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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 June 28, 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 July 19, 2013 the registrant had 46,772,289 shares of Class A common stock, par value \$0.001 per share, and 54,997,311 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)*

	June 28, 2013	September 28, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 408,561	\$ 492,600
Short-term investments	109,342	302,693
Accounts receivable, net of allowance of \$758 at June 28, 2013 and \$956 at September 28, 2012	74,528	43,495
Inventories	12,795	16,700
Deferred taxes	79,114	80,966
Prepaid expenses and other current assets	30,200	33,832
Total current assets	714,540	970,286
Long-term investments	335,371	361,614
Property, plant and equipment, net	245,667	254,676
Intangible assets, net	44,736	56,526
Goodwill	278,718	281,375
Deferred taxes	36,591	22,634
Other non-current assets	11,827	13,687
<b>Total assets</b>	<b>\$ 1,667,450</b>	<b>\$ 1,960,798</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 8,845	\$ 14,831
Accrued liabilities	119,154	116,092
Income taxes payable	1,012	2,424
Deferred revenue	23,233	23,493
Total current liabilities	152,244	156,840
Long-term deferred revenue	19,073	18,192
Deferred taxes	—	2,696
Other non-current liabilities	46,271	39,837
Total liabilities	217,588	217,565
Stockholders' equity:		
Class A common stock, \$0.001 par value, one vote per share, 500,000,000 shares authorized: 46,735,504 shares issued and outstanding at June 28, 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: 54,997,311 shares issued and outstanding at June 28, 2013 and 56,598,829 at September 28, 2012	55	57
Additional paid-in capital	17,111	—
Retained earnings	1,408,587	1,709,479
Accumulated other comprehensive income	5,812	10,687
Total stockholders' equity – Dolby Laboratories, Inc.	1,431,612	1,720,269
Controlling interest	18,250	22,964
Total stockholders' equity	1,449,862	1,743,233
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,667,450</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	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
<b>Revenue:</b>				
Licensing	\$ 184,707	\$ 180,886	\$ 616,038	\$ 609,159
Products	17,381	22,132	60,605	75,760
Services	4,986	7,304	16,379	22,340
Total revenue	207,074	210,322	693,022	707,259
<b>Cost of revenue:</b>				
Cost of licensing	4,053	2,892	13,542	9,523
Cost of products	16,269	14,529	47,964	46,052
Cost of services	4,018	3,610	11,722	9,458
Total cost of revenue	24,340	21,031	73,228	65,033
Gross margin	182,734	189,291	619,794	642,226
<b>Operating expenses:</b>				
Research and development	42,915	35,123	127,299	102,185
Sales and marketing	58,528	49,269	175,079	138,779
General and administrative	38,413	36,859	123,324	109,605
Restructuring charges/(credits)	5,930	(85)	5,930	1,193
Total operating expenses	145,786	121,166	431,632	351,762
<b>Operating income</b>	<b>36,948</b>	<b>68,125</b>	<b>188,162</b>	<b>290,464</b>
Interest income	820	1,513	3,063	4,664
Interest expense	(77)	(26)	(504)	(57)
Other income, net	156	709	1,057	969
Income before income taxes	37,847	70,321	191,778	296,040
Provision for income taxes	(7,345)	(18,915)	(47,560)	(82,951)
Net income including controlling interest	30,502	51,406	144,218	213,089
Less: net (income)/loss attributable to controlling interest	(286)	123	(742)	(281)
<b>Net income attributable to Dolby Laboratories, Inc.</b>	<b>\$ 30,216</b>	<b>\$ 51,529</b>	<b>\$ 143,476</b>	<b>\$ 212,808</b>
Net income per share:				
Basic	\$ 0.30	\$ 0.48	\$ 1.41	\$ 1.97
Diluted	\$ 0.29	\$ 0.48	\$ 1.39	\$ 1.96
Weighted-average shares outstanding:				
Basic	101,751	106,328	101,917	107,876
Diluted	103,031	107,202	102,999	108,493
Related party rent expense included in operating expenses	\$ 1,494	\$ 343	\$ 2,180	\$ 1,029
Related party rent expense included in net income attributable to controlling interest	\$ 831	\$ 732	\$ 2,467	\$ 2,118

*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	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Net income including controlling interest	\$ 30,502	\$ 51,406	\$ 144,218	\$ 213,089
Other comprehensive income/(loss):				
Foreign currency translation adjustments, net of tax	(2,008)	(3,117)	(3,878)	(1,560)
Unrealized gains/(losses) on available-for-sale securities, net of tax	(852)	(279)	(1,414)	(87)
Comprehensive income	27,642	48,010	138,926	211,442
Less: comprehensive (income)/loss attributable to controlling interest	(388)	286	(326)	(270)
<b>Comprehensive income attributable to Dolby Laboratories, Inc.</b>	<b>\$ 27,254</b>	<b>\$ 48,296</b>	<b>\$ 138,600</b>	<b>\$ 211,172</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	—	—	143,476	—	143,476	742	144,218
Translation adjustments, net of taxes of \$1,037	—	—	—	(3,461)	(3,461)	(417)	(3,878)
Unrealized losses on available-for-sale securities, net of taxes of \$793	—	—	—	(1,414)	(1,414)	—	(1,414)
Distributions to controlling interest	—	—	—	—	—	(5,039)	(5,039)
Stock-based compensation expense	—	49,932	—	—	49,932	—	49,932
Repurchase of common stock	(1)	(37,979)	(36,162)	—	(74,142)	—	(74,142)
Cash dividends declared and paid on common stock	—	—	(408,206)	—	(408,206)	—	(408,206)
Tax benefit/(deficiency) from stock incentive plans	—	(2,749)	—	—	(2,749)	—	(2,749)
Class A common stock issued under employee stock plans	—	13,313	—	—	13,313	—	13,313
Shares repurchased for tax withholdings on vesting of restricted stock units	—	(5,709)	—	—	(5,709)	—	(5,709)
Exercise of Class B stock options	—	303	—	—	303	—	303
<b>Balance at June 28, 2013</b>	<b>\$ 102</b>	<b>\$ 17,111</b>	<b>\$1,408,587</b>	<b>\$ 5,812</b>	<b>\$ 1,431,612</b>	<b>\$ 18,250</b>	<b>\$1,449,862</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	—	—	212,808	—	212,808	281	213,089
Translation adjustments, net of taxes of \$(631)	—	—	—	(1,549)	(1,549)	(11)	(1,560)
Unrealized losses on available-for-sale securities, net of taxes of \$48	—	—	—	(87)	(87)	—	(87)
Distributions to controlling interest	—	—	—	—	—	(13)	(13)
Stock-based compensation expense	—	33,721	—	—	33,721	—	33,721
Capitalized stock-based compensation expense	—	338	—	—	338	—	338
Repurchase of common stock	(5)	(189,954)	—	—	(189,959)	—	(189,959)
Tax benefit/(deficiency) from stock incentive plans	—	(2,633)	—	—	(2,633)	—	(2,633)
Class A common stock issued under employee stock plans	—	16,117	—	—	16,117	—	16,117
Shares repurchased for tax withholdings on vesting of restricted stock units	—	(3,380)	—	—	(3,380)	—	(3,380)
Exercise of Class B stock options	—	79	—	—	79	—	79
<b>Balance at June 29, 2012</b>	<b>\$ 105</b>	<b>\$ 64,969</b>	<b>\$1,657,997</b>	<b>\$ 5,897</b>	<b>\$ 1,728,968</b>	<b>\$ 22,094</b>	<b>\$1,751,062</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	
	June 28, 2013	June 29, 2012
<b>Operating activities:</b>		
Net income including controlling interest	\$ 144,218	\$ 213,089
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	39,615	31,189
Stock-based compensation	49,932	34,243
Amortization of premium on investments	8,101	13,280
Excess tax benefit from exercise of stock options	(621)	(941)
Provision for doubtful accounts	(89)	449
Deferred income taxes	(12,973)	(7,075)
Other non-cash items affecting net income	(800)	38
Changes in operating assets and liabilities:		
Accounts receivable	(30,829)	15,359
Inventories	5,636	5,275
Prepaid expenses and other assets	6,924	582
Accounts payable and other liabilities	(840)	(1,567)
Income taxes, net	(3,164)	6,857
Deferred revenue	655	(221)
Other non-current liabilities	1,723	2,441
Net cash provided by operating activities	207,488	312,998
<b>Investing activities:</b>		
Purchases of available-for-sale securities	(413,688)	(431,894)
Proceeds from sales of available-for-sale securities	534,109	261,520
Proceeds from maturities of available-for-sale securities	92,850	202,915
Purchases of property, plant and equipment	(17,801)	(50,225)
Acquisitions, net of cash acquired	—	(575)
Other investments	(3,000)	—
Purchases of intangible assets	(4,050)	(350)
Proceeds from sales of property, plant and equipment and assets held for sale	376	988
Net cash provided by/(used in) investing activities	188,796	(17,621)
<b>Financing activities:</b>		
Proceeds from issuance of common stock	13,616	16,196
Repurchase of common stock	(74,142)	(189,959)
Payment of cash dividend	(408,206)	—
Distribution to controlling interest	(5,039)	—
Excess tax benefit from the exercise of stock options	621	941
Shares repurchased for tax withholdings on vesting of restricted stock	(5,709)	(3,380)
Net cash used in financing activities	(478,859)	(176,202)
Effect of foreign exchange rate changes on cash and cash equivalents	(1,464)	(279)
Net increase/(decrease) in cash and cash equivalents	(84,039)	118,896
Cash and cash equivalents at beginning of period	492,600	551,512
Cash and cash equivalents at end of period	<b>\$ 408,561</b>	<b>\$ 670,408</b>
<b>Supplemental disclosure:</b>		
Cash paid for income taxes, net of refunds received	\$ 64,155	\$ 83,185
Cash paid for interest	\$ 66	\$ 8

*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 June 28, 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 39 week periods ended June 28, 2013 and June 29, 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 third quarter and fiscal year-to-date period ended June 29, 2012, licensing revenue now includes amounts recognized under settlement agreements of \$2.5 million and \$5.8 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**

We continually assess any new accounting pronouncements issued by the Financial Accounting Standards Board ("FASB") to determine their applicability and impact to our Company. Where it is determined that a new accounting pronouncement will result in a change to our financial reporting, we take the appropriate steps to ensure that such changes are properly reflected on our condensed consolidated financial statements or notes thereto.

