particular components containing regulated hazardous substances is more difficult or costly, and additional redesign efforts could result in production delays. Selected electronic products that we maintain in inventory may be rendered obsolete if not in compliance with the new environmental laws, which could negatively impact our ability to generate revenue from those products.

In addition, the SEC has adopted rules regarding disclosure of the use of conflict minerals (commonly referred to as tantalum, tin, tungsten, and gold), which are mined from the Democratic Republic of the Congo and surrounding countries. This requirement could affect the sourcing of materials used in our products as well as the companies we used to manufacture our products. We expect to incur costs to design and implement a process to discover the origin of the tantalum, tin, tungsten, and gold used in our products, and to audit our conflict minerals disclosures. Our reputation may also suffer if we have included conflict minerals originating in the Democratic Republic of the Congo or surrounding countries in our products, and those conflict minerals funded armed groups in the region.

### **Continued global credit market weakness could negatively impact the value and liquidity of our investment portfolio.**

We maintain an investment portfolio of various holdings, types, and maturities, including money market funds, U.S. treasury and agency securities, municipal debt securities, corporate bonds, and commercial paper. Although we follow an

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established investment policy and seek to minimize the credit risk associated with investments, these investments are subject to general credit, liquidity, and interest rate risks. Any downgrades, losses, or other significant deterioration in the fair value of our cash, cash equivalents, or investments could negatively impact our investments or our ability to meet our investment objectives. Such negative impact, should it arise, could require an impairment charge, which would adversely impact our financial results.

### **We face risks associated with international trade and currency exchange.**

We maintain sales, marketing, and business operations in foreign countries. Consequently, we are exposed to fluctuations in exchange rates associated with the local currencies of our foreign business operations. While we derive nearly all of our revenue from transactions denominated in U.S. dollars, nearly all of our costs from our foreign operations are denominated in the currency of that foreign location. Consequently, exchange rate fluctuations between the U.S. dollar and other currencies could have a material impact on our profitability.

### **We rely on distributors that we do not control.**

We rely significantly on a global network of independent, regional distributors to market and distribute our cinema and broadcast products. Our distributor arrangements are non-exclusive and our distributors are not obligated to buy our products and can represent competing products. The loss of a major distributor or the inability or unwillingness of our distributors to dedicate the resources necessary to promote our portfolio of products could adversely affect our revenue. Furthermore, our distributors could retain product channel inventory levels that exceed future anticipated sales, which could adversely affect future sales to those distributors. In addition, failures of our distributors to adhere to our policies or other ethical practices could adversely affect us. For example, while we have implemented policies designed to promote compliance with global anticorruption laws, export controls, and local laws, we do not have direct control over the business and risk management policies adopted by our distributors, and they could act contrary to our policies.

### **For the foreseeable future, Ray Dolby or his affiliates or family members will be able to control the selection of all members of our Board of Directors, as well as virtually every other matter that requires stockholder approval, which will severely limit the ability of other stockholders to influence corporate matters.**

At March 29, 2013, Ray Dolby and his affiliates, including his family members, owned 21,654 shares of our Class A common stock and 54,943,049 shares of our Class B common stock. As of March 29, 2013, Ray Dolby and his affiliates, including his family members, had voting power of approximately 99.7% of our outstanding Class B common stock, which in the aggregate represented approximately 91.9% of the combined voting power of our outstanding Class A and Class B common stock. Under our certificate of incorporation, holders of Class B common stock are entitled to ten votes per share while holders of Class A common stock are entitled to one vote per share. Generally, shares of Class B common stock automatically convert into shares of Class A common stock upon transfer of such Class B common stock, other than transfers to certain specified persons and entities, including the spouse and descendants of Ray Dolby and the spouses and domestic partners of such descendants.

Because of this dual class structure, Ray Dolby, his affiliates, and his family members and descendants will, for the foreseeable future, have significant influence over our management and affairs, and will be able to control virtually all matters requiring stockholder approval, including the election of directors and significant corporate transactions such as mergers or other sales of our company or assets, even if they come to own considerably less than 50% of the total number of outstanding shares of our Class A and Class B common stock. Ray Dolby, his affiliates, his family members, and descendants will maintain this control even if in the future they come to own considerably less than 50% of the total number of outstanding shares of our Class A and Class B common stock.

Moreover, these persons may take actions in their own interests that our stockholders do not view as beneficial. Absent a transfer of Class B common stock that would trigger an automatic conversion as described above, there is no threshold or time deadline at which the shares of Class B common stock will automatically convert into shares of Class A common stock.

Assuming conversion of all shares of Class B common stock held by persons not affiliated with Ray Dolby into shares of Class A common stock, so long as Ray Dolby and his affiliates, his family members, and descendants continue to hold shares of Class B common stock representing approximately 10% or more of the total number of outstanding shares of our Class A and Class B common stock, they will hold a majority of the combined voting power of the Class A and Class B common stock.

### **Future sales of shares by insiders could cause our stock price to decline.**

If our founder, officers, directors or employees sell, or indicate an intention to sell, substantial amounts of our Class A common stock in the public market, including shares of Class A common stock issuable upon conversion of shares of Class B common stock, the trading price of our Class A common stock could decline. As previously announced, (i) Ray and Dagmar

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Dolby, as Trustees of the Ray Dolby Trust under the Dolby Family Trust Instrument dated May 7, 1999, (ii) Ray and Dagmar Dolby, as Trustees of the Ray Dolby 2002 Trust A dated April 19, 2002, (iii) Ray and Dagmar Dolby, as Trustees of the Ray Dolby 2002 Trust B dated April 19, 2002, (iv) Ray and Dagmar Dolby, as Trustees of the Ray Dolby 2011 Trust A dated December 14, 2011, and (v) Ray and Dagmar Dolby, as Trustees of the Ray Dolby 2011 Trust B dated December 14, 2011, adopted Rule 10b5-1 trading plans in the third quarter of fiscal 2012 to sell up to 5.9 million shares of the Company's Class A common stock (or approximately 10.3% of Ray Dolby's direct and indirect holdings at the time). The trading plans were adopted during an "open window" in accordance with guidelines specified by Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and as permitted by the Company's insider trading policy. Sales under the trading plans commenced in August 2012, are based upon pre-established stock price thresholds, are subject to daily volume limits and will expire once all of the shares have been sold or in August 2013, whichever is earlier.

We cannot predict the effect the trading plan sales may have on the future trading prices of our Class A common stock. As of March 29, 2013, we had a total of 101,713,928 shares of Class A and Class B common stock outstanding.

As of March 29, 2013, our directors and executive officers beneficially held 54,953,049 shares of Class B common stock, 208,552 shares of Class A common stock, vested options to purchase 22,274 shares of Class B common stock and vested options to purchase 602,089 shares of Class A common stock. We expect that any sale of our Class A common stock by our directors and executive officers would be subject to compliance with Rule 144 under the Securities Act.

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

### Sales of Unregistered Securities

In the fiscal quarter ended March 29, 2013, we issued an aggregate of 24,451 shares of our Class B common stock to certain employees, officers, and directors upon the exercise of options awarded under our 2000 Stock Incentive Plan. We received aggregate proceeds of less than \$0.2 million in the fiscal quarter ended March 29, 2013, as a result of the exercise of these options. We believe these transactions were exempt from the registration requirements of the Securities Act in reliance on Rule 701 thereunder as transactions pursuant to compensatory benefit plans and contracts relating to compensation. As of March 29, 2013, options to purchase an aggregate of 133,249 shares of our Class B common stock remain outstanding. All issuances of shares of our Class B common stock pursuant to the exercise of these options will be made in reliance on Rule 701. All option grants made under the 2000 Stock Incentive Plan were made prior to the effectiveness of our initial public offering. No further option grants will be made under our 2000 Stock Incentive Plan.

None of the foregoing transactions involved any underwriters, underwriting discounts or commissions, or any public offering.

