

ZEBRA TECHNOLOGIES CORP

Form 10-Q

May 06, 2010

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

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

For the quarterly period ended April 3, 2010

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: 000-19406

Zebra Technologies Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-2675536
(I.R.S. Employer
Identification No.)

475 Half Day Road, Suite 500, Lincolnshire, IL 60069

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 634-6700

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

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if 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 ☒

As of April 30, 2010, there were 57,730,176 shares of Class A Common Stock, \$.01 par value, outstanding.

Table of Contents

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES

QUARTER ENDED APRIL 3, 2010

INDEX

	PAGE
PART I - FINANCIAL INFORMATION	
Item 1.	
<u>Consolidated Financial Statements</u>	
<u>Consolidated Balance Sheets as of April 3, 2010 (unaudited) and December 31, 2009</u>	3
<u>Consolidated Statements of Earnings (unaudited) for the three months ended April 3, 2010 and April 4, 2009</u>	4
<u>Consolidated Statements of Cash Flows (unaudited) for the three months ended April 3, 2010 and April 4, 2009</u>	5
<u>Notes to Consolidated Financial Statements</u>	6
Item 2.	
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	21
Item 3.	
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	31
Item 4.	
<u>Controls and Procedures</u>	32
PART II - OTHER INFORMATION	
Item 1.	
<u>Legal Proceedings</u>	33
Item 1A.	
<u>Risk Factors</u>	33
Item 2.	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	33
Item 5.	
<u>Other Information</u>	33
Item 6.	
<u>Exhibits</u>	37
<u>SIGNATURES</u>	38

Table of Contents**PART I - FINANCIAL INFORMATION****Item 1. Consolidated Financial Statements****ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(Amounts in thousands)

	April 3, 2010 (Unaudited)	December 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 35,988	\$ 38,943
Restricted cash	1,598	1,725
Investments and marketable securities	136,565	114,064
Accounts receivable, net	145,642	150,992
Inventories, net	81,565	79,926
Deferred income taxes	10,561	10,792
Income taxes receivable		4,724
Prepaid expenses and other current assets	14,288	9,771
Total current assets	426,207	410,937
Property and equipment at cost, net of accumulated depreciation and amortization	77,951	77,589
Long-term deferred income taxes	32,643	35,842
Goodwill	152,288	153,225
Other intangibles, net	53,486	55,982
Long-term investments and marketable securities	79,947	91,989
Other assets	4,435	4,915
Total assets	\$ 826,957	\$ 830,479
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 26,870	\$ 28,137
Accrued liabilities	43,322	52,591
Deferred revenue	22,553	24,082
Income taxes payable	423	
Total current liabilities	93,168	104,810
Deferred rent	3,702	4,108
Other long-term liabilities	9,168	9,432
Total liabilities	106,038	118,350
Stockholders' equity:		
Preferred Stock		
Class A Common Stock	722	722
Additional paid-in capital	136,143	136,104

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Treasury stock	(401,123)	(385,831)
Retained earnings	993,928	969,195
Accumulated other comprehensive loss	(8,751)	(8,061)
Total stockholders' equity	720,919	712,129
Total liabilities and stockholders' equity	\$ 826,957	\$ 830,479

See accompanying notes to consolidated financial statements.

Table of Contents**ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF EARNINGS**

(Amounts in thousands, except per share data)

(Unaudited)

	Three Months Ended	
	April 3, 2010	April 4, 2009
Net sales		
Net sales of tangible products	\$ 202,084	\$ 166,684
Revenue from services and software	24,347	25,925
Total net sales	226,431	192,609
Cost of sales		
Cost of sales of tangible products	108,540	95,859
Cost of services and software	10,556	10,941
Total cost of sales	119,096	106,800
Gross profit	107,335	85,809
Operating expenses:		
Selling and marketing	27,500	23,199
Research and development	23,072	22,149
General and administrative	20,869	21,357
Amortization of intangible assets	2,358	2,634
Exit, restructuring and integration costs	1,816	2,296
Total operating expenses	75,615	71,635
Operating income	31,720	14,174
Other income (expense):		
Investment income	842	1,178
Foreign exchange gain (loss)	199	(1,284)
Other, net	(349)	(317)
Total other income (expense)	692	(423)
Income before income taxes	32,412	13,751
Income taxes	7,679	4,399
Net income	\$ 24,733	\$ 9,352
Basic earnings per share	\$ 0.43	\$ 0.16

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Diluted earnings per share	\$ 0.42	\$ 0.16
Basic weighted average shares outstanding	58,016	60,266
Diluted weighted average and equivalent shares outstanding	58,265	60,332
See accompanying notes to consolidated financial statements.		