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### ***Recently Adopted Accounting Standards***

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.

The adoption of new accounting pronouncements has not had a significant impact on our condensed consolidated financial statements or notes thereto, and has not resulted in a change to our significant accounting policies. Furthermore, there have not been any changes to our significant accounting policies from those described in our Annual Report on Form 10-K for the fiscal year ended September 28, 2012.

### ***Recently Issued Accounting Standards Not Yet Adopted***

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.

In February 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. 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.

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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:

	June 28, 2013	September 28, 2012
(in thousands)		
Cash and cash equivalents:		
Cash	\$371,097	\$468,622
Cash equivalents:		
Money market funds	28,887	17,090
U.S. agency securities	7,070	—
Commercial paper	—	4,885
Corporate bonds	503	—
Municipal debt securities	1,004	2,003
<b>Total cash and cash equivalents</b>	<b>408,561</b>	<b>492,600</b>
Short-term investments:		
U.S. agency securities	2,000	3,999
Commercial paper	2,987	19,414
Corporate bonds	49,664	107,243
Municipal debt securities	54,691	172,037
<b>Total short-term investments</b>	<b>109,342</b>	<b>302,693</b>
Long-term investments (1):		
U.S. agency securities	44,861	21,013
Corporate bonds	103,345	112,993
Municipal debt securities	184,165	227,608
Other long-term investments (2)	3,000	—
<b>Total long-term investments</b>	<b>335,371</b>	<b>361,614</b>
<b>Total cash, cash equivalents and investments</b>	<b>\$853,274</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:

	June 28, 2013			
	Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
(in thousands)				
Money market funds	\$28,887	\$—	\$—	\$28,887
U.S. agency securities	54,061	17	(147)	53,931
Commercial paper	2,987	—	—	2,987
Corporate bonds	153,664	247	(399)	153,512
Municipal debt securities	240,108	248	(496)	239,860
<b>Cash equivalents and investments (1)</b>	<b>\$479,707</b>	<b>\$512</b>	<b>\$(1,042)</b>	<b>\$479,177</b>

(1) Our investment portfolio of cash equivalents and investments exclude our \$3.0 million cost method investment made in the first quarter of fiscal 2013.

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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>

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:

June 28, 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	\$27,837	\$(147)	\$—	\$—	\$27,837	\$(147)
Corporate bonds	86,140	(399)	—	—	86,140	(399)
Municipal debt securities	137,094	(496)	—	—	137,094	(496)
<b>Total</b>	<b>\$251,071</b>	<b>\$(1,042)</b>	<b>\$—</b>	<b>\$—</b>	<b>\$251,071</b>	<b>\$(1,042)</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 June 28, 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 June 28, 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 the available-for-sale securities within our investment portfolio based on stated maturities as of June 28, 2013 and September 28, 2012, which are recorded within cash equivalents, short-term investments, and long-term investments:

	June 28, 2013		September 28, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(in thousands)				
Due within 1 year	\$117,809	\$117,919	\$302,154	\$302,693
Due in 1 to 2 years	176,210	176,258	209,302	209,871
Due in 2 to 3 years	156,801	156,113	151,174	151,743
<b>Total</b>	<b>\$450,820</b>	<b>\$450,290</b>	<b>\$662,630</b>	<b>\$664,307</b>

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### *Accounts Receivable*

Accounts receivable consists of the following:

	June 28, 2013	September 28, 2012
	(in thousands)	
Trade accounts receivable	\$70,854	\$43,565
Accounts receivable related to patent administration program	4,432	886
Accounts receivable, gross	75,286	44,451
Less: allowance for doubtful accounts	(758)	(956)
<b>Accounts receivable, net</b>	<b>\$74,528</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:

	June 28, 2013	September 28, 2012
	(in thousands)	
Raw materials	\$919	\$4,403
Work in process	23	—
Finished goods	11,853	12,297
<b>Inventories</b>	<b>\$12,795</b>	<b>\$16,700</b>

We have included \$4.8 million and \$6.5 million of raw materials inventory within other non-current assets in our condensed consolidated balance sheets as of June 28, 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. Based on anticipated inventory consumption rates, and aside from existing write-downs due to excess inventory, we do not believe that material risk of obsolescence exists prior to ultimate sale.

### *Prepaid Expenses and Other Current Assets*

Prepaid expenses and other current assets consist of the following:

	June 28, 2013	September 28, 2012
	(in thousands)	
Prepaid assets	\$9,196	\$14,955
Other current assets	11,336	13,165
Income tax receivable	9,668	5,712
<b>Prepaid expenses and other current assets</b>	<b>\$30,200</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:

	June 28, 2013	September 28, 2012
	(in thousands)	
Land	\$48,039	\$48,227
Buildings	33,185	27,266
Leasehold improvements	64,368	68,352
Machinery and equipment	36,539	29,070
Computer systems and software	89,953	86,266
Furniture and fixtures	13,400	13,158
Construction in progress	83,500	79,965
	368,984	352,304
Less: accumulated depreciation	(123,317)	(97,628)
<b>Property, plant and equipment, net</b>	<b>\$245,667</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**

We completed our annual goodwill impairment assessment in the fiscal quarter ended June 28, 2013 at which time the consolidated balance of goodwill totaled \$278.7 million. We determined, after performing a qualitative review, that it is more likely than not that the fair value of our reporting units is substantially in excess of their carrying amount. Accordingly there was no indication of impairment and the two-step goodwill impairment test was not required. We did not incur any goodwill impairment losses in either the fiscal year-to-date period ended June 28, 2013 or June 29, 2012.

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

	Total (in thousands)
Balance at September 28, 2012	\$281,375
Translation adjustments	(2,657)
<b>Balance at June 28, 2013</b>	<b>\$278,718</b>

Intangible assets consist of the following:

	June 28, 2013			September 28, 2012		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Intangible assets subject to amortization:	(in thousands)					
Acquired patents and technology	\$79,338	\$(48,351)	\$30,987	\$79,213	\$(40,071)	\$39,142
Customer relationships	30,690	(18,774)	11,916	30,679	(16,386)	14,293
Other intangibles	20,967	(19,134)	1,833	20,925	(17,834)	3,091
<b>Total</b>	<b>\$130,995</b>	<b>\$(86,259)</b>	<b>\$44,736</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.

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As of June 28, 2013, our expected amortization expense in future periods is as follows:

<b>Fiscal Year</b>	<b>Amortization Expense</b>
	<b>(in thousands)</b>
Remainder of 2013	\$3,854
2014	13,619
2015	11,163
2016	8,993
2017	5,855
Thereafter	1,252
<b>Total</b>	<b>\$44,736</b>

### ***Accrued Liabilities***

Accrued liabilities consist of the following:

	<b>June 28, 2013</b>	<b>September 28, 2012</b>
	<b>(in thousands)</b>	
Accrued royalties	\$6,202	\$2,391
Amounts payable to joint licensing program partners	39,774	35,492
Accrued compensation and benefits	43,855	47,331
Accrued professional fees	4,132	4,893
Other accrued liabilities	25,191	25,985
<b>Accrued liabilities</b>	<b>\$119,154</b>	<b>\$116,092</b>

### ***Other Non-Current Liabilities***

Other non-current liabilities consist of the following:

	<b>June 28, 2013</b>	<b>September 28, 2012</b>
	<b>(in thousands)</b>	
Supplemental retirement plan obligations	\$2,147	\$2,042
Non-current tax liabilities	25,827	20,862
Other liabilities	18,297	16,933
<b>Other non-current liabilities</b>	<b>\$46,271</b>	<b>\$39,837</b>

See Note 8 "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.

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

	June 28, 2013			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
<b>Assets:</b>				
Investments held in supplemental retirement plan (1)	\$2,245	\$—	\$—	\$2,245
Money market funds (2)	28,887	—	—	28,887
Commercial paper (3)	—	2,987	—	2,987
Corporate bonds (2), (3), (4)	—	153,511	—	153,511
Municipal debt securities (2), (3), (4)	—	239,860	—	239,860
U.S. agency securities (2), (3), (4)	53,931	—	—	53,931
<b>Total</b>	<b>\$85,063</b>	<b>\$396,358</b>	<b>\$—</b>	<b>\$481,421</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.
- (4) These assets are included within long-term investments.

	June 28, 2013			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
<b>Liabilities:</b>				
Investments held in supplemental retirement plan (1)	\$2,245	\$—	\$—	\$2,245
<b>Total</b>	<b>\$2,245</b>	<b>\$—</b>	<b>\$—</b>	<b>\$2,245</b>

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

	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 (3)	—	24,299	—	24,299
Corporate bonds (4)	—	220,236	—	220,236
Municipal debt securities (2), (4)	—	401,648	—	401,648
U.S. agency securities (4)	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.