Each share of our Class B common stock is convertible into one share of our Class A common stock at any time at the option of the holder or upon the affirmative vote of the holders of a majority of the shares of Class B common stock. In addition, each share of Class B common stock shall convert automatically into one share of Class A common stock upon any transfer, except for certain transfers described in our amended and restated certificate of incorporation.

### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information regarding the Company's purchases of its Class A Common stock, \$0.001 par value per share, during the second quarter of fiscal 2013:

	Total Number of Shares Purchased	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (3)
December 29, 2012 - January 25, 2013	382,481	\$29.99	382,481	\$132.9 million
January 26, 2013 - February 22, 2013	—	—	—	\$132.9 million
February 23, 2013 - March 29, 2013	—	—	—	\$132.9 million
<b>Total</b>	<b>382,481</b>		<b>382,481</b>	

(1) Excludes commission costs.

(2) Shares of Class A common stock were purchased under a \$250.0 million stock repurchase program announced on November 3, 2009, which was subsequently increased by \$300.0 million, \$250.0 million, and \$100.0 million announced on July 27, 2010, August 4, 2011, and February 8, 2012, respectively. The stock repurchase program does not have an expiration date. Stock repurchases under this program may be made through open market transactions, negotiated purchases, or otherwise, at times and in such amounts as we consider appropriate.

(3) Amounts shown in this column reflect amounts remaining under the stock repurchase program.

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**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated by Reference Herein</b>	
		<b>Form</b>	<b>Date</b>
10.1*	Dolby Laboratories, Inc. 2005 Stock Plan, as amended and restated on February 5, 2013	Current Report on Form 8-K	February 11, 2013
10.2*	Dolby Laboratories, Inc. Employee Stock Purchase Plan, as amended and restated on February 5, 2013	Current Report on Form 8-K	February 11, 2013
10.3*	Consulting Services Agreement dated as of February 7, 2013, by and between David Dolby and Dolby Laboratories, Inc.		
10.4*	Separation Agreement and Release dated as of March 27, 2013, by and between Ramzi Haidamus and Dolby Laboratories, Inc.		
31.1	Certification by the Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.		
31.2	Certification by the Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.		
32.1‡	Certification by the Chief Executive Officer and the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		
101.INS‡	XBRL Instance Document		
101.SCH‡	XBRL Taxonomy Extension Schema Document		
101.CAL‡	XBRL Taxonomy Extension Calculation Linkbase Document		
101.DEF‡	XBRL Extension Definition		
101.LAB‡	XBRL Taxonomy Extension Label Linkbase Document		
101.PRE‡	XBRL Taxonomy Extension Presentation Linkbase Document		

\* Denotes a management contract or compensatory arrangement

‡ Furnished herewith

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SIGNATURES

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

Date: May 2, 2013

DOLBY LABORATORIES, INC.

By: /s/ Lewis Chew

**Lewis Chew**

**Executive Vice President and Chief Financial Officer (Principal  
Financial and Accounting Officer)**

DOLBY LABORATORIES, INC.CONSULTING SERVICES AGREEMENT

This Services Agreement (“**Agreement**”) is entered into as of February 7, 2013, by and between Dolby Laboratories, Inc., a Delaware corporation (the “**Company**”) and David Dolby (“**Consultant**”).

WHEREAS, the Company desires to retain Consultant as an independent contractor to perform consulting services, and Consultant is willing to perform such services, on the terms described below. In consideration of the mutual promises contained herein, the parties agree as follows:

1. *Services.* As of February 7, 2013 (the “**Effective Date**”), Consultant will serve as a consultant to advise the ad hoc Technology Strategy Committee (the “**TSC**”) of the Board of Directors of the Company (the “**Board**”) on technologies and other related matters as the TSC may request. The services to be performed by Consultant hereunder shall be referred to herein as the “**Services**.” The period of the consultancy under this Agreement is referred to herein as the “**Consultancy Term**.” During the Consultancy Term, Consultant will perform his duties faithfully and to the best of his ability. In no event will Consultant have the authority to bind the Company or represent the Company to any third party or to provide direction to members of management, except through a recommendation made by the TSC to the Board of Directors.

Specifically, Consultant will perform research and analyses and work on projects supporting the work of the TSC, as set forth in its charter. The scope and requirements of the Services will be determined by the Chairman of the TSC in consultation with other members of the TSC and Consultant. The Consultant’s work will be overseen by the Chairman of the Technology Strategy Committee and the Chairman of the Board of Directors.

2. *Support.* The Company will make available information and access to Consultant necessary to analyze and evaluate the issues being explored by the Technology Strategy Committee

- Consultant may participate in internal and external meetings, seminars, and trade shows, where technology-related subjects are reviewed or discussed, to the extent that such attendance is consistent with the current agenda of the TSC and with the prior agreement of the Chairman of the TSC or the Chairman of the Board.
- Consultant will be provided with adequate administrative support as necessary to perform the Services.

3. *Compensation.* The Company will pay Consultant \$8,333 per month (\$100,000 annually) for the Services performed under this Agreement.

4. *Withholding.* Consultant shall have full responsibility for applicable withholding taxes for all compensation paid to Consultant under this Agreement, and for compliance with all applicable labor and employment requirements with respect to Consultant’s self-employment, sole proprietorship or other form of business organization.

5. *Confidentiality/Corporate Opportunity.* Consultant will maintain in confidence and will not, directly or indirectly, disclose or use, either during or after the term of this Agreement, any proprietary information, confidential information, know-how or trade secrets belonging to Company, whether or not it is in written or permanent form, except to the extent necessary to perform the Services and to perform Consultant’s duties as a member of the board of directors of the Company. Upon the written request of Company, Consultant shall return to Company all Company proprietary information, confidential information, know-how or trade secrets in Consultant’s possession. Consultant shall not appropriate any corporate opportunity rightfully belonging to the Company.

6. *Conflicting Obligations.* Consultant certifies that Consultant has no outstanding agreement or obligation that is in conflict with any of the provisions of this Agreement or that would preclude Consultant from complying with the provisions of this Agreement. Consultant will not enter into any such conflicting agreement during the term of this Agreement.

7. *Independent Contractor; Benefits.* It is the express intention of the Company and Consultant that Consultant performs the Services as an independent contractor. Nothing in this Agreement shall in any way be construed to constitute Consultant as an employee or entitling Consultant to any of benefits otherwise provided to employees of the Company. Consultant acknowledges and agrees that Consultant is obligated to report as income all compensation received by Consultant pursuant to this Agreement. Consultant agrees to and acknowledges the obligation to pay all self-employment and other taxes on such income.

8. *Termination and Survival.*

A. *Consultancy Term and Termination.* The Consultancy Term shall be one year from the Effective Date. The Company may terminate this Agreement for "Cause". "Cause" means, the Consultant's: (i) refusal or failure to act in accordance with any specific, lawful direction or order of the TSC; (ii) unfitness or unavailability for service or unsatisfactory performance (other than as a result of disability); (iii) performance of any act or failure to perform any act in bad faith and to the detriment of the Company; (iv) dishonesty, intentional misconduct or material breach of any agreement with the Company; or (v) commission of a crime involving dishonesty, breach of trust, or physical or emotional harm to any person. At least 30 days prior to the termination of the Agreement pursuant to (i) or (ii) above, the Company shall provide the Consultant with notice of the Company's intent to terminate, the reason therefore, and an opportunity for the Consultant to cure such defects in his service to the Company's satisfaction.

The Agreement will terminate immediately upon the death or disability of Consultant, or at such time as Consultant is no longer a member of the Board of Directors of the Company.

B. *Survival.* Upon any termination, all rights and duties of the Company and Consultant toward each other under this Agreement shall cease except:

(1) The Company will pay, within thirty (30) days after the effective date of termination, all amounts owing to Consultant for Services completed and accepted by the Company prior to the termination date and related reimbursable expenses, if any, submitted in accordance with the Company's policies; and

(2) All Sections of this Agreement other than **Section 1** (Services), **Section 2** (Support), and **Section 3** (Compensation) will survive termination of this Agreement.