Table of Contents**ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Amounts in thousands)

(Unaudited)

	Three Months Ended April 3, 2010	April 4, 2009
Cash flows from operating activities:		
Net income	\$ 24,733	\$ 9,352
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	7,814	7,953
Equity-based compensation	2,231	3,167
Excess tax benefit from equity-based compensation	(3)	
Gain on sale of assets	(82)	
Deferred income taxes	3,535	3,263
Changes in assets and liabilities:		
Accounts receivable, net	3,990	13,018
Inventories, net	(1,780)	(1,400)
Other assets	224	(244)
Accounts payable	870	(6,539)
Accrued liabilities	(9,118)	(23,946)
Deferred revenue	(1,618)	2,544
Income taxes	4,295	(8,055)
Other operating activities	(4,917)	(327)
Net cash provided by (used in) operating activities	30,174	(1,214)
Cash flows from investing activities:		
Purchases of property and equipment	(5,818)	(6,802)
Acquisition of intangible assets	(425)	
Purchases of investments and marketable securities	(89,586)	(57,473)
Maturities of investments and marketable securities	61,144	72,401
Sales of investments and marketable securities	17,736	22,583
Net cash provided by (used in) investing activities	(16,524)	30,284
Cash flows from financing activities:		
Purchase of treasury stock	(20,823)	(28,593)
Proceeds from exercise of stock options and stock purchase plan purchases	4,191	1,168
Excess tax benefit from equity-based compensation	3	
Net cash used in financing activities	(16,629)	(27,425)
Effect of exchange rate changes on cash	24	(213)
Net increase (decrease) in cash and cash equivalents	(2,955)	1,432
Cash and cash equivalents at beginning of period	38,943	33,267

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Cash and cash equivalents at end of period	\$ 35,988	\$ 34,699
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Supplemental disclosures of cash flow information:

Income taxes (refunded) paid	(454)	\$ 8,302
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See accompanying notes to consolidated financial statements.

Table of Contents

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1 Basis of Presentation

Management prepared these unaudited interim consolidated financial statements for Zebra Technologies Corporation and subsidiaries (Zebra) according to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Accordingly, they do not include all of the information and footnotes required by United States generally accepted accounting principles (GAAP) for complete financial statements. Therefore, these consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in Zebra s Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

The consolidated balance sheet as of December 31, 2009 in this Form 10-Q is taken from the audited consolidated balance sheet in our Form 10-K. These interim financial statements include all adjustments (of a normal, recurring nature) necessary to present fairly Zebra s consolidated financial position as of April 3, 2010, the consolidated results of operations for the three months ended April 3, 2010 and April 4, 2009, and cash flows for the three months ended April 3, 2010 and April 4, 2009. These results, however, are not necessarily indicative of results for the full year.

Reclassifications. Certain amounts in the prior years financial statements have been reclassified to conform to the current year s presentation. For the three months ended April 4, 2009, general and administrative expenses of \$523,000 were reclassified to selling and marketing expenses, also, general and administrative expenses of \$345,000 were reclassified to research and development expenses. These reclassifications were made to better reflect costs as they relate to their functional areas. Prior period amounts will differ in these categories from amounts previously reported.

Note 2 Fair Value Measurements

Financial assets and liabilities are to be measured using inputs from three levels of the fair value hierarchy. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Zebra uses a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty credit risk in the assessment of fair value.

Included in our investment portfolio are four auction rate security instruments. These instruments are classified as available-for-sale securities and are reflected at fair value. Due to events in credit markets, however, the auction events for the instruments held by Zebra as of April 3, 2010, are failed. Therefore, the fair values of these securities are estimated utilizing broker quotations, discounted cash flow analysis or other types of valuation adjustment methodologies at April 3, 2010. These analyses consider, among other items, the collateral underlying the security instruments, the creditworthiness of the counterparty, the timing of expected future cash flows, estimates of the next time the security is expected to have a successful auction, and Zebra s intent and ability to hold such securities until credit markets improve. These securities were also compared, when possible, to other securities with similar characteristics.

Of the four auction rate security instruments, Zebra deemed one item to be other than temporarily impaired and recorded the market value decline in 2008. The decline in the market value of the other securities is considered temporary and has been recorded in accumulated other comprehensive income (loss) on Zebra s balance sheet. Since Zebra has the intent and ability to hold these securities until they are sold at auction, redeemed at carrying value or reach maturity, we have classified them as long-term investments on the balance sheet.