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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 June 28, 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 ("RSU"), 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:

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	June 28, 2013 (2)	June 29, 2012	June 28, 2013 (2)	June 29, 2012
	(in thousands)			
Stock-based compensation:				
Stock options (1)	\$5,438	\$5,047	\$17,437	\$17,101
Restricted stock units	10,967	5,235	29,826	16,379
Employee stock purchase plan	878	442	2,669	667
Stock appreciation rights	—	17	—	96
Total stock-based compensation	17,283	10,741	49,932	34,243
Benefit from income taxes	(5,143)	(3,268)	(15,053)	(10,759)
<b>Total stock-based compensation, net of tax</b>	<b>\$12,140</b>	<b>\$7,473</b>	<b>\$34,879</b>	<b>\$23,484</b>

- Expense excludes \$0.4 million in the fiscal year-to-date period ended June 29, 2012 related to stock-based compensation which was capitalized to property, plant and equipment.
- 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 \$0.2 million and \$0.1 million in the third quarter of fiscal 2013 and fiscal 2012, and \$0.4 million and \$0.2 million in the fiscal year-to-date period ended June 28, 2013 and June 29, 2012, respectively.

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
	(in thousands)			
Stock-based compensation expense was classified as follows:				
Cost of products	\$187	\$158	\$585	\$503
Cost of services	84	57	308	174
Research and development	4,133	2,668	13,033	8,300
Sales and marketing	5,569	3,820	16,736	11,539
General and administrative	5,443	4,038	17,403	13,727
Restructuring	1,867	—	1,867	—
<b>Total stock-based compensation expense</b>	<b>\$17,283</b>	<b>\$10,741</b>	<b>\$49,932</b>	<b>\$34,243</b>

At June 28, 2013, total unrecorded stock-based compensation expense associated with employee stock options expected to vest was approximately \$40.0 million, which is expected to be recognized over a weighted-average period of 2.8 years. At June 28, 2013, total unrecorded stock-based compensation expense associated with restricted stock units expected to vest was approximately \$77.2 million, which is expected to be recognized over a weighted-average period of 2.6 years.

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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)	2,313	30.25		
Exercises	(313)	22.32		\$3,326
Forfeitures and cancellations	(187)	41.02		
Options outstanding at June 28, 2013	6,435	29.69	7.6	29,873
Options vested and expected to vest at June 28, 2013	6,181	29.65	7.6	28,981
Options exercisable at June 28, 2013	<b>2,690</b>	<b>28.47</b>	<b>5.7</b>	<b>17,040</b>

- (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 June 28, 2013 of \$33.45 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:

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Expected life (in years)	4.37	4.53	4.37	4.53
Risk-free interest rate	0.6%	0.6%	0.5%	0.7%
Expected stock price volatility	35.3%	41.5%	40.4%	44.0%
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	1,194	30.96
Vested	(552)	41.03
Forfeitures	(133)	36.90
<b>Non-vested at June 28, 2013</b>	<b>3,081</b>	<b>34.76</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 June 28, 2013, the remaining authorization to purchase additional shares is \$124.1 million.

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Stock repurchase activity under the stock repurchase program during the fiscal year-to-date period ended June 28, 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
Repurchase activity for the fiscal quarter ended June 28, 2013	250,000	8,709	\$34.82
<b>Total</b>	<b>2,307,129</b>	<b>\$74,142</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 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 \$4.2 million was recognized in the fiscal year-to-date period ended June 28, 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 \$3.5 million was recognized in the fiscal year-to-date period ended June 28, 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. Restructuring**

In April 2013, we implemented a plan to reorganize certain activities and responsibilities within our marketing function under a strategic restructuring program, and as a result, recognized approximately \$5.9 million in restructuring costs during the fiscal quarter ended June 28, 2013. This charge included \$2.8 million in severance and other related benefits offered to approximately 36 employees that were affected as a result of this action and \$1.9 million of stock-based compensation expense for previously awarded grants that will vest through the second quarter of fiscal 2014 pursuant to their original terms. Expenses of \$1.2 million associated with the exit of a facility are also included in restructuring charges in the accompanying condensed consolidated statements of operations. We do not expect to incur additional restructuring charges in subsequent quarters related to this plan.

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Changes in restructuring accruals under the current plan, which are included within accrued liabilities on our condensed consolidated balance sheets, were as follows:

	Severance and associated costs	Facilities and contract termination costs	Total
	(in thousands)		
Restructuring charges	4,779	1,151	5,930
Cash payments	(1,670)	—	(1,670)
Non-cash restructuring charges	(1,867)	—	(1,867)
<b>Balance at June 28, 2013</b>	<b>\$ 1,242</b>	<b>\$ 1,151</b>	<b>\$ 2,393</b>

## 7. Earnings Per Share

We compute basic earnings per share ("EPS") 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. Note that since EPS is calculated using separate average share count figures both for fiscal quarters and year-to-date periods presented and as a result of the effect of rounding to the nearest cent per diluted share, the sum of four quarters' EPS may not necessarily equal the full-year EPS.

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	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
	(in thousands, except per share amounts)			
<b>Numerator:</b>				
Net income attributable to Dolby Laboratories, Inc.	\$30,216	\$51,529	\$143,476	\$212,808
<b>Denominator:</b>				
Weighted-average shares outstanding—basic	101,751	106,328	101,917	107,876
Potential common shares from options to purchase Class A and Class B common stock	307	577	293	496
Potential common shares from restricted stock units	972	297	790	121
Weighted-average shares outstanding—diluted	103,031	107,202	102,999	108,493
<b>Net income per share attributable to Dolby Laboratories, Inc.—basic</b>	<b>\$0.30</b>	<b>\$0.48</b>	<b>\$1.41</b>	<b>\$1.97</b>
<b>Net income per share attributable to Dolby Laboratories, Inc.—diluted</b>	<b>\$0.29</b>	<b>\$0.48</b>	<b>\$1.39</b>	<b>\$1.96</b>
Antidilutive options excluded from calculation	5,048	5,636	5,274	6,318
Antidilutive restricted stock units excluded from calculation	354	426	1,769	1,657

## 8. Income Taxes

*Effective Tax Rate.* 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 19% and 27% for the third quarter of fiscal 2013 and fiscal 2012, respectively. Our effective tax rate for the third quarter of fiscal 2013 was lower than the third quarter of fiscal 2012 primarily due to the re-organization of a foreign subsidiary associated with a previous acquisition which resulted in the release of certain deferred tax liabilities. In addition, we recognized additional benefits from the reinstatement of the federal research credits in January 2013.

Our effective tax rate was 25% and 28% for the fiscal year-to-date period ended June 28, 2013 and June 29, 2012, respectively. Our effective tax rate for the fiscal year-to-date period ended June 28, 2013 was lower than the fiscal year-to-date period ended June 29, 2012 primarily due to the same factors discussed above.

*Unrecognized Tax Benefits.* As of June 28, 2013, the total amount of gross unrecognized tax benefits was \$22.2 million, of which \$15.5 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.

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*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 \$9.0 million and \$7.6 million in the third quarter of fiscal 2013 and fiscal 2012, respectively, and \$30.3 million and \$29.1 million in the fiscal year-to-date period ended June 28, 2013 and June 29, 2012, respectively.

### 9. 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.

### 10. Commitments and Contingencies

The following table presents a summary of our contractual obligations and commitments as of June 28, 2013:

	Payments Due By Fiscal Period						Total
	Remainder of Fiscal 2013	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Thereafter	
	(in thousands)						
Naming rights	\$—	\$7,341	\$7,432	\$7,525	\$7,619	\$126,414	\$156,331
Operating leases	4,140	14,305	9,076	6,424	4,706	5,783	44,434
Purchase obligations	2,992	2,535	1,372	212	18	—	7,129
<b>Total</b>	<b>\$7,132</b>	<b>\$24,181</b>	<b>\$17,880</b>	<b>\$14,161</b>	<b>\$12,343</b>	<b>\$132,197</b>	<b>\$207,894</b>

*Naming rights.* 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.

*Operating leases.* 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 June 28, 2013.

*Purchase obligations.* 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 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 experience. Since then, over fifty movie titles have been released or announced in Dolby Atmos from major studios such as Disney, Twentieth Century Fox, Paramount 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 content, and we have identified solutions that may substantially improve the video experience. Similarly, we have begun to introduce audio solutions that can significantly improve and enhance the clarity and quality of voice communications in areas such as multi-party conferencing.