9. *Miscellaneous.*

A. *Governing Law; Consent to Personal Jurisdiction.* This Agreement shall be governed by the laws of California without regard to California's conflicts of law rules. To the extent that any lawsuit is permitted under this Agreement, the parties hereby expressly consent to the personal and exclusive jurisdiction and venue of the state and federal courts located in California.

B. *Assignability.* This Agreement will be binding upon Consultant's heirs, executors, assigns, administrators, and other legal representatives, and will be for the benefit of the Company, its successors, and its assigns. There are no intended third-party beneficiaries to this Agreement, except as expressly stated. Except as otherwise provided in this Agreement, Consultant may not sell, assign, or delegate any rights or obligations under this Agreement. Notwithstanding anything to the contrary herein, Company may assign this Agreement and its rights and obligations under this Agreement to any successor to all or substantially all of Company's relevant assets, whether by merger, consolidation, sale of assets or stock, or otherwise.

C. *Entire Agreement.* This Agreement constitutes the entire agreement between the parties with respect to the subject matter of this Agreement and supersedes all prior written and oral agreements between the parties regarding the subject matter of this Agreement. Consultant represents and warrants that he is not relying on any statement or representation not contained in this Agreement.

D. *Headings.* Headings are used in this Agreement for reference only and shall not be considered when interpreting this Agreement.

E. *Notices.* Any notice or other communication required or permitted by this Agreement to be given to a party shall be in writing and shall be deemed given (i) if delivered personally or by commercial messenger or courier service, (ii) when sent by confirmed facsimile; or (iii) mailed by U.S. registered or certified mail (return receipt requested), to the party at the party's address written below or at such other address as the party may have previously specified by like notice. If sent by mail, delivery shall be deemed effective three business days after mailing in accordance with this Section.

(1) If to the Company, to:

Dolby Laboratories, Inc.  
100 Potrero Avenue  
San Francisco, CA 94103  
Attention: General Counsel

(2) If to Consultant, to the last address of Consultant provided by Consultant to the Company.

F. *Severability.* If any provision of this Agreement is found to be illegal or unenforceable, the other provisions shall remain effective and enforceable to the greatest extent permitted by law.

(signature page follows)

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IN WITNESS WHEREOF, the parties hereto have executed this Services Agreement as of the date first written above.

**CONSULTANT**

**DOLBY LABORATORIES, INC.**

/s/ David Dolby

By: /s/ Andy Sherman

David Dolby

Name: Andy Sherman

Title: EVP, General Counsel and Corporate Secretary

## SEPARATION AGREEMENT AND RELEASE

This Separation Agreement and Release (“**Agreement**”) is made by and between Ramzi Haidamus (“**Executive**”) and Dolby Laboratories, Inc., a Delaware corporation, and its direct and indirect subsidiaries (together, the “**Company**”) (collectively referred to as the “**Parties**” or individually referred to as a “**Party**”).

## RECITALS

WHEREAS, Executive was employed by the Company as an at-will employee;

WHEREAS, Executive signed an Employee Proprietary Rights and Non-Disclosure Agreement with the Company on September 27, 1996 and on June 20, 1997, and an Employee Proprietary Rights and Non-Disclosure Agreement and Conflict of Interest Policy with the Company on March 8, 1999 (collectively the “**Confidentiality Agreements**”);

WHEREAS, Executive signed a Policy Regarding Reporting of Financial and Accounting Concerns, an Acknowledgement of Receipt of Code of Business Conduct and Ethics, and an Employee Handbook (collectively the “**Business Policies**”);

WHEREAS, the Company and Executive have entered into Stock Option Agreements, dated March 16, 2009, December 15, 2011, August 15, 2012 and December 21, 2012, granting Executive options to purchase shares of the Company’s common stock and the Company and Executive have entered into Restricted Stock Unit Agreements dated February 8, 2010, December 15, 2010, December 15, 2011, August 10, 2012, August 15, 2012 and December 21, 2012, representing the contingent right of Executive to receive shares of the Company’s common stock upon vesting, subject to the terms and conditions of the Company’s 2005 Stock Plan, Stock Option Agreements and Restricted Stock Unit Agreements (collectively the “**Stock Agreements**”);

WHEREAS, the Executive’s employment with the Company will terminate effective the earlier of i) March 31, 2014; or ii) the date on which Executive engages in New Employment (as defined in Paragraph 1.b. herein), without the Company’s Consent (as defined in Paragraph 1.c. herein) (in either case, the “**Separation Date**”);

WHEREAS, Executive will continue to perform services for the Company through and including the date the Parties sign the Agreement (the “**Transition Commencement Date**”), except as otherwise requested by the Company, after which Executive will continue to provide certain transitional services as set forth in Paragraph 1(a) as an employee of the Company through and including the Separation Date (the “**Transition Services**”); and

WHEREAS, the Parties wish to resolve any and all disputes, claims, complaints, grievances, charges, actions, petitions, and demands that the Executive may have against the Company and any of the Releasees as defined below, including, but not limited to, any and all claims arising out of or in any way related to Executive’s employment with or separation from the Company.

NOW, THEREFORE, in consideration of the mutual promises made herein, the Company and Executive hereby agree as follows:

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## COVENANTS

1. Transition Services. The Parties agree that Executive shall remain employed by the Company (but shall no longer be an officer of the Company) between the Transition Commencement Date and the Separation Date for the limited purpose of transitioning Executive's duties, subject to Executive's compliance with the terms of this Agreement, the Confidentiality Agreements, and the Business Policies, including but not limited to the Company's Code of Conduct, and any other Company policies governing employee conduct (the "**Transition Period**").
    - a. Transition Period Duties. During the Transition Period, Executive agrees to provide assistance with respect to the Company's transition to new management as reasonably requested by the Company. Executive agrees to remain generally accessible to the Company by phone, personal email, or other standard communication means, and, upon reasonable notice in person, to cooperate with the Company to the extent reasonably requested. During the Transition Period, Executive acknowledges and agrees that he is not authorized to act as an agent of the Company in any way outside the scope of Transition Services requested by the Company.
    - b. New Employment. Executive agrees to inform the Company within three (3) days of any New Employment. Nothing in the previous paragraph shall prevent Executive from engaging in New Employment during the Transition Period. However, and except where Company has provided Consent, in the event that Executive elects to engage in self-employment or accepts an offer to provide any work, labor, services, or assistance to any other person or entity (other than for the Company) whether as a compensated or uncompensated employee, contractor, consultant, partner, investor, advisor, or otherwise (the "**New Employment**") prior to March 31, 2014, any consideration being provided to Executive by the Company will immediately cease and he will not be eligible to receive any further payments or benefits under this Agreement. Notwithstanding any provision herein to the contrary, the term "New Employment" shall not include the performance of any services without compensation or remuneration (other than reimbursement of out of pocket expenses) provided to any charitable, educational or religious organization or institution that is not-for-profit, provided that such services are not inconsistent with the interests of the Company. In addition, should Executive engage in New Employment before December 31, 2013 (without the Company's Consent), he will no longer be eligible for the consideration provided in exchange for the Supplemental Release, as defined herein. Similarly, should Executive engage in New Employment before March 31, 2014 (without the Company's Consent), he will no longer be eligible for the consideration provided in exchange for the Final Release, as defined herein.
    - c. Consent to New Employment. Notwithstanding the foregoing, Executive will continue to be eligible to receive the consideration provided herein if the Company consents in advance and in writing to such New Employment. The Company will have the sole and absolute discretion with respect to whether to provide such consent (the "**Consent**").
    - d. Termination for Cause. This Agreement does not alter the Company's right to terminate Executive for Cause. In the event that Executive is terminated for Cause (as defined in the 2005 Stock Plan) all payments and benefits provided under this Agreement and in exchange for the Transition Services that have not already been earned will immediately cease and Executive will no longer be eligible for the consideration provided in exchange for his execution and non-revocation of the Supplemental Release or the Final Release.
  2. Consideration. Subject to the provisions of Section 1, Executive will be entitled to the following:
    - a. Transition Services Phase One Compensation. For the first three (3) months following the Effective Date of this Agreement ("**Phase 1**"), the Company will continue to pay Executive his current base salary, and Executive will remain eligible for such standard Company-sponsored benefits as made generally available to employees of the Company,
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except as amended herein and to the extent permitted under the terms of the Company's benefit plans. The Company agrees to pay Executive any accrued but unused paid time off on the last day of Phase 1.