Table of Contents

Financial assets and liabilities carried at fair value as of April 3, 2010, are classified below (in thousands):

	Level 1	Level 2	Level 3	Total
Assets:				
U.S. government and agency securities	\$ 24,695	\$	\$	\$ 24,695
Obligations of government-sponsored enterprises (1)	14,392			14,392
State and municipal bonds	154,515		4,133	158,648
Corporate securities	15,827		2,914	18,741
Other investments	36			36
Investments subtotal	209,465		7,047	216,512
Forward contracts (2)	3,896			3,896
Money market investments related to the deferred compensation plan	2,955			2,955
Total assets at fair value	\$ 216,316	\$	\$ 7,047	\$ 223,363
Liabilities:				
Liabilities related to the deferred compensation plan	\$ 2,968	\$	\$	\$ 2,968
Total liabilities at fair value	\$ 2,968	\$	\$	\$ 2,968

Financial assets and liabilities carried at fair value as of December 31, 2009, are classified below (in thousands):

	Level 1	Level 2	Level 3	Total
Assets:				
U.S. government and agency securities	\$ 12,811	\$	\$	\$ 12,811
Obligations of government-sponsored enterprises (1)	10,666			10,666
State and municipal bonds	161,839		4,133	165,972
Corporate securities	13,654		2,914	16,568
Other investments	36			36
Investments subtotal	199,006		7,047	206,053
Forward contracts (2)	851			851
Money market investments related to the deferred compensation plan	3,155			3,155
Total assets at fair value	\$ 203,012	\$	\$ 7,047	\$ 210,059
Liabilities:				
Liabilities related to the deferred compensation plan	\$ 3,155	\$	\$	\$ 3,155
Total liabilities at fair value	\$ 3,155	\$	\$	\$ 3,155

- (1) Includes investments in notes issued by the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association and the Federal Home Loan Bank.
- (2) The fair value of forward contracts are calculated as follows:

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- a. Fair value of forward collar contract associated with forecasted sales hedges are calculated using the midpoint of ask and bid rates for similar contracts.
- b. Fair value of regular forward contracts associated with forecasted sales hedges are calculated using the period-end exchange rate adjusted for the discount rate (3 month LIBOR rate).
- c. Fair value of balance sheet hedges are calculated at the period end exchange rate adjusted for current forward points unless the hedge has been traded but not settled at period end. If this is the case, the fair value is calculated at the rate at which the hedge is being settled.

Table of Contents

The following table presents Zebra's activity for assets measured at fair value on a recurring basis using significant unobservable inputs, Level 3, for the three month periods (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Balance at beginning of the year	\$ 7,047	\$ 7,047
Transfers to Level 3		
Total losses (realized or unrealized):		
Included in earnings		
Included in other comprehensive income (loss)		
Purchases and settlements (net)		
Balance at end of period	\$ 7,047	\$ 7,047
Total gains and (losses) for the period included in earnings attributable to the change in unrealized losses relating to assets still held at end of period	\$	\$

The following is a summary of short-term and long-term investments at April 3, 2010 and December 31, 2009 (in thousands):

	As of April 3, 2010			Estimated Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
U.S. government and agency securities	\$ 24,809	\$ 53	\$ (167)	\$ 24,695
Obligations of government-sponsored enterprises	14,310	94	(12)	14,392
State and municipal bonds	158,358	852	(562)	158,648
Corporate securities	18,944	211	(414)	18,741
Other investments	36			36
Total investments	\$ 216,457	\$ 1,210	\$ (1,155)	\$ 216,512

	As of December 31, 2009			Estimated Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
U.S. government and agency securities	\$ 12,931	\$ 45	\$ (165)	\$ 12,811
Obligations of government-sponsored enterprises	10,589	82	(5)	10,666
State and municipal bonds	165,366	1,177	(571)	165,972
Corporate securities	16,680	306	(418)	16,568
Other investments	36			36
Total investments	\$ 205,602	\$ 1,610	\$ (1,159)	\$ 206,053

Table of Contents

The maturity dates of investments are as follows (in thousands):

	As of April 3, 2010	
	Amortized Cost	Estimated Fair Value
Less than 1 year	136,800	136,565
1 to 5 years	71,723	72,473
6 to 10 years	1,657	1,699
Thereafter	6,277	5,775
Total	\$ 216,457	\$ 216,512

The carrying value for Zebra's financial instruments classified as current assets (other than short-term investments) and current liabilities approximate fair value due to short maturities.