### 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 operators, 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 a majority of worldwide TV shipments to support digital TV standards in regions 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. In the fiscal year-to-date period ended June 28, 2013 and June 29, 2012, revenue from outside of the U.S. represented 70% and 67% 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 in which 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, video, and communications 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 June 28, 2013 and June 29, 2012:

Revenue	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Licensing	89%	86%	89%	86%
Products	8%	11%	9%	11%
Services	3%	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 and so has the composition of our licensing revenue. The portion of our licensing revenue that is not derived from optical disc-based products has been increasing over time such that in the third quarter of fiscal 2013, non-optical disc-based revenue represented approximately 70% of total licensing revenue. This was driven by 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 communications 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 June 28, 2013 and June 29, 2012:

Market	Fiscal Quarter Ended		Fiscal Year-to-Date Ended		Main Products Incorporating Our Technologies
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012	
Broadcast	38%	35%	37%	34%	Televisions and set-top boxes
PC	22%	30%	25%	28%	Microsoft Windows operating systems and DVD software players
Consumer Electronics	15%	18%	16%	19%	DVD and Blu-ray Disc players and recorders, audio/video receivers, and home-theater-in-a-box systems
Mobile	12%	7%	11%	8%	Smartphones, tablets and other mobile devices
Other	13%	10%	11%	11%	Video game consoles, Automotive (in-car DVD players)
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	

Content creators and distributors are increasingly focused on delivering content for online consumption 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. Finally, beginning in the second quarter of fiscal 2013, we entered into agreements with Sony, Universal, Fox and Warner Bros. under which 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. 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. As countries within emerging markets convert to digital television, we are well positioned to benefit from this transition. 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 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

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pay a higher per-unit royalty for Windows 8 PCs that also include optical disc playback functionality. 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, using our technologies, to enable playback of content delivered by online services and video in local files on the device. In the quarter ended March 29, 2013, we began generating revenue from the Windows 8 arrangement, and continue to generate revenue from licensing our technologies used in Windows 7 operating systems. The impact on our licensing revenue from the transition to Windows 8 will depend on several factors, including among others, the extent to which Windows 8 is adopted in the marketplace, our ability to establish and extend licensing relationships directly with PC OEMs and ISVs, 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 devices have declined as licensees have migrated away from these devices to products with lower average selling prices that may not incorporate our technologies.

### *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 typically 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. Our licensing revenue in the third quarter of fiscal 2013 includes a one-time fee from a licensee for the use of certain of our imaging technologies in applications that are outside of our typical core markets. 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.

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 delay or prevent this from occurring. Moreover, OEMs in lower-cost manufacturing countries, including China, could increase production in response to this demand and traditional OEMs could 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 Samsung represented approximately 11% and 12% of our total revenue in the fiscal quarter and year-to-date period ended June 28, 2013, respectively, and consisted primarily of licensing revenue from our mobile and broadcast

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markets. Revenue from Samsung did not exceed 10% of our total revenue in the prior periods presented. Although revenue from Microsoft did not exceed 10% of our total revenue in the fiscal quarter or year-to-date period ended June 28, 2013, revenue from Microsoft did represent approximately 15% and 14% of our total revenue in the fiscal quarter and year-to-date period ended June 29, 2012, and included licensing revenue from our PC, CE, and other markets.

### **Products**

The following table presents the composition of our products revenue for the quarter and fiscal year-to-date periods ended June 28, 2013 and June 29, 2012:

Revenue	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Broadcast	9%	11%	9%	11%
Cinema	87%	86%	87%	86%
Other	4%	3%	4%	3%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Products revenue is driven primarily by sales of equipment to cinema operators and broadcasters. 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 that provides audio control for our digital cinema servers. Revenue from our cinema products tends to fluctuate based on the underlying trends in the cinema industry, including technology replacement and adoption cycles. One such significant trend is the industry's transition from traditional film to digital cinema, the latter of which eliminates film printing and distribution costs, combats piracy and enables repeated movie playback without image or audio degradation. This transition to digital cinema is substantially complete. Digital cinema specifications are based on open standards that, unlike traditional cinema standards, do not include our proprietary audio technologies. As a result, our competitive position in the digital cinema market is not as strong as our historical position was in the traditional film cinema market. 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 the fact that the industry's transition to 3D enabled screens is substantially complete and has entered into a replacement cycle.

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 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 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.

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

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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 28, 2013 at which time the consolidated balance of goodwill totaled \$278.7 million. We determined, after performing a qualitative review and assessing the totality of the events and circumstances described above, that it is more likely than not that the fair value of our reporting units is substantially in excess of their carrying amount. Accordingly there was no indication of impairment and the two-step goodwill impairment test was not required. We did not incur any goodwill impairment losses in either the fiscal year-to-date period ended June 28, 2013 or June 29, 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

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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 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 not been any new accounting pronouncements requiring adoption with a significant or potentially significant impact to our condensed consolidated financial statements.

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**Results of Operations**

*Revenue*

	Fiscal Quarter Ended		Change		Fiscal Year-to-Date Ended		Change	
	June 28, 2013	June 29, 2012	\$	%	June 28, 2013	June 29, 2012	\$	%
	(\$ in thousands)				(\$ in thousands)			
Licensing	\$184,707	\$180,886	\$3,821	2%	\$616,038	\$609,159	\$6,879	1%
<i>Percentage of total revenue</i>	89%	86%			89%	86%		
Products	17,381	22,132	(4,751)	(21)%	60,605	75,760	(15,155)	(20)%
<i>Percentage of total revenue</i>	8%	11%			9%	11%		
Services	4,986	7,304	(2,318)	(32)%	16,379	22,340	(5,961)	(27)%
<i>Percentage of total revenue</i>	3%	3%			2%	3%		
<b>Total revenue</b>	<b>\$207,074</b>	<b>\$210,322</b>	<b>\$(3,248)</b>	<b>(2)%</b>	<b>\$693,022</b>	<b>\$707,259</b>	<b>\$(14,237)</b>	<b>(2)%</b>

*Licensing.* The 2% increase in licensing revenue from the third quarter of fiscal 2012 to the third quarter of fiscal 2013 was primarily driven by increases in our mobile, broadcast, and other markets, partially offset by decreases in our PC and CE markets. The increase in revenue from our mobile market was primarily driven by higher shipments of smartphones and tablets that incorporate our technologies as well as the recognition of previously deferred tablet revenue. The increase in revenue from our broadcast market was primarily driven by higher shipments of set-top boxes that incorporate our technologies. The increase in revenue from our other market was primarily due to a licensing arrangement for certain imaging technologies outside of our core markets. The decrease in revenue from our PC market was primarily attributable to market declines in PC shipments. The decrease in revenue from our CE market was primarily attributable to continued declines in revenue from DVD and Blu-ray Disc devices, as more content is delivered on devices that do not contain optical drives.

The 1% increase in licensing revenue from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 was primarily due to the same factors discussed above.

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.

*Products.* The 21% decrease in products revenue from the third quarter of fiscal 2012 to the third quarter of fiscal 2013 was driven by decreases in our digital cinema video and traditional film products, partially offset by sales of our cinema processors and related hardware for Dolby Atmos. The decrease in revenue from older generation digital cinema video products was primarily due to lower unit shipments amid increased competition. The decrease in revenue from film-based products was primarily due to lower shipments consistent with the industry transition to digital cinema.

The 20% decrease in products revenue from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 was primarily due to the same factors discussed above. In addition, revenue from our digital cinema products was higher in the former period due to the release of previously deferred revenue for digital cinema video products for which DCI compliance was attained in the second quarter of fiscal 2012. Further, the overall decrease was driven by lower revenues from broadcast products due to lower shipments as our customers transition to software licensing solutions. The overall decrease was partially offset by increases in revenue from strong sales of our digital cinema audio processors in the third quarter of fiscal 2013.

*Services.* The 32% decrease in services revenue from the third quarter of fiscal 2012 to the third quarter of fiscal 2013 was attributable primarily to declines in traditional film-based production. This decrease was partially offset by an increase in other services.

The 27% decrease in services revenue from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 was primarily due to the same factors discussed above.

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**Gross Margin**

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
	(\$ in thousands)			
Cost of licensing	\$4,053	\$2,892	\$13,542	\$9,523
<i>Licensing gross margin percentage</i>	98%	98%	98%	98%
Cost of products	16,269	14,529	47,964	46,052
<i>Products gross margin percentage</i>	6%	34%	21%	39%
Cost of services	4,018	3,610	11,722	9,458
<i>Services gross margin percentage</i>	19%	51%	28%	58%
<b>Total gross margin percentage</b>	<b>88%</b>	<b>90%</b>	<b>89%</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. Although licensing gross margin percentage remained consistent at 98% for all periods presented, the cost of licensing increased from both the fiscal quarter and year-to-date period ended June 29, 2012 to the fiscal quarter and year-to-date period ended June 28, 2013. The increase from comparative periods was primarily due to an increase in fees paid to a third party resulting from increased royalty revenue. The increase in cost of licensing from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 was primarily due to a charge of \$3.1 million recorded 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 34% to 6% from the third quarter of fiscal 2012 to the third quarter of fiscal 2013, primarily due to higher charges related to write-downs of excess inventory and unfavorable manufacturing overhead variances in the current quarter as compared to the third quarter of fiscal 2012. Additionally, a combination of lower unit shipments and lower average selling prices across most of our product categories contributed to the overall decrease.

Products gross margin decreased from 39% to 21% from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013. This decrease was primarily attributed to the same factors discussed above. In addition, margins in the second quarter of fiscal 2012 benefited from the release of previously deferred revenue for digital cinema video products for which DCI compliance was attained in the same quarter.

*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 51% to 19% from the third quarter of fiscal 2012 to the third quarter of fiscal 2013 primarily due to decreased revenues from certain high margin service offerings as the industry's transition from traditional film to digital cinema is substantially complete. Additionally, we began exhibitor installations of equipment for Dolby Atmos-enabled theaters in the third quarter of fiscal 2013, which currently represent a low margin service due to high start-up costs.

Services gross margin decreased from 58% to 28% from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 primarily due to the same factors discussed above.