b. Transition Services Phase Two Compensation. Following the third month anniversary of the Effective Date of this Agreement through and including the Separation Date ("**Phase 2**"), the Company agrees to pay Executive a part-time salary in the amount of Ten Thousand Dollars (\$10,000) per month. Executive will remain eligible for such standard Company-sponsored benefits as made generally available to employees of the Company during Phase 2, except as amended herein and to the extent permitted under the terms of the Company's benefit plans.

c. Pro-Rata Performance Bonus. Provided Executive is an employee of the Company at the time the Pro Rata Bonus is paid, Executive will remain eligible to earn an annual bonus for the current fiscal year ending on or around September 30, 2013, based upon achievement of the related performance metrics, as determined by the Compensation Committee of the Board of Directors pursuant to the terms of the 2013 Executive Annual Incentive Plan; provided however, that Executive shall only be eligible to receive an annual bonus equal to fifty percent (50%) of what he otherwise would have received had he remained a full-time employee through the bonus payment date (the "**Pro Rata Bonus**"). The Pro Rata Bonus will be paid at the time and manner in which such bonuses are normally paid to senior executives of the Company. For purposes of clarity, Executive will not be eligible to earn any bonuses after the close of the current fiscal year.

d. Equity Awards. The Parties agree that Executive's Stock Agreements that are subject to vesting will continue to vest during the Transition Period, subject to the terms of the Agreement (provided that shares subject to the August 2012 Awards shall only vest as provided in the Supplemental Release). The exercise of Executive's vested options and

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settlement of restricted stock unit award shares shall continue to be governed by the terms and conditions of the Stock Agreements.

e. Outplacement Services. Following the Effective Date of the Supplemental Release (as defined in Paragraph 1.f.), the Company agrees to pay up to an aggregate total of Twenty Five Thousand Dollars (\$25,000) to (i) Right Management Inc. and/or (ii) Executive Edge (together, the “**Outplacement Providers**”) in relation to Executive’s personal use of the Outplacement Providers’ transition, coaching, and/or outplacement services (the “**Outplacement Services**”). Payment for Outplacement Services shall be made by the Company directly to the Outplacement Providers.

f. Supplemental Release. The Parties agree to sign the Supplemental Release attached hereto as Exhibit A (the “**Supplemental Release**”). Provided that Executive has signed the Supplemental Release, the Company agrees to counter-sign the Supplemental Release on or after December 31, 2013, but no later than January 22, 2014. Executive agrees he will not sign the Supplemental Release until on or after December 31, 2013, and acknowledges and agrees that any payments or benefits provided for under the Supplemental Release are expressly conditioned upon his signing and not revoking the Supplemental Release. In exchange for Executive’s execution and non-revocation of the Supplemental Release, and subject to Executive’s continued employment with the Company through December 31, 2013, the Company agrees to (i) pay Executive a lump sum of Four Hundred Fifty Thousand Dollars (\$450,000), less applicable withholding; and (ii) accelerate certain equity awards as provided in the Supplemental Release. The lump sum payment will be made to Executive within ten (10) business days after the Effective Date of the Supplemental Release. For purposes of clarity, Executive will not be eligible to receive the consideration set forth in the Supplemental Release unless he complies fully with the terms of this Agreement and remains employed by the Company through December 31, 2013.

g. Final Release. In the event that Executive continues to provide Transition Services for the Company after December 31, 2013, the Parties agree to sign a final release in the form attached hereto as Exhibit B (the “**Final Release**”). Executive agrees to sign and not to revoke the Final Release within 21 days of the actual Separation Date, and acknowledges and agrees that any payments or benefits provided for under the Final Release are expressly conditioned on his signing and not revoking the Final Release. Provided that Executive has signed the Final Release, the Company agrees to counter-sign the Final Release on or after March 31, 2014, but no later than April 22, 2014. In exchange for Executive’s execution and non-revocation of the Final Release, and subject to Executive’s continued employment through March 31, 2014, the Company agrees to pay Executive a lump sum payment of Forty-Two Thousand Dollars (\$42,000), less applicable withholding. The lump sum payment will be made to Executive within ten (10) business days after the Effective Date of the Final Release. Executive will not be eligible to receive the consideration set forth in the Final Release unless he complies fully with the terms of this Agreement and remains employed by the Company through March 31, 2014.

h. Payments in Lieu of COBRA. Executive’s health, dental and vision insurance benefits shall cease on the first day of Phase 2. In lieu of Company-subsidized COBRA benefits, and payable whether or not Executive and his covered dependents elect to receive COBRA benefits, commencing on the first day of Phase 2, the Company shall pay Executive \$3,500 per month, on the existing payroll schedule applicable to officers of the Company, through the Separation Date.

3. Other Benefits. Executive’s participation in all benefits and incidents of employment, including, but not limited to, vesting in stock options and restricted stock units, vacation, and paid time off, shall cease as of the Separation Date, or earlier pursuant to the terms of such benefits and incidents of employment.

4. Payment of Salary and Receipt of All Benefits. Executive acknowledges and represents that, other than the consideration set forth in this Agreement, the Company has paid or provided all salary, wages, bonuses, accrued vacation/paid time off, premiums, leaves, housing allowances, relocation costs, interest, severance, outplacement costs, fees, reimbursable expenses, commissions, stock, stock options, restricted stock unit awards, vesting, and any and all other benefits and

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compensation due to Executive. Executive further acknowledges and represents that he has received any leave to which he was entitled or which he requested, if any, under the California Family Rights Act and/or the Family Medical Leave Act, and that he did not sustain any workplace injury, during his employment with the Company.

5. Release of Claims. Executive agrees that the foregoing consideration represents settlement in full of all outstanding obligations owed to Executive by the Company and its current and former officers, directors, employees, agents, investors, attorneys, stockholders, administrators, affiliates, benefit plans, plan administrators, insurers, trustees, divisions, and subsidiaries, and predecessor and successor corporations and assigns (collectively, the “**Releasees**”). Executive, on his own behalf and on behalf of his respective heirs, family members, executors, agents, and assigns, hereby and forever releases the Releasees from, and agrees not to sue concerning, or in any manner to institute, prosecute, or pursue, any claim, complaint, charge, duty, obligation, demand, or cause of action relating to any matters of any kind, whether presently known or unknown, suspected or unsuspected, that Executive may possess against any of the Releasees arising from any omissions, acts, facts, or damages that have occurred up until and including the Effective Date of this Agreement, including, without limitation:

- a. any and all claims relating to or arising from Executive’s employment relationship with the Company and the termination of that relationship;
  - b. any and all claims relating to, or arising from, Executive’s right to purchase, or actual purchase of shares of stock of the Company, including, without limitation, any claims for fraud, misrepresentation, breach of fiduciary duty, breach of duty under applicable state corporate law, and securities fraud under any state or federal law;
  - c. any and all claims for wrongful discharge of employment; termination in violation of public policy; discrimination; harassment; retaliation; breach of contract, both express and implied; breach of covenant of good faith and fair dealing, both express and implied; promissory estoppel; negligent or intentional infliction of emotional distress; fraud; negligent or intentional misrepresentation; negligent or intentional interference with contract or prospective economic advantage; unfair business practices; defamation; libel; slander; negligence; personal injury; assault; battery; invasion of privacy; false imprisonment; conversion; and disability benefits;
  - d. any and all claims for violation of any federal, state, or municipal statute, including, but not limited to, Title VII of the Civil Rights Act of 1964; Sections 1981 through 1988 of Title 42 of the United States Code, as amended; the Civil Rights Act of 1991; the Rehabilitation Act of 1973; the Americans with Disabilities Act of 1990; the Equal Pay Act; the Fair Labor Standards Act, except as prohibited by law; the Fair Credit Reporting Act; the Immigration Reform and Control Act, as amended; the Occupational Safety and Health Act, as amended; the California Occupational Safety and Health Act, as amended; the Age Discrimination in Employment Act of 1967; the Older Workers Benefit Protection Act; the Employee Retirement Income Security Act of 1974; the Worker Adjustment and Retraining Notification Act; the Family and Medical Leave Act; the Sarbanes-Oxley Act of 2002; the Uniformed Services Employment and Reemployment Rights Act; the California Family Rights Act; the California Labor Code, except as prohibited by law; the California Workers’ Compensation Act, except as prohibited by law; and the California Fair Employment and Housing Act;
  - e. any and all claims for violation of the federal or any state constitution;
  - f. any and all claims arising out of any other laws and regulations relating to employment or employment discrimination;
  - g. any claim for any loss, cost, damage, or expense arising out of any dispute over the non-withholding or other tax treatment of any of the proceeds received by Executive as a result of this Agreement; and
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h. any and all claims for attorneys' fees and costs.