Note 3 Investments and Marketable Securities

We classify our investments in marketable debt securities as available-for-sale. As of April 3, 2010, all of our investments in marketable debt securities with maturities greater than one year are classified as long-term investments on the balance sheet due to our ability and intent to hold them until maturity.

Changes in the market value of available-for-sale securities are reflected in the accumulated other comprehensive income caption of stockholders' equity in the balance sheet, until we dispose of the securities. Once these securities are disposed of, either by sale or maturity, the accumulated changes in market value are transferred to investment income. On the cash flow statements, changes in the balances of *available-for-sale* securities are shown as purchases, sales and maturities of investments and marketable securities under investing activities.

Changes in market value of *trading* securities would be recorded in investment income as they occur, and the related cash flow statement would include changes in the balances of trading securities as operating cash flows.

Change in unrealized gains and losses on available-for-sale securities are included in these financial statements as follows (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Changes in unrealized gains and (losses) on available for-sale securities, net of tax, recorded in accumulated other comprehensive income	\$ (247)	\$ 587

Note 4 Inventories

The components of inventories are as follows (in thousands):

	As of	
	April 3, 2010	December 31, 2009
Raw material	\$ 28,492	\$ 27,953
Work in process	270	162
Deferred costs of long-term contracts	1,148	1,937
Finished goods	61,141	58,928
Total inventories, gross	91,051	88,980

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Inventory reserves	(9,486)	(9,054)
Total inventories, net	\$ 81,565	\$ 79,926

Table of Contents**Note 5 Goodwill and Other Intangible Asset Data**

Intangible asset data are as follows (in thousands):

	April 3, 2010		December 31, 2009	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets				
Current technology	\$ 31,898	\$ (17,965)	\$ 32,038	\$ (17,071)
Patent and patent rights	13,663	(7,356)	13,663	(6,774)
Customer relationships	44,712	(11,466)	44,822	(10,696)
Total	\$ 90,273	\$ (36,787)	\$ 90,523	\$ (34,541)

Aggregate amortization expense

For the year ended December 31, 2009 \$ 10,466

For the three months ended April 3, 2010 \$ 2,358

	As of April 3, 2010
Estimated amortization expense	
For the year ended December 31, 2010	\$ 9,255
For the year ended December 31, 2011	8,842
For the year ended December 31, 2012	8,187
For the year ended December 31, 2013	6,838
For the year ended December 31, 2014	3,858
Thereafter	18,864
Total	\$ 55,844

Unamortized intangible assets	April 3, 2010	December 31, 2009
Goodwill at gross cost	\$ 265,799	\$ 265,799
Impairment charges	(112,184)	(112,184)
Foreign exchange impact	(1,327)	(390)
Goodwill	\$ 152,288	\$ 153,225

Certain of our intangible assets including goodwill are denominated in foreign currency and, as such, include the effects of foreign currency translation.

We test goodwill for impairment on an annual basis or more frequently if we believe indicators of impairment exist. Factors considered that may trigger an impairment review consist of:

Significant underperformance relative to historical or projected future operating results,

Significant changes in the manner of use of the acquired assets or the strategy for the overall business,

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Significant negative industry or economic trends,

Significant decline in Zebra's stock price for a sustained period, and

Significant decline in market capitalization relative to net book value.

If we believe that one or more of the above indicators of impairment have occurred, we perform an impairment test. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. We generally determine the fair value of our reporting units using three valuation methods: Income Approach, Discounted Cash Flow Analysis, Market Approach, Guideline Public Company Method and Market Approach, Comparative Transactions Method. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill.

Table of Contents

During the fourth quarter of 2008, we determined that certain impairment indicators existed related to identified intangible assets and conducted an additional impairment test of intangibles. Due to the deterioration of the economy and a significant reduction in the price of our stock, we determined that our goodwill and other intangible assets were impaired which resulted in impairment charges.

We performed our annual impairment test in June 2009 and determined that our goodwill was not impaired as of the end of May 2009.

Note 6 Costs Associated with Exit or Disposal Activities

In 2008, we announced plans to establish regional distribution and configuration centers, consolidate our supplier base, and transfer final assembly of thermal printers to Jabil Circuit, Inc., a global third-party electronics manufacturer. These actions are intended to optimize our global printer product supply chain by improving responsiveness to customer needs and increasing Zebra's flexibility to meet emerging business opportunities. As a result, substantially all printer manufacturing in our Vernon Hills, Illinois, and Camarillo, California, facilities has been transferred to Jabil's facility in Guangzhou, China.