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**Operating Expenses**

	Fiscal Quarter Ended		Change		Fiscal Year-to-Date Ended		Change	
	June 28, 2013	June 29, 2012	\$	%	June 28, 2013	June 29, 2012	\$	%
(\$ in thousands)								
Research and development	\$42,915	\$35,123	\$7,792	22%	\$127,299	\$102,185	\$25,114	25%
Percentage of total revenue	21%	17%			18%	14%		
Sales and marketing	58,528	49,269	9,259	19%	175,079	138,779	36,300	26%
Percentage of total revenue	28%	23%			25%	20%		
General and administrative	38,413	36,859	1,554	4%	123,324	109,605	13,719	13%
Percentage of total revenue	19%	18%			18%	15%		
Restructuring charges/(credits)	5,930	(85)	6,015	7,076%	5,930	1,193	4,737	397%
Percentage of total revenue	3%	—%			1%	—%		
	<b>\$145,786</b>	<b>\$121,166</b>	<b>\$24,620</b>	<b>20%</b>	<b>\$431,632</b>	<b>\$351,762</b>	<b>\$79,870</b>	<b>23%</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 22% increase in research and development expenses from the third quarter of fiscal 2012 to the third quarter of fiscal 2013 was primarily driven by increases in headcount, depreciation, product development, and information technology expenses, as we expanded our efforts to develop new products and technologies.

The 25% increase in research and development expenses from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 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 June 28, 2013 as a result of the incremental charges that stemmed from our equity award modification that occurred in the first quarter of fiscal 2013. These incremental charges also impact and are reflected within the respective sales and marketing and general and administrative sections below.

*Sales and Marketing.* Sales and marketing expenses consist primarily of employee compensation and benefits expenses, including stock-based compensation, consulting and contract labor costs, marketing and promotional expenses, travel-related expenses for our sales and marketing personnel, facilities costs, depreciation and amortization, and information technology expenses. The 19% increase in sales and marketing expenses from the third quarter of fiscal 2012 to the third quarter of fiscal 2013 was primarily driven by higher personnel-related costs, expenses associated with our naming rights agreement for the Dolby Theatre, higher consulting and marketing costs related to the recent launch of Atmos technology and increased depreciation and amortization.

The 26% increase in sales and marketing expenses from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 was primarily attributed to the same factors discussed above.

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.

*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 4% increase in general and administrative expenses from the third quarter of fiscal 2012 to the third 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 13% increase in general and administrative expenses from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 was primarily attributed to the same factors discussed above. We also incurred additional facility, depreciation and IT-related expenses.

*Restructuring Charges.* Restructuring charges for the fiscal quarter and year-to-date period ended June 28, 2013 include severance and other associated costs attributable to a strategic restructuring of certain elements of our marketing function that we implemented in the third quarter of fiscal 2013. Restructuring charges for the fiscal quarter and year-to-date period ended June 29, 2012 were incurred under a separate restructuring plan that was completed in the fiscal 2012. These charges included severance and other associated costs, facilities and contract termination costs, and the write-off of fixed assets. For additional details, see Note 6 “Restructuring” to our condensed consolidated financial statements.

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**Other Income, Net**

	Fiscal Quarter Ended		Change		Fiscal Year-to-Date Ended		Change	
	June 28, 2013	June 29, 2012	\$	%	June 28, 2013	June 29, 2012	\$	%
(\$ in thousands)								
Interest income	\$820	\$1,513	\$(693)	(46)%	\$3,063	\$4,664	\$(1,601)	(34)%
Interest expense	(77)	(26)	(51)	196%	(504)	(57)	(447)	784%
Other income/(expense), net	156	709	(553)	(78)%	1,057	969	88	9%
<b>Total other income, net</b>	<b>\$899</b>	<b>\$2,196</b>	<b>\$(1,297)</b>	<b>(59)%</b>	<b>\$3,616</b>	<b>\$5,576</b>	<b>\$(1,960)</b>	<b>(35)%</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 decrease in total other income, net from the third quarter of fiscal 2012 to the third quarter of fiscal 2013 was due to a decrease in interest and other income. The decrease in interest income was attributed to the lower average portfolio investment balance that resulted after the payment of a special dividend of \$408.2 million to eligible stockholders in the first quarter of fiscal 2013. The decrease in other income was attributed to lower realized gains on the sale of investment securities.

The decrease in total other income, net from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013 was primarily attributed to a decrease in interest income for the same factor discussed above in addition to higher interest expense related to accrued interest on a patent obligation. The overall decrease was partially offset by an increase in other income that resulted from gains realized on the sale of investment securities in the first quarter of fiscal 2013.

**Income Taxes**

	Fiscal Quarter Ended		Fiscal Year-to-Date Ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
(\$ in thousands)				
Provision for income taxes	\$7,345	\$18,915	\$47,560	\$82,951
<i>Effective tax rate</i>	19%	27%	25%	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 19% and 27% for the third quarter of fiscal 2013 and fiscal 2012, respectively. Our effective tax rate for the third quarter of fiscal 2013 was lower than the third quarter of fiscal 2012 primarily due to the re-organization of a foreign subsidiary associated with a previous acquisition which resulted in the release of certain deferred tax liabilities. In addition, we recognized additional benefits from the reinstatement of the federal research credits in January 2013.

Our effective tax rate was 25% and 28% for the fiscal year-to-date period ended June 28, 2013 and fiscal year-to-date period ended June 29, 2012, respectively. Our effective tax rate for the fiscal year-to-date period ended June 28, 2013 was lower than the fiscal year-to-date period ended June 29, 2012 primarily due the same factors discussed above.

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### Liquidity, Capital Resources, and Financial Condition

As of June 28, 2013, we had cash and cash equivalents of \$408.6 million, which consisted of cash and highly-liquid money market funds. In addition, we had short-term and long-term investments of \$444.7 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 June 28, 2013, \$248.8 million, or 29%, was held by our foreign subsidiaries. This represented a \$14.4 million increase 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.

	June 28, 2013	September 28, 2012
(in thousands)		
Cash and cash equivalents	\$408,561	\$492,600
Short-term investments	109,342	302,693
Long-term investments	335,371	361,614
Accounts receivable, net	74,528	43,495
Accounts payable and accrued liabilities	127,999	130,923
Working capital <sup>(a)</sup>	562,296	813,446

  

	June 28, 2013	June 29, 2012
(in thousands)		
Net cash provided by operating activities	\$207,488	\$312,998
Capital expenditures <sup>(b)</sup>	(17,801)	(50,225)
Repurchase of common stock	(74,142)	(189,959)
Net cash provided by/(used in) investing activities	188,796	(17,621)
Net cash used in financing activities	(478,859)	(176,202)

(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."

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### *Operating Activities*

Net cash provided by operating activities decreased \$105.5 million from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 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 \$206.4 million from the fiscal year-to-date period ended June 29, 2012 to the fiscal year-to-date period ended June 28, 2013. The increase was primarily due to an increase in proceeds from the sales and maturities of available-for-sale securities and a decrease in capital expenditures, partially offset by an increase in purchases of available-for-sale securities.

### *Financing Activities*

Net cash used in financing activities was \$302.7 million higher in the fiscal year-to-date period ended June 28, 2013 compared to the fiscal year-to-date period ended June 29, 2012. The increase was primarily due to the payment of a special dividend to holders of our Class A and Class B common stock, and was partially offset by lower share repurchases of our Class A common stock.

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

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

As of June 28, 2013, we had an accrued liability for unrecognized tax benefits and related interest and penalties, net of related deferred tax assets, totaling \$22.2 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 10 "Commitments and Contingencies" to our condensed consolidated financial statements.

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

### ***Interest Rate Sensitivity***

As of June 28, 2013, we had cash and cash equivalents of \$408.6 million, which consisted of cash and highly-liquid money market funds. In addition, we had short-term and long-term investments of \$444.7 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 June 28, 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 June 28, 2013, hypothetical changes in interest rates of 1% and 0.5% would have an impact on the carrying value of our portfolio of approximately \$5.6 million and \$2.8 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

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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 which we have foreign currency exchange rate exposure. As of June 28, 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 \$11.3 million and \$5.0 million, respectively. The fair values of these contracts were nominal as of June 28, 2013 and September 28, 2012, and were included within prepaid expenses 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 June 28, 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 \$0.5 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 \$0.5 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 June 28, 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 could materially 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 could materially adversely affect our licensing revenue.

#### **To the extent that sales of PCs with Dolby technologies continue to decline, our licensing revenue could be materially 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 channel 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 among others, the extent to which Windows 8 is adopted in the marketplace, our ability to establish and extend licensing relationships directly with PC OEMs and ISVs, and our ability to extend the adoption of our technologies to online and mobile platforms.

Any of these risks could materially adversely affect our licensing revenue.

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### **General economic conditions may reduce our revenue and materially 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 could materially 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 June 28, 2013, we had over 3,300 issued patents and over 2,700 pending patent applications in more than 50 jurisdictions throughout the world. Our 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 patents with a longer remaining life 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.

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 could be materially adversely affected.

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

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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 32% decrease in services revenue from the third quarter of fiscal 2012 to the third 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 could materially adversely affect our revenue from the cinema industry.

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

A decrease in the demand for our cinema products and services could materially adversely affect licensing of our consumer technologies, because the strength of our brand and our ability to use professional product developments to introduce new consumer technologies would be impaired. If 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 could materially 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 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 materially 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:

- Timing of receipt of royalty reports from our licensees and meeting revenue recognition criteria;
- Royalty reports including positive or negative corrective adjustments;
- Retroactive royalties that cover extended periods of time; and
- The recognition of unusually large amounts of 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 ISVs 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 materially 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 materially 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 materially 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 could decrease our gross margin and materially 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 could materially 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 materially 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 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

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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 mandated by governments choosing from among alternative standards, 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 materially 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 less attractive.

**Our business depends on the strength of our brand, and if we do not maintain and strengthen our brand, our business could 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 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

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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.

### **Our licensing of industry standard technologies can be subject to restrictions that could materially 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 materially 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.

### **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 could be materially 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 materially adversely affect our revenue.**

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. 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

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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 materially adversely affect our brand, our operating results, and our financial condition.