Executive agrees that the release set forth in this section shall be and remain in effect in all respects as a complete general release as to the matters released. This release does not extend to any obligations incurred under this Agreement. This release does not release claims that cannot be released as a matter of law, including, but not limited to, Executive's right to file a charge with or participate in a charge by the Equal Employment Opportunity Commission, or any other local, state, or federal administrative body or government agency that is authorized to enforce or administer laws related to employment, against the Company (with the understanding that any such filing or participation does not give Executive the right to recover any monetary damages against the Company; Executive's release of claims herein bars Executive from recovering such monetary relief from the Company). Notwithstanding the foregoing, Executive acknowledges that any and all disputed wage claims that are released herein shall be subject to binding arbitration as provided herein, except as required by applicable law. Executive represents that he has made no assignment or transfer of any right, claim, complaint, charge, duty, obligation, demand, cause of action, or other matter waived or released by this Paragraph.

6. Acknowledgment of Waiver of Claims under ADEA. Executive understands and acknowledges that he is waiving and releasing any rights he may have under the Age Discrimination in Employment Act of 1967 ("**ADEA**"), and that this waiver and release is knowing and voluntary. Executive understands and agrees that this waiver and release does not apply to any rights or claims that may arise under the ADEA after the Effective Date of this Agreement. Executive understands and acknowledges that the consideration given for this waiver and release is in addition to anything of value to which Executive was already entitled. Executive further understands and acknowledges that he has been advised by this writing that: (a) he should consult with an attorney prior to executing this Agreement; (b) he has twenty-one (21) days within which to consider this Agreement; (c) he has seven (7) days following his execution of this Agreement to revoke this Agreement; (d) this Agreement shall not be effective until after the revocation period has expired; and (e) nothing in this Agreement prevents or precludes Executive from challenging or seeking a determination in good faith of the validity of this waiver under the ADEA, nor does it impose any condition precedent, penalties, or costs for doing so, unless specifically authorized by federal law. In the event Executive signs this Agreement and returns it to the Company in less than the 21-day period identified above, Executive hereby acknowledges that he has freely and voluntarily chosen to waive the time period allotted for considering this Agreement. The Parties agree that any changes to this Agreement, whether material or immaterial, do not restart the running of the 21-day period. Executive acknowledges and understands that revocation must be accomplished by a written notification to the person executing this Agreement on the Company's behalf that is received prior to the Effective Date.

7. California Civil Code Section 1542. Executive acknowledges that he has been advised to consult with legal counsel and is familiar with the provisions of California Civil Code Section 1542, a statute that otherwise prohibits the release of unknown claims, which provides as follows:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Executive, being aware of said code section, agrees to expressly waive any rights he may have thereunder, as well as under any other statute or common law principles of similar effect.

8. No Pending or Future Lawsuits. Executive represents that he has no lawsuits, claims, or actions pending in his name, or on behalf of any other person or entity, against the Company or any of the other Releasees. Executive also represents that he does not intend to bring any claims on his own behalf or on behalf of any other person or entity against the Company or any of the other Releasees.

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9. Application for Employment. Executive understands and agrees that, as a condition of this Agreement, Executive shall not be entitled to any employment with the Company, and Executive hereby waives any right, or alleged right, of employment or re-employment with the Company. Executive further agrees not to apply for employment with the Company and not otherwise pursue an independent contractor or vendor relationship with the Company.

10. Confidentiality. Until such time that the Company has publicly disclosed the terms of this Agreement, Executive agrees to maintain in complete confidence the existence of this Agreement, the contents and terms of this Agreement, and the consideration for this Agreement (hereinafter collectively referred to as "**Separation Information**"). After the Company issues a current report on Form 8-K announcing Executive's planned separation from the Company or otherwise publicly discloses the existence or any terms of this Agreement, (a) Executive is thereafter not obligated to maintain the confidentiality of those terms of this Agreement disclosed by the Company, and (b) Executive is permitted to disclose during the Transition Period that he plans to amicably separate from the Company pursuant to the terms of this Agreement. Except as required by law, Executive may disclose Separation Information only to his immediate family members, the Court in any proceedings to enforce the terms of this Agreement, Executive's attorney(s), and Executive's accountant and any professional tax advisor to the extent that they need to know the Separation Information in order to provide advice on tax treatment or to prepare tax returns, and must prevent disclosure of any Separation Information to all other third parties. Executive agrees that he will not publicize, directly or indirectly, any Separation Information.

11. Trade Secrets and Confidential Information/Company Property. Executive reaffirms and agrees to observe and abide by the terms of the Confidentiality Agreements, specifically including the provisions therein regarding nondisclosure of the Company's trade secrets and confidential and proprietary information. Executive further agrees that the Company may notify any new employer about his obligations under the Confidentiality Agreements. Executive's signature below constitutes his certification under penalty of perjury that he has returned all documents and other items provided to Executive by the Company, developed or obtained by Executive in connection with his employment with the Company, or otherwise belonging to the Company. If Executive has used any personally owned computer, server, or e-mail system (the "**Computer Systems**") to receive, store, review, prepare or transmit any Company confidential or proprietary data, materials or information, within ten (10) days after the Separation Date, Executive shall permit the Company to inspect the Computer Systems, provide the Company with a computer-useable copy of such information and then permanently delete and expunge such Company confidential or proprietary information from those Computer Systems. Executive further agrees to provide the Company access to Executive's system as requested to verify that the necessary copying and/or deletion is done. Executive's timely return of all such Company documents and other property is a condition precedent to Executive's receipt of the severance benefits provided under this Agreement.

12. No Cooperation. Executive agrees that he will not knowingly encourage, counsel, or assist any attorneys or their clients in the presentation or prosecution of any disputes, differences, grievances, claims, charges, or complaints by any third party against any of the Releasees, unless under a subpoena or other court order to do so or as related directly to the ADEA waiver in this Agreement. Executive agrees both to immediately notify the Company upon receipt of any such subpoena or court order, and to furnish, within three (3) business days of its receipt, a copy of such subpoena or other court order. If approached by anyone for counsel or assistance in the presentation or prosecution of any disputes, differences, grievances, claims, charges, or complaints against any of the Releasees, Executive shall state no more than that he cannot provide counsel or assistance. If after the Separation Date, Executive is subpoenaed or required by other legal process to assist the Company, or if the Company requests such assistance, the Company shall reimburse Executive for reasonable travel expenses, (including lodging and meals), upon Executive's submission of receipts and will negotiate in good faith with Executive to establish a reasonable per diem rate of compensation payable to Executive in exchange for any such assistance.