### **We may 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 significant, and could be disruptive to our business. Any disputes with our customers or potential customers or other third parties could materially adversely affect our business, and results of operations.

### **We face risks relating to the maturity of the digital cinema market.**

The industry transition to digital cinema is substantially complete, and the demand for new digital cinema screens has dropped significantly as the industry enters a replacement cycle, leading to lower volumes of our cinema products. We face a number of additional risks relating to the maturity of the digital cinema market, 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;
- 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; and
- Pricing and other competitive pressures have caused us to implement pricing strategies which have adversely affected gross margins of our products.

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 significant 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 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.

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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 adversely affect 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 adversely affected. 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 adversely affect 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 materially 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 June 28, 2013 and June 29, 2012, revenue from outside of the U.S. represented 70% and 67% of our total revenue, respectively.

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;
- Limited or no patent protection for our Dolby Digital technologies in countries such as China, Taiwan, and India, which may require us to obtain patent rights for new and existing technologies in order to grow or maintain our revenue;
- Because of limitations in the legal systems in many countries, our ability to obtain and enforce patents in many countries is uncertain, and we must strengthen and develop 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;
- 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.

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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 materially 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 materially adversely affect our ability to obtain, license, and enforce our patents. For example, rulings by the U.S. Supreme Court concerning injunctions may make it more difficult 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 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 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;

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- 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 materially 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 materially 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
- 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 materially 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 materially 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.

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### **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 June 28, 2013 and June 29, 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 materially 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 materially 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 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 materially adversely affect our business, and operating results.

### **The loss of or delay in operations of one or more of our key suppliers could 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 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 production delays, increased costs, and reductions in shipments of

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our products, any of which could increase our operating costs, harm our customer relationships, or have a material adverse effect 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 materially 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 materially adversely affect our gross margins.

### **Our products, and products that incorporate our technologies, may experience quality problems that could damage our brand, decrease revenue, and increase operating expenses.**

Our products, and products that incorporate our technologies, 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 and technologies are sometimes combined with or incorporated into products from other vendors, sometimes making it difficult to identify the source of a problem. Any negative publicity or impact relating to these product problems could materially adversely affect the perception of our brand and market acceptance of our products or technologies. 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 or technologies 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 our liability, 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.

### **A loss of one or more of our key customers or licensees in any of our markets could materially 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. Revenue from Samsung represented approximately 11% and 12% of our total revenue in the fiscal quarter and year-to-date period ended June 28, 2013, respectively. Revenue from Samsung did not exceed 10% of our total revenue in the prior periods presented. Although revenue from Microsoft did not exceed 10% of our total revenue in the fiscal quarter or year-to-date period ended June 28, 2013, revenue from Microsoft did represent approximately 15% and 14% of our total revenue in the fiscal quarter and year-to-date period ended June 29, 2012. 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 material adverse effect on our operating results.

### **Environmental laws and regulations could impose substantial costs upon us and may materially adversely affect our business, operating results, and financial condition.**

Our operations use substances regulated under 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. In addition, future environmental laws and regulations have the potential to affect our operations, increase our costs, decrease our revenue, or change the way we design or manufacture our products. We face increasing complexity in our product design as we adjust to requirements relating to the materials composition of our products. For some products, substituting particular components containing regulated hazardous substances is more difficult or costly, and additional redesign efforts could result in production delays. We could incur costs, fines, and civil or criminal sanctions, third party property damage or personal injury claims, or could be required to incur

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substantial investigation or remediation costs, if we were to violate or become liable under environmental laws. The ultimate costs under environmental laws and the timing of these costs are difficult to predict.

### **We could incur substantial costs due to conflict mineral regulations, which may materially adversely affect our business, operating results, and financial condition.**

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 use to manufacture our products. In circumstances where conflict minerals in our products are found to be sourced from the Democratic Republic of the Congo or surrounding countries, Dolby may take actions to change materials or designs to reduce the possibility that Dolby's purchase of conflict minerals may fund armed groups in the region. These actions could add engineering and other costs to the manufacture of 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.

### **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 materially adversely affect our revenue. Furthermore, our distributors could retain product channel inventory levels that exceed future anticipated sales, which could materially adversely affect future sales to those distributors. In addition, failures of our distributors to adhere to our policies or other ethical practices could materially 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 June 28, 2013, Ray Dolby and his affiliates, including his family members, owned 21,654 shares of our Class A common stock and 54,821,378 shares of our Class B common stock. As of June 28, 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.

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### 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 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 June 28, 2013, we had a total of 101,732,815 shares of Class A and Class B common stock outstanding.

As of June 28, 2013, our directors and executive officers beneficially held 54,831,378 shares of Class B common stock, 211,613 shares of Class A common stock, vested options to purchase 22,274 shares of Class B common stock and vested options to purchase 715,230 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 June 28, 2013, we issued an aggregate of 1,745 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 \$0.1 million in the fiscal quarter ended June 28, 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 June 28, 2013, options to purchase an aggregate of 131,504 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 third 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)
March 30, 2013 - April 26, 2013	—	\$—	—	\$132.9 million
April 27, 2013 - May 24, 2013	137,000	34.33	137,000	\$128.2 million
May 25, 2013 - June 28, 2013	113,000	35.41	113,000	\$124.1 million
<b>Total</b>	<b>250,000</b>		<b>250,000</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	Amendment to Lease for 999 Brannan Street, San Francisco, California, dated June 27, 2013.		
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		

‡ 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: July 31, 2013

DOLBY LABORATORIES, INC.

By: /s/ Lewis Chew  
Lewis Chew  
Executive Vice President and Chief Financial Officer (Principal Financial  
and Accounting Officer)

FIRST AMENDMENT TO LEASE AGREEMENT

THIS FIRST AMENDMENT TO LEASE AGREEMENT (the "Amendment") is made and entered into as of June 27, 2013, by and between DOLBY PROPERTIES, LLC, a California limited liability company ("Landlord"), and DOLBY LABORATORIES, INC., a California corporation ("Tenant").

RECITALS

A. Landlord and Tenant are parties to that certain Lease dated May 5, 2003 (the "Lease"). Pursuant to the Lease, Landlord leases to Tenant space consisting of approximately 15,167 rentable square feet comprised of the entirety of Suite 1001, Suite 1002 and Suite 1003 (the "Premises") in the building located at 999 Brannan Street, San Francisco, California (the "Building").

B. Landlord and Tenant desire to, among other things, amend the Lease to extend the Term of Lease on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the above recitals which by this reference are incorporated herein, the mutual covenants and conditions contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant agree as follows:

1. **Extension.** The Term is hereby extended and shall expire on December 31, 2014 (the "Extension Expiration Date"), unless sooner terminated in accordance with the terms of the Lease or extended pursuant to Section 5 below. That portion of the Term commencing on October 1, 2013 (the "Extension Effective Date") and ending on the Extension Expiration Date shall be referred to herein as the "Extension Term", and from and after the Extension Effective Date, references in the Lease to the "Term" shall be deemed to include the Extension Term, and references in the Lease to the "Expiration Date" shall mean the Extension Expiration Date.

2. **Base Rent.** From and after the Extension Effective Date, the schedule of Base Rent payable for the Premises shall be the following:

Period	Base Rent Per Square Foot	Annual Base Rent	Monthly Base Rent
10/01/13 - 12/31/14	\$50.00	\$758,350.00	\$63,195.83
01/01/15 - 06/30/15 (Renewal Term) **	\$50.00	\$758,350.00	\$63,195.83

\*\* To the extent applicable

All Rent and other sums payable under the Lease, shall be payable by Tenant in accordance with the Lease.

3. **Real Property Taxes, Utilities and Services.**

(a) During the Extension Term, Tenant shall have no obligation to pay any Increases in Direct Expenses pursuant to Section 4.1.2 of the Lease.

(b) If Tenant exercises either or both of the Renewal Options (as defined below), then, Tenant's obligation to pay Increases in Direct Expenses pursuant to Section 4.1.2 of the Lease shall be reinstated during the Renewal Term (as defined below); provided that for such purposes the Base Year shall be the 2014 calendar year, and provided, further, if the Building is less than ninety-five percent (95%) occupied throughout the Base Year or the Lease Year that includes the Renewal Term, then, for the purposes of calculating Direct Expenses during any such year, the actual Direct Expenses for the calendar year in question shall be increased by Landlord to be the amount of such expenses which Landlord reasonably determines would have been incurred during that calendar year if the Building had been ninety-five percent (95%) occupied throughout such calendar year. Tenant's obligation to pay Increases in Direct Expenses for the Lease Year that includes the Renewal Term shall be prorated on the basis of the number of days during such Lease Year that

includes the Renewal Term. Notwithstanding the foregoing, at all times during the Extension Term and the Renewal Term (if applicable), Tenant shall directly contract for, and pay the cost of, all janitorial services for the Building.

(c) Any increase in Real Property Taxes attributable to Alterations constructed prior to the date hereof shall be deemed to be Direct Expenses and not Tenant Taxes.

(d) Tenant's Pro Rata Share, as stated in the Basic Lease Information, is hereby corrected to be 11.30% (i.e., 15,167 rentable square feet in the Premises divided by 134,280 rentable square feet in the Building).

4. **Early Termination Option.** Tenant shall have the right to terminate the Lease (the "**Termination Option**"), effective as of September 30, 2014 (the "**Termination Date**") by delivering notice of Tenant's exercise of the Termination Option (the "**Termination Notice**") no later than March 31, 2014. As of the date Tenant properly exercises the Termination Option, any unexercised rights or options of Tenant to extend the Term shall immediately be deemed terminated and of no further force or effect.

5. **Option to Renew.**

(a) Tenant shall have two (2) successive options to renew (each a "**Renewal Option**", and together, the "**Renewal Options**") the Term of the Lease beyond the Extension Expiration Date for three (3) months each (individually and together, the "**Renewal Term**"), on the same terms and conditions set forth in the Lease, except as expressly amended hereby.

(b) A Renewal Option must be exercised, if at all, by written notice ("**Election Notice**") from Tenant to Landlord given not less than six (6) months prior to the commencement of a Renewal Term. If Tenant fails to exercise a Renewal Option in a timely manner as provided above, such Renewal Option shall be void. If Tenant fails to exercise the first Renewal Option in a timely manner, as provided above, the second Renewal Option shall also be void.

6. **Condition: Alterations.** Tenant is currently in possession of the Premises and accepts the same "as is" without any agreements, representations, understandings or obligations on the part of Landlord to (i) perform any alterations, additions, repairs or improvements (except for Landlord's continuing obligations under Sections 7.2, 9.1 and 9.2 of the Lease), (ii) fund or otherwise pay for any alterations, additions, repairs or improvements to the Premises (except in connection with Landlord's continuing obligations under Sections 7.2, 9.1 and 9.2 of the Lease, and without relieving Tenant of its obligation to pay Increases in Direct Expenses as provided in Section 3(b) above), or (iii) grant Tenant any free rent, concessions, credits or contributions of money with respect to the Premises. Any and all repairs, alterations and improvement work shall be made in accordance with Article 7 of the Lease.

7. **Miscellaneous.**

(a) The Lease, as amended by this Amendment, sets forth the entire agreement between the parties with respect to the matters set forth herein. There have been no additional oral or written representations or agreements.

(b) Except as herein modified or amended, the provisions, conditions and terms of the Lease shall remain unchanged and in full force and effect.

(c) In the case of any inconsistency between the provisions of the Lease and this Amendment, the provisions of this Amendment shall govern and control.

(d) Capitalized terms used in this Amendment shall have the same definitions as set forth in the Lease to the extent that such capitalized terms are defined therein and not redefined in this Amendment.

(e) Tenant and Landlord, each represents and warrants to the other that it has had no dealings with any broker or agent in connection with the negotiation or execution of this Amendment other than Resource Real Estate Group and The CAC Group ("**Brokers**"). Landlord shall pay a commission to Brokers in accordance with a separate written agreement with each of them. Landlord and Tenant each shall indemnify and hold the other harmless from and against any claim, loss, liability, damage, fee or charge, so far as the same arises by reason of services alleged to have been rendered in connection with this Amendment by any party other than Brokers, at the instance of, or agreed to by the indemnifying party.

(f) Each signatory of this Amendment represents hereby that he or she has the authority to execute and deliver the same on behalf of the party hereto for which such signatory is acting.

(g) This Amendment may be executed in multiple counterparts each of which is deemed an original but together constitute one and the same instrument. This Amendment may be executed in so-called "pdf" format and each party has the right to rely upon a pdf counterpart of this Amendment signed by the other party to the same extent as if such party had received an original counterpart.

**IN WITNESS WHEREOF**, the parties hereto have executed this Amendment as of the day and year first above written.

**LANDLORD:**

**DOLBY PROPERTIES, LLC,**  
a California limited liability company

By: Dolby Laboratories, Inc.,  
a California corporation  
Managing Member

By: /s/ Andy Sherman  
Name: Andy Sherman  
Title: EVP and General Counsel

**TENANT:**

**DOLBY LABORATORIES, INC.,**  
a California corporation

By: /s/ Kevin Yeaman  
Name: Kevin Yeaman  
Title: President and Chief Executive Officer

**FIRST AMENDMENT TO LEASE AGREEMENT**

**THIS FIRST AMENDMENT TO LEASE AGREEMENT** (the "**Amendment**") is made and entered into as of June 27, 2013, by and between **DOLBY PROPERTIES, LLC**, a California limited liability company ("**Landlord**"), and **DOLBY LABORATORIES, INC.**, a California corporation ("**Tenant**").

**RECITALS**

A. Landlord and Tenant are parties to that certain Lease dated August 1, 1998 (the "**Lease**"). Pursuant to the Lease, Landlord leases to Tenant space consisting of approximately 2,696 rentable square feet comprised of the entirety of Suite 123, Suite 124 and Suite 125 (the "**Premises**") in the building located at 999 Brannan Street, San Francisco, California (the "**Building**").

B. Landlord and Tenant desire to, among other things, amend the Lease to extend the Term of Lease on the terms and conditions set forth herein.

**NOW, THEREFORE**, in consideration of the above recitals which by this reference are incorporated herein, the mutual covenants and conditions contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant agree as follows:

1. **Extension.** The Term is hereby extended and shall expire on December 31, 2014 (the "**Extension Expiration Date**"), unless sooner terminated in accordance with the terms of the Lease or extended pursuant to Section 5 below. That portion of the Term commencing on July 1, 2013 (the "**Extension Effective Date**") and ending on the Extension Expiration Date shall be referred to herein as the "**Extension Term**", and from and after the Extension Effective Date, references in the Lease to the "**Term**" shall be deemed to include the Extension Term, and references in the Lease to the "**Expiration Date**" shall mean the Extension Expiration Date.

2. **Base Rent.** From and after the Extension Effective Date, the schedule of Base Rent payable for the Premises shall be the following:

<b>Period</b>	<b>Base Rent Per Square Foot</b>	<b>Annual Base Rent</b>	<b>Monthly Base Rent</b>
7/01/13 - 12/31/14	\$50.00	\$134,800.00	\$11,233.33
01/01/15 - 06/30/15 (Renewal Term) **	\$50.00	\$134,800.00	\$11,233.33

\*\* To the extent applicable

All Rent and other sums payable under the Lease, shall be payable by Tenant in accordance with the Lease.

3. **Real Property Taxes, Utilities and Services.**

(a) During the Extension Term, Tenant shall have no obligation to pay any Increases in Direct Expenses pursuant to Section 4.1.2 of the Lease.

(b) If Tenant exercises either or both of the Renewal Options (as defined below), then, Tenant's obligation to pay Increases in Direct Expenses pursuant to Section 4.1.2 of the Lease shall be reinstated during the Renewal Term (as defined below); provided that for such purposes the Base Year shall be the 2014 calendar year, and provided, further, if the Building is less than ninety-five percent (95%) occupied throughout the Base Year or the Lease Year that includes the Renewal Term, then, for the purposes of calculating Direct Expenses during any such year, the actual Direct Expenses for the calendar year in question shall be increased by Landlord to be the amount of such expenses which Landlord reasonably determines would have been incurred during that calendar year if the Building had been ninety-five percent (95%) occupied throughout such calendar year. Tenant's obligation to pay Increases in Direct Expenses for the Lease Year that includes the Renewal Term shall be prorated on the basis of the number of days during such Lease Year that includes the Renewal Term. Notwithstanding the foregoing, at all times during the Extension Term and the Renewal Term (if applicable), Tenant shall directly contract for, and pay the cost of, all janitorial services for the Building.

(c) Any increase in Real Property Taxes attributable to Alterations constructed prior to the date hereof shall be deemed to be Direct Expenses and not Tenant Taxes.

4. **Early Termination Option.** Tenant shall have the right to terminate the Lease (the “**Termination Option**”), effective as of September 30, 2014 (the “**Termination Date**”) by delivering notice of Tenant's exercise of the Termination Option (the “**Termination Notice**”) no later than March 31, 2014. As of the date Tenant properly exercises the Termination Option, any unexercised rights or options of Tenant to extend the Term shall immediately be deemed terminated and of no further force or effect.

5. **Option to Renew.**

(a) Tenant shall have two (2) successive options to renew (each a “**Renewal Option**”, and together, the “**Renewal Options**”) the Term of the Lease beyond the Extension Expiration Date for three (3) months each (individually and together, the “**Renewal Term**”), on the same terms and conditions set forth in the Lease, except as expressly amended hereby.

(b) A Renewal Option must be exercised, if at all, by written notice (“**Election Notice**”) from Tenant to Landlord given not less than six (6) months prior to the commencement of a Renewal Term. If Tenant fails to exercise a Renewal Option in a timely manner as provided above, such Renewal Option shall be void. If Tenant fails to exercise the first Renewal Option in a timely manner, as provided above, the second Renewal Option shall also be void.

6. **Condition; Alterations.** Tenant is currently in possession of the Premises and accepts the same “as is” without any agreements, representations, understandings or obligations on the part of Landlord to (i) perform any alterations, additions, repairs or improvements (except for Landlord's continuing obligations under Sections 7.2, 9.1 and 9.2 of the Lease), (ii) fund or otherwise pay for any alterations, additions, repairs or improvements to the Premises (except in connection with Landlord's continuing obligations under Sections 7.2, 9.1 and 9.2 of the Lease, and without relieving Tenant of its obligation to pay Increases in Direct Expenses as provided in Section 3(b) above), or (iii) grant Tenant any free rent, concessions, credits or contributions of money with respect to the Premises. Any and all repairs, alterations and improvement work shall be made in accordance with Article 7 of the Lease.

7. **Miscellaneous.**

(a) The Lease, as amended by this Amendment, sets forth the entire agreement between the parties with respect to the matters set forth herein. There have been no additional oral or written representations or agreements.

(b) Except as herein modified or amended, the provisions, conditions and terms of the Lease shall remain unchanged and in full force and effect.