13. Conflicts of Interest. Executive specifically acknowledges and agrees that he continues to be bound by the Company's Conflict of Interest Policy, which he signed on March 8, 1999, through and including the Separation Date. Common conflicts that must be avoided by Executive while providing Transition Services to the Company include, but are not limited to: working for a competitor, supplier, licensee or customer while employed by the Company; engaging in self-

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employment in competition with the Company or soliciting competitors or customers to participate in competing outside business relationship; or using proprietary or confidential Company information for personal gain or to the Company's detriment. If Executive is unsure whether a certain transaction, activity or relationship constitutes a conflict of interest he should discuss it with the Company's Chief Executive Officer for clarification.

14. Nondisparagement. Executive agrees to refrain from any disparagement, defamation, libel, or slander of any of the Releasees, and agrees to refrain from any tortious interference with the contracts and relationships of any of the Releasees. In the event that any future employers require information regarding Executive's dates of employment with the Company, Executive shall direct any inquiries by potential future employers to the Company's human resources department.

15. Breach. In addition to the rights provided in Paragraph 25 below, Executive acknowledges and agrees that any material breach of this Agreement, unless such breach constitutes a legal action by Executive challenging or seeking a determination in good faith of the validity of the waiver herein under the ADEA, or of any provision of the Confidentiality Agreements, shall entitle the Company immediately to recover and/or cease providing the consideration provided to Executive under this Agreement and to obtain damages, except as provided by law, provided, however, that the Company shall not recover One Hundred Dollars (\$100.00) of the consideration already paid pursuant to this Agreement and such amount shall serve as full and complete consideration for the promises and obligations assumed by Executive under this Agreement and the Confidentiality Agreements.

16. No Admission of Liability. Executive understands and acknowledges that this Agreement constitutes a compromise and settlement of any and all actual or potential disputed claims by Executive. No action taken by the Company hereto, either previously or in connection with this Agreement, shall be deemed or construed to be (a) an admission of the truth or falsity of any actual or potential claims or (b) an acknowledgment or admission by the Company of any fault or liability whatsoever to Executive or to any third party.

17. Nonsolicitation. Executive agrees that for a period of twelve (12) months immediately following the Separation Date, Executive shall not directly or indirectly solicit any of the Company's employees to leave their employment at the Company.

18. Costs. The Parties shall each bear their own costs, attorneys' fees, and other fees incurred in connection with the preparation of this Agreement.

19. ARBITRATION. THE PARTIES AGREE THAT ANY AND ALL DISPUTES ARISING OUT OF THE TERMS OF THIS AGREEMENT, THEIR INTERPRETATION, AND ANY OF THE MATTERS HEREIN RELEASED, SHALL BE SUBJECT TO ARBITRATION IN SAN FRANCISCO COUNTY, BEFORE JUDICIAL ARBITRATION & MEDIATION SERVICES ("JAMS"), PURSUANT TO ITS EMPLOYMENT ARBITRATION RULES & PROCEDURES ("JAMS RULES"). THE ARBITRATOR MAY GRANT INJUNCTIONS AND OTHER RELIEF IN SUCH DISPUTES. THE ARBITRATOR SHALL ADMINISTER AND CONDUCT ANY ARBITRATION IN ACCORDANCE WITH CALIFORNIA LAW, INCLUDING THE CALIFORNIA CODE OF CIVIL PROCEDURE, AND THE ARBITRATOR SHALL APPLY SUBSTANTIVE AND PROCEDURAL CALIFORNIA LAW TO ANY DISPUTE OR CLAIM, WITHOUT REFERENCE TO ANY CONFLICT-OF-LAW PROVISIONS OF ANY JURISDICTION. TO THE EXTENT THAT THE JAMS RULES CONFLICT WITH CALIFORNIA LAW, CALIFORNIA LAW SHALL TAKE PRECEDENCE. THE DECISION OF THE ARBITRATOR SHALL BE FINAL, CONCLUSIVE, AND BINDING ON THE PARTIES TO THE ARBITRATION. THE PARTIES AGREE THAT THE PREVAILING PARTY IN ANY ARBITRATION SHALL BE ENTITLED TO INJUNCTIVE RELIEF IN ANY COURT OF COMPETENT JURISDICTION TO ENFORCE THE ARBITRATION AWARD. THE PARTIES TO THE ARBITRATION SHALL EACH PAY AN EQUAL SHARE OF THE COSTS AND EXPENSES OF SUCH ARBITRATION, AND EACH PARTY SHALL SEPARATELY PAY FOR ITS RESPECTIVE COUNSEL FEES AND EXPENSES; PROVIDED, HOWEVER, THAT THE ARBITRATOR SHALL AWARD

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ATTORNEYS' FEES AND COSTS TO THE PREVAILING PARTY, EXCEPT AS PROHIBITED BY LAW. THE PARTIES HEREBY AGREE TO WAIVE THEIR RIGHT TO HAVE ANY DISPUTE BETWEEN THEM RESOLVED IN A COURT OF LAW BY A JUDGE OR JURY. NOTWITHSTANDING THE FOREGOING, THIS SECTION WILL NOT PREVENT EITHER PARTY FROM SEEKING INJUNCTIVE RELIEF (OR ANY OTHER PROVISIONAL REMEDY) FROM ANY COURT HAVING JURISDICTION OVER THE PARTIES AND THE SUBJECT MATTER OF THEIR DISPUTE RELATING TO THIS AGREEMENT AND THE AGREEMENTS INCORPORATED HEREIN BY REFERENCE. SHOULD ANY PART OF THE ARBITRATION AGREEMENT CONTAINED IN THIS PARAGRAPH CONFLICT WITH ANY OTHER ARBITRATION AGREEMENT BETWEEN THE PARTIES, THE PARTIES AGREE THAT THIS ARBITRATION AGREEMENT SHALL GOVERN.

20. Tax Consequences. The Company makes no representations or warranties with respect to the tax consequences of the payments and any other consideration provided to Executive or made on his behalf under the terms of this Agreement. Executive agrees and understands that he is responsible for payment, if any, of local, state, and/or federal taxes on the payments and any other consideration provided hereunder by the Company and any penalties or assessments thereon. Executive further agrees to indemnify and hold the Company harmless from any claims, demands, deficiencies, penalties, interest, assessments, executions, judgments, or recoveries by any government agency against the Company for any amounts claimed due on account of (a) Executive's failure to pay or the Company's failure to withhold, or Executive's delayed payment of federal or state taxes, or (b) damages sustained by the Company by reason of any such claims, including attorneys' fees and costs.

21. Section 409A. The foregoing provisions are intended to comply with the requirements of Section 409A so that none of the severance payments and benefits to be provided hereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities herein will be interpreted to so comply. Executive and the Company agree to work together in good faith to consider amendments to this Agreement and to take such reasonable actions which are necessary, appropriate or desirable to avoid imposition of any additional tax or income recognition prior to actual payment to Executive under Section 409A.

22. Authority. The Company represents and warrants that the undersigned has the authority to act on behalf of the Company and to bind the Company and all who may claim through it to the terms and conditions of this Agreement. Executive represents and warrants that he has the capacity to act on his own behalf and on behalf of all who might claim through him to bind them to the terms and conditions of this Agreement. Each Party warrants and represents that there are no liens or claims of lien or assignments in law or equity or otherwise of or against any of the claims or causes of action released herein.

23. No Representations. Executive represents that he has had an opportunity to consult with an attorney, and has carefully read and understands the scope and effect of the provisions of this Agreement. Executive has not relied upon any representations or statements made by the Company that are not specifically set forth in this Agreement.

24. Severability. In the event that any provision or any portion of any provision hereof or any surviving agreement made a part hereof becomes or is declared by a court of competent jurisdiction or arbitrator to be illegal, unenforceable, or void, this Agreement shall continue in full force and effect without said provision or portion of provision.

25. Attorneys' Fees. Except with regard to a legal action challenging or seeking a determination in good faith of the validity of the waiver herein under the ADEA, and except as otherwise specified in Paragraph 19 herein, in the event that either Party brings an action to enforce or effect its rights under this Agreement, the prevailing Party shall be entitled to recover its costs and expenses, including the costs of mediation, arbitration, litigation, court fees, and reasonable attorneys' fees incurred in connection with such an action.