(c) In the case of any inconsistency between the provisions of the Lease and this Amendment, the provisions of this Amendment shall govern and control.

(d) Capitalized terms used in this Amendment shall have the same definitions as set forth in the Lease to the extent that such capitalized terms are defined therein and not redefined in this Amendment.

(e) Tenant and Landlord, each represents and warrants to the other that it has had no dealings with any broker or agent in connection with the negotiation or execution of this Amendment other than Resource Real Estate Group and The CAC Group (“**Brokers**”). Landlord shall pay a commission to Brokers in accordance with a separate written agreement with each of them. Landlord and Tenant each shall indemnify and hold the other harmless from and against any claim, loss, liability, damage, fee or charge, so far as the same arises by reason of services alleged to have been rendered in connection with this Amendment by any party other than Brokers, at the instance of, or agreed to by the indemnifying party.

(f) Each signatory of this Amendment represents hereby that he or she has the authority to execute and deliver the same on behalf of the party hereto for which such signatory is acting.

(g) This Amendment may be executed in multiple counterparts each of which is deemed an original but together constitute one and the same instrument. This Amendment may be executed in so-called “pdf” format and each

party has the right to rely upon a pdf counterpart of this Amendment signed by the other party to the same extent as if such party had received an original counterpart.

**IN WITNESS WHEREOF**, the parties hereto have executed this Amendment as of the day and year first above written.

**LANDLORD:**

**DOLBY PROPERTIES, LLC**,  
a California limited liability company

By: Dolby Laboratories, Inc.,  
a California corporation  
Managing Member

By: /s/ Andy Sherman  
Name: Andy Sherman  
Title: EVP and General Counsel

**TENANT:**

**DOLBY LABORATORIES, INC.**,  
a California corporation

By: /s/ Kevin Yeaman  
Name: Kevin Yeaman  
Title: President and Chief Executive Officer

**SECOND AMENDMENT TO LEASE AGREEMENT**

**THIS SECOND AMENDMENT TO LEASE AGREEMENT** (the "**Amendment**") is made and entered into as of June 27, 2013, by and between **DOLBY PROPERTIES, LLC**, a California limited liability company ("**Landlord**"), and **DOLBY LABORATORIES, INC.**, a California corporation ("**Tenant**").

**RECITALS**

A. Landlord and Tenant are parties to that certain Lease dated May 14, 1998, as amended by that certain First Amendment to Lease dated December 1, 2004 (as amended, the "**Lease**"). Pursuant to the Lease, Landlord leases to Tenant space consisting of approximately 104,064 rentable square feet comprised of the entirety of Suite 3000, Suite 4000, the Penthouse and the second (2nd) floor (the "**Premises**") in the building located at 999 Brannan Street, San Francisco, California (the "**Building**").

B. Landlord and Tenant desire to, among other things, amend the Lease to extend the Term of Lease on the terms and conditions set forth herein.

**NOW, THEREFORE**, in consideration of the above recitals which by this reference are incorporated herein, the mutual covenants and conditions contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant agree as follows:

1. **Extension.** The Term is hereby extended and shall expire on December 31, 2014 (the "**Extension Expiration Date**"), unless sooner terminated in accordance with the terms of the Lease or extended pursuant to Section 5 below. That portion of the Term commencing on July 1, 2013 (the "**Extension Effective Date**") and ending on the Extension Expiration Date shall be referred to herein as the "**Extension Term**", and from and after the Extension Effective Date, references in the Lease to the "**Term**" shall be deemed to include the Extension Term, and references in the Lease to the "**Expiration Date**" shall mean the Extension Expiration Date.

2. **Base Rent.** From and after the Extension Effective Date, the schedule of Base Rent payable for the Premises shall be the following:

<b>Period</b>	<b>Base Rent Per Square Foot</b>	<b>Annual Base Rent</b>	<b>Monthly Base Rent</b>
7/01/13 - 12/31/14	\$50.00	\$5,203,200.00	\$433,600.00
01/01/15 - 06/30/15 (Renewal Term) **	\$50.00	\$5,203,200.00	\$433,600.00

\*\* To the extent applicable

All Rent and other sums payable under the Lease, shall be payable by Tenant in accordance with the Lease.

3. **Real Property Taxes, Utilities and Services.**

(a) During the Extension Term, Tenant shall have no obligation to pay any Increases in Direct Expenses pursuant to Section 4.1.2 of the Lease.

(b) If Tenant exercises either or both of the Renewal Options (as defined below), then, Tenant's obligation to pay Increases in Direct Expenses pursuant to Section 4.1.2 of the Lease shall be reinstated during the Renewal Term (as defined below); provided that for such purposes the Base Year shall be the 2014 calendar year, and provided, further, if the Building is less than ninety-five percent (95%) occupied throughout the Base Year or the Lease Year that includes the Renewal Term, then, for the purposes of calculating Direct Expenses during any such year, the actual Direct Expenses for the calendar year in question shall be increased by Landlord to be the amount of such expenses which Landlord reasonably determines would have been incurred during that calendar year if the Building had been ninety-five percent (95%) occupied throughout such calendar year. Tenant's obligation to pay Increases in Direct Expenses for the Lease Year that includes the Renewal Term shall be prorated on the basis of the number of days during such Lease Year that includes the Renewal Term. Notwithstanding the foregoing, at all times during the Extension Term and the Renewal Term (if applicable), Tenant shall directly contract for, and pay the cost of, all janitorial services for the Building.

(c) Any increase in Real Property Taxes attributable to Alterations constructed prior to the date hereof shall be deemed to be Direct Expenses and not Tenant Taxes.

4. **Early Termination Option.** Tenant shall have the right to terminate the Lease (the "**Termination Option**"), effective as of September 30, 2014 (the "**Termination Date**"), by delivering notice of Tenant's exercise of the Termination Option (the "**Termination Notice**") no later than March 31, 2014. As of the date Tenant properly exercises the Termination Option, any unexercised rights or options of Tenant to extend the Term shall immediately be deemed terminated and of no further force or effect.

5. **Option to Renew.**

(a) Tenant shall have two (2) successive options to renew (each a "**Renewal Option**", and together, the "**Renewal Options**") the Term of the Lease beyond the Extension Expiration Date for three (3) months each (individually and together, the "**Renewal Term**"), on the same terms and conditions set forth in the Lease, except as expressly amended hereby.

(b) A Renewal Option must be exercised, if at all, by written notice ("**Election Notice**") from Tenant to Landlord given not less than six (6) months prior to the commencement of a Renewal Term. If Tenant fails to exercise a Renewal Option in a timely manner as provided above, such Renewal Option shall be void. If Tenant fails to exercise the first Renewal Option in a timely manner, as provided above, the second Renewal Option shall also be void.

6. **Condition: Alterations.** Tenant is currently in possession of the Premises and accepts the same "as is" without any agreements, representations, understandings or obligations on the part of Landlord to (i) perform any alterations, additions, repairs or improvements (except for Landlord's continuing obligations under Sections 7.2, 9.1 and 9.2 of the Lease), (ii) fund or otherwise pay for any alterations, additions, repairs or improvements to the Premises (except in connection with Landlord's continuing obligations under Sections 7.2, 9.1 and 9.2 of the Lease, and without relieving Tenant of its obligation to pay Increases in Direct Expenses as provided in Section 3(b) above), or (iii) grant Tenant any free rent, concessions, credits or contributions of money with respect to the Premises. Any and all repairs, alterations and improvement work shall be made in accordance with Article 7 of the Lease.

7. **Miscellaneous.**

(a) The Lease, as amended by this Amendment, sets forth the entire agreement between the parties with respect to the matters set forth herein. There have been no additional oral or written representations or agreements.

(b) Except as herein modified or amended, the provisions, conditions and terms of the Lease shall remain unchanged and in full force and effect.

(c) In the case of any inconsistency between the provisions of the Lease and this Amendment, the provisions of this Amendment shall govern and control.

(d) Capitalized terms used in this Amendment shall have the same definitions as set forth in the Lease to the extent that such capitalized terms are defined therein and not redefined in this Amendment.

(e) Tenant and Landlord, each represents and warrants to the other that it has had no dealings with any broker or agent in connection with the negotiation or execution of this Amendment other than Resource Real Estate Group and The CAC Group ("**Brokers**"). Landlord shall pay a commission to Brokers in accordance with a separate written agreement with each of them. Landlord and Tenant each shall indemnify and hold the other harmless from and against any claim, loss, liability, damage, fee or charge, so far as the same arises by reason of services alleged to have been rendered in connection with this Amendment by any party other than Brokers, at the instance of, or agreed to by the indemnifying party.

(f) Each signatory of this Amendment represents hereby that he or she has the authority to execute and deliver the same on behalf of the party hereto for which such signatory is acting.

(g) This Amendment may be executed in multiple counterparts each of which is deemed an original but together constitute one and the same instrument. This Amendment may be executed in so-called "pdf" format and each party has the right to rely upon a pdf counterpart of this Amendment signed by the other party to the same extent as if such party had received an original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

**LANDLORD:**

**DOLBY PROPERTIES, LLC,**  
a California limited liability company

By: Dolby Laboratories, Inc.,  
a California corporation  
Managing Member

By: /s/ Andy Sherman  
Name: Andy Sherman  
Title: EVP and General Counsel

**TENANT:**

**DOLBY LABORATORIES, INC.,**  
a California corporation

By: /s/ Kevin Yeaman  
Name: Kevin Yeaman  
Title: President and Chief Executive Officer

## 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: July 31, 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: July 31, 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 June 28, 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: July 31, 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)