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26. Entire Agreement. This Agreement represents the entire agreement and understanding between the Company and Executive concerning the subject matter of this Agreement and Executive's employment with and separation from the Company and the events leading thereto and associated therewith, and supersedes and replaces any and all prior agreements and understandings concerning the subject matter of this Agreement and Executive's relationship with the Company, with the exception of the Confidentiality Agreements, the Stock Agreements, and any provisions of the Business Policies that inherently survive following a separation from employment. Notwithstanding the foregoing, and for purposes of clarity, Executive will continue to be bound by Company policies governing employee conduct during the Transition Period, including but not limited to the Company's Code of Conduct and other Business Policies.

27. No Oral Modification. This Agreement may only be amended in a writing signed by Executive and the Company's Chief Executive Officer.

28. Governing Law. This Agreement shall be governed by the laws of the State of California, without regard for choice-of-law provisions. Executive consents to personal and exclusive jurisdiction and venue in the State of California.

29. Effective Date. Executive understands that this Agreement shall be null and void if not executed by him within twenty one (21) days of the date this Agreement is presented to him by the Company. Each Party has seven (7) days after that Party signs this Agreement to revoke it. This Agreement will become effective on the eighth (8th) day after Executive signed this Agreement, so long as it has been signed by the Parties and has not been revoked by either Party before that date (the "**Effective Date**").

30. Counterparts. This Agreement may be executed in counterparts and by facsimile, and each counterpart and facsimile shall have the same force and effect as an original and shall constitute an effective, binding agreement on the part of each of the undersigned.

31. Voluntary Execution of Agreement. Executive understands and agrees that he executed this Agreement voluntarily, without any duress or undue influence on the part or behalf of the Company or any third party, with the full intent of releasing all of his claims against the Company and any of the other Releasees. Executive acknowledges that:

- (a) he has read this Agreement;
- (b) he has been represented in the preparation, negotiation, and execution of this Agreement by legal counsel of his own choice or has elected not to retain legal counsel;
- (c) he understands the terms and consequences of this Agreement and of the releases it contains; and
- (d) he is fully aware of the legal and binding effect of this Agreement.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the respective dates set forth below.

RAMZI HAIDAMUS, an individual

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Dated: March 27, 2013 /s/ RAMZI HADAMUS

Ramzi Haidamus

DOLBY LABORATORIES, INC.

Dated: March 27, 2013 By /s/ ANDREW DAHLKEMPER

Andrew Dahlkemper

SVP, Human Resources

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**EXHIBIT A**  
**SUPPLEMENTAL RELEASE AGREEMENT**

In consideration for the mutual promises and consideration provided both herein and in the Separation Agreement and Release executed on \_\_\_\_\_, 201\_ (the "**Original Release**") between Ramzi Haidamus ("**Executive**") and Dolby Laboratories, Inc. (the "**Company**") (collectively the "**Parties**"), the Parties hereby extend by this supplemental release to any and all claims that may have arisen during the Transition Period and Executive's dated signature, below (the "**Supplemental Release**").

In the event that Executive engages in New Employment (as defined in the Original Release) without the Company's Consent before December 31, 2013, he will not be eligible to receive the Consideration set forth in Paragraph 1 of this Supplemental Release and any consideration payments and benefits being provided to Executive pursuant to the Original Release that have not already been earned will immediately cease.

1. **Consideration.** The following consideration is subject to Executive's compliance with the terms and conditions of the Original Release and this Supplemental Release:

a. **Lump Sum Cash Payment.** The Company agrees to pay Executive a lump sum of Four Hundred Fifty Thousand Dollars (\$450,000), less applicable withholding. This payment will be made to Executive within ten (10) business days after the Effective Date of this Supplemental Release.

b. **Vested Equity/Equity Acceleration.** Subject to the terms of this Supplemental Release, if Executive remains employed by the Company through December 31, 2013, and has not engaged in New Employment prior to December 31, 2013, the Parties agree that for purposes of determining the number of shares of the Company's common stock that Executive is entitled to purchase from the Company, pursuant to the exercise of outstanding options, or the number of shares of the Company's common stock that are settled pursuant to the Stock Agreements, Executive will be considered to have vested in an aggregate of 169,822 options and restricted stock units as of December 31, 2013 and no more. Such vested share figure includes (a) 10,500 shares that shall be deemed vested under that certain Restricted Stock Unit award for 21,000 shares granted on August 15, 2012 and (b) 46,775 shares that shall be deemed vested under that certain option agreement for 93,550 shares granted on August 15, 2012 (such agreements the "**August 2012 Awards**"). Executive acknowledges that regardless of whether Executive continues to provide Transition Services following December 31, 2013, no additional shares will vest under the August 2012 Awards. For purposes of clarity, other than the August 2012 Awards, the Parties agree that Executive's Stock Agreements that are subject to vesting will continue to vest during the Transition Period, subject to the terms of the Original Release. The exercise of Executive's vested options and settlement of restricted stock unit award shares (other than the August 2012 Awards) shall continue to be governed by the terms and conditions of the Stock Agreements.

2. **Supplemental Release.** The undersigned Parties expressly acknowledge and agree that the terms of the Original Release shall apply equally to this Supplemental Release and are incorporated herein. Executive agrees that the foregoing consideration represents settlement in full of all outstanding obligations owed to Executive by the Company and its current and former officers, directors, employees, agents, investors, attorneys, stockholders, administrators, affiliates, benefit plans, plan administrators, insurers, divisions, and subsidiaries, and predecessor and successor corporations and assigns (collectively, the "**Releasees**"). Executive, on his own behalf and on behalf of his respective heirs, family members, executors, agents, and assigns, hereby and forever releases the Releasees from, and agrees not to sue concerning, or in any manner to institute, prosecute, or pursue, any claim, complaint, charge, duty, obligation, or cause of action relating to any matters of any kind, whether presently known or unknown, suspected or unsuspected, that Executive may possess against any of the Releasees arising from any omissions, acts, facts, or damages that have occurred up until and including the date Executive signs this Supplemental Release.

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3. California Civil Code Section 1542. Executive acknowledges that he has been advised to consult with legal counsel and is familiar with the provisions of California Civil Code Section 1542, a statute that otherwise prohibits the release of unknown claims, which provides as follows: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR." Executive, being aware of said code section, agrees to expressly waive any rights he may have thereunder, as well as under any other statute or common law principles of similar effect.

4. ADEA Waiver. Executive further expressly understands and acknowledges that he is waiving and releasing any rights he may have under the Age Discrimination in Employment Act of 1967 ("ADEA"), and that this waiver and release is knowing and voluntary. Executive understands and agrees that this waiver and release does not apply to any rights or claims that may arise under the ADEA after the date he executes this Supplemental Release. Executive understands and acknowledges that the consideration given for this waiver and release is in addition to anything of value to which Executive was already entitled. Executive further understands and acknowledges that he has been advised by this writing that: (a) he should consult with an attorney prior to executing this Supplemental Release; (b) he has twenty-one (21) days within which to consider this Supplemental Release, by which time the Company must receive an executed copy; (c) he has seven (7) days following his execution of this Supplemental Release to revoke this Supplemental Release, and agrees that any such revocation must be in a writing by email or federal express received by the Company by midnight on the seventh day following Executive's execution of this Supplemental Release; (d) this Supplemental Release shall not be effective until after the revocation period has expired; and (e) nothing in this Supplemental Release prevents or precludes Executive from challenging or seeking a determination in good faith of the validity of this waiver under the ADEA, nor does it impose any condition precedent, penalties, or costs for doing so, unless specifically authorized by federal law. In the event Executive signs this Supplemental Release and returns it to the Company in less than the 21-day period identified above, Executive hereby acknowledges that he has freely and voluntarily chosen to waive the time period allotted for considering this Supplemental Release.

5. Voluntary Execution of Supplemental Release. Executive understands and agrees that he executed this Supplemental Release voluntarily, without any duress or undue influence on the part or behalf of the Company or any third party, with the full intent of releasing all of his claims against the Company and any of the other Releasees. Executive acknowledges that: (a) he has read this Supplemental Release; (b) he has been represented in the preparation, negotiation, and execution of this Supplemental Release by legal counsel of his own choice or has elected not to retain legal counsel; (c) he understands the terms and consequences of this Supplemental Release and of the releases it contains; and (d) he is fully aware of the legal and binding effect of this Supplemental Release.

6. Effective Date. Each Party has seven (7) days after that Party signs this Supplemental Release to revoke it. This Supplemental Release will become effective on the eighth (8th) day after Executive signed this Supplemental Release, so long as it has been signed by the Parties and has not been revoked by either Party before that date (the "**Effective Date**").

IN WITNESS WHEREOF, the Parties have executed this Supplemental Release on the respective dates set forth below.

RAMZI HAIDAMUS, an individual

Dated: \_\_\_\_\_, 201\_\_ \_\_\_\_\_

Ramzi Haidamus

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DOLBY LABORATORIES, INC.

Dated: \_\_\_\_\_, 201\_\_ By \_\_\_\_\_

Andrew Dahlkemper  
SVP, Human Resources

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**EXHIBIT B**  
**FINAL RELEASE AGREEMENT**

In consideration for the mutual promises and consideration provided both herein and in the Separation Agreement and Release executed on \_\_\_\_\_, 201\_\_\_\_ (the "**Original Release**") between Ramzi Haidamus ("**Executive**") and Dolby Laboratories, Inc. (the "**Company**") (collectively the "**Parties**"), the Parties hereby extend by this final release to any and all claims that may have arisen during the Transition Period and Executive's dated signature, below (the "**Final Release**").

In the event that Executive engages in New Employment (as defined in the Original Release) without the Company's Consent before March 31, 2014, he will not be eligible to receive the Consideration set forth in Paragraph 1 of this Final Release and any consideration payments and benefits being provided to Executive pursuant to the Original Release that have not already been earned will immediately cease.

1. **Consideration.** Subject to Executive's compliance with the terms and conditions of the Original Release, the Company agrees to pay Executive a lump sum of Forty-Two Thousand Dollars (\$42,000), less applicable withholding. This payment will be made to Executive within ten (10) business days after the Effective Date of this Final Release.

2. **Vested Equity.** Subject to the terms of this Final Release, if Executive remains employed by the Company through March 31, 2014, and has not engaged in New Employment prior to March 31, 2014, the Parties agree that for purposes of determining the number of shares of the Company's common stock that Executive is entitled to purchase from the Company, pursuant to the exercise of outstanding options, or the number of shares of the Company's common stock that are settled pursuant to the Stock Agreements, Executive will be considered to have vested in 186,883 options and restricted stock units as of March 31, 2014, and no more. For purposes of clarity, other than the August 2012 Awards, the Parties agree that Executive's Stock Agreements that are subject to vesting will continue to vest during the Transition Period, subject to the terms of the Original Release. The exercise of Executive's vested options and settlement of restricted stock unit award shares (other than the August 2012 Awards) shall continue to be governed by the terms and conditions of the Company's Stock Agreements.

3. **Final Release.** The undersigned Parties expressly acknowledge and agree that the terms of the Original Release shall apply equally to this Final Release and are incorporated herein. Executive agrees that the foregoing consideration represents settlement in full of all outstanding obligations owed to Executive by the Company and its current and former officers, directors, employees, agents, investors, attorneys, stockholders, administrators, affiliates, benefit plans, plan administrators, insurers, divisions, and subsidiaries, and predecessor and successor corporations and assigns (collectively, the "**Releasees**"). Executive, on his own behalf and on behalf of his respective heirs, family members, executors, agents, and assigns, hereby and forever releases the Releasees from, and agrees not to sue concerning, or in any manner to institute, prosecute, or pursue, any claim, complaint, charge, duty, obligation, or cause of action relating to any matters of any kind, whether presently known or unknown, suspected or unsuspected, that Executive may possess against any of the Releasees

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arising from any omissions, acts, facts, or damages that have occurred up until and including the date Executive signs this Final Release.

4. California Civil Code Section 1542. Executive acknowledges that he has been advised to consult with legal counsel and is familiar with the provisions of California Civil Code Section 1542, a statute that otherwise prohibits the release of unknown claims, which provides as follows: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR." Executive, being aware of said code section, agrees to expressly waive any rights he may have thereunder, as well as under any other statute or common law principles of similar effect.

5. ADEA Waiver. Executive further expressly understands and acknowledges that he is waiving and releasing any rights he may have under the Age Discrimination in Employment Act of 1967 ("ADEA"), and that this waiver and release is knowing and voluntary. Executive understands and agrees that this waiver and release does not apply to any rights or claims that may arise under the ADEA after the date he executes this Final Release. Executive understands and acknowledges that the consideration given for this waiver and release is in addition to anything of value to which Executive was already entitled. Executive further understands and acknowledges that he has been advised by this writing that: (a) he should consult with an attorney prior to executing this Final Release; (b) he has twenty-one (21) days within which to consider this Final Release, by which time the Company must receive an executed copy; (c) he has seven (7) days following his execution of this Final Release to revoke this Final Release, and agrees that any such revocation must be in a writing by email or federal express received by the Company by midnight on the seventh day following Executive's execution of this Final Release; (d) this Final Release shall not be effective until after the revocation period has expired; and (e) nothing in this Final Release prevents or precludes Executive from challenging or seeking a determination in good faith of the validity of this waiver under the ADEA, nor does it impose any condition precedent, penalties, or costs for doing so, unless specifically authorized by federal law. In the event Executive signs this Final Release and returns it to the Company in less than the 21-day period identified above, Executive hereby acknowledges that he has freely and voluntarily chosen to waive the time period allotted for considering this Final Release.

6. Voluntary Execution of Final Release. Executive understands and agrees that he executed this Final Release voluntarily, without any duress or undue influence on the part or behalf of the Company or any third party, with the full intent of releasing all of his claims against the Company and any of the other Releasees. Executive acknowledges that: (a) he has read this Final Release; (b) he has been represented in the preparation, negotiation, and execution of this Final Release by legal counsel of his own choice or has elected not to retain legal counsel; (c) he understands the terms and consequences of this Final Release and of the releases it contains; and (d) he is fully aware of the legal and binding effect of this Final Release.

7. Effective Date. Each Party has seven (7) days after that Party signs this Final Release to revoke it. This Final Release will become effective on the eighth (8th) day after Executive signed this Final Release, so long as it has been signed by the Parties and has not been revoked by either Party before that date (the "**Effective Date**").

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IN WITNESS WHEREOF, the Parties have executed this Final Release on the respective dates set forth below.

RAMZI HAIDAMUS, an individual

Dated: \_\_\_\_\_, 201\_\_ \_\_\_\_\_

Ramzi Haidamus

DOLBY LABORATORIES, INC.

Dated: \_\_\_\_\_, 201\_\_ By \_\_\_\_\_

Andrew Dahlkemper  
SVP, Human Resources

## CERTIFICATION

I, Kevin J. Yeaman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Dolby Laboratories, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2013

/s/ KEVIN J. YEAMAN

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Kevin J. Yeaman  
President and Chief Executive Officer (Principal  
Executive Officer)

## CERTIFICATION

I, Lewis Chew, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Dolby Laboratories, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2013

/s/ LEWIS CHEW

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Lewis Chew

Executive Vice President and Chief Financial Officer (Principal  
Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Dolby Laboratories, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended March 29, 2013, as filed with the Securities and Exchange Commission (the "Report"), Kevin J. Yeaman, President and Chief Executive Officer of the Company and Lewis Chew, Executive Vice President and Chief Financial Officer of the Company, respectively, do each hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 2, 2013

/s/ KEVIN J. YEAMAN

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Kevin J. Yeaman  
President and Chief Executive Officer (Principal Executive Officer)

/s/ LEWIS CHEW

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Lewis Chew  
Executive Vice President and Chief Financial Officer (Principal  
Financial and Accounting Officer)