As of April 3, 2010, we have incurred and expect to incur the following exit costs (in thousands):

Type of Cost	Cost incurred through December 31, 2009	Costs incurred for the three months ended April 3, 2010	Total costs incurred as of April 3, 2010	Additional costs expected to be incurred	Total costs expected to be incurred
Severance, stay bonuses, and other employee-related expenses	\$ 7,633	\$ 430	\$ 8,063	\$ 207	\$ 8,270
Professional services	5,915	35	5,950	249	6,199
Relocation and transition costs	8,802	1,306	10,108	362	10,470
Other exit costs	30	45	75	45	120
Total	\$ 22,380	\$ 1,816	\$ 24,196	\$ 863	\$ 25,059

Included in the above costs incurred for the three month period ended April 3, 2010 is \$55,000 related to our Zebra Enterprise Solutions (ZES) segment. These costs are broken down as \$10,000 for severance (severance, stay bonuses and other employee-related expenses), and \$45,000 for other. The remainder relate to Zebra's Specialty Printing Group (SPG) segment.

For the three-month period ended April 4, 2009, we incurred exit, restructuring and integration costs of \$474,000 for severance (severance, stay bonuses and other employee-related expenses), \$91,000 for professional services, \$1,323,000 for relocation and transition costs, which totaled \$1,888,000. Also included in the line item exit, restructuring and integration costs for 2009 are expenses related to an integration project to combine our acquisitions of WhereNet Corp., proveo AG, Navis Holdings, LLC, and Multispectral Solutions, Inc., to form our ZES segment. Expenses related to integrating ZES totaled \$0 for the three month period ended April 3, 2010 and \$408,000 for the three month period ended April 4, 2009.

Liabilities and expenses related to exit activities were as follows (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Balance at beginning of period	\$ 3,038	\$ 6,378
Charged to earnings	1,816	1,888
Cash paid	(2,322)	(4,125)
 Balance at the end of period	 \$ 2,532	 \$ 4,141

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Liabilities related to exit activities are included in the accrued liabilities line item on the balance sheet. All current exit costs are included in operating expenses under the line item exit, restructuring and integration costs.

Table of Contents**Note 7 Derivative Instruments**

In the normal course of business, portions of our operations are subject to fluctuations in currency values. We manage these risks using derivative financial instruments. We conduct business on a multinational basis in a wide variety of foreign currencies. Our exposure to market risk for changes in foreign currency exchange rates arises from international financing activities between subsidiaries, foreign currency denominated monetary assets and liabilities and transactions arising from international trade. Our objective is to preserve the economic value of non-functional currency denominated cash flows. We attempt to hedge transaction exposures with natural offsets to the fullest extent possible and, once these opportunities have been exhausted, through foreign exchange forward and option contracts with third parties.

Credit and market risk

Financial instruments, including derivatives, expose us to counterparty credit risk for nonperformance and to market risk related to interest and currency exchange rates. We manage our exposure to counterparty credit risk through specific minimum credit standards, diversification of counterparties, and procedures to monitor concentrations of credit risk. Our counterparties in derivative transactions are commercial banks with significant experience using derivative instruments. We monitor the impact of market risk on the fair value and cash flows of our derivative and other financial instruments considering reasonably possible changes in interest rates and currency exchange rates and restrict the use of derivative financial instruments to hedging activities.

We continually monitor the creditworthiness of our customers to which we grant credit terms in the normal course of business. The terms and conditions of our credit sales are designed to mitigate or eliminate concentrations of credit risk with any single customer. Our sales are not materially dependent on a single customer or a small group of customers.

Fair Value of Derivative Instruments

Zebra has determined that derivative instruments for hedges that have settled are considered Level 1 in the fair value hierarchy, and hedges that have not settled are considered Level 2 in the fair value hierarchy. Derivative instruments are used to manage risk and are not used for trading or other speculative purposes, nor do we use leveraged derivative financial instruments. Our foreign currency exchange contracts are valued using broker quotations or market transactions, in either the listed or over-the-counter markets.

Hedging of Net Assets

We use forward contracts and options to manage exposure related to our pound and euro-denominated net assets. Forward contracts typically mature within three months after execution of the contracts. We record gains and losses on these contracts and options in income each quarter along with the transaction gains and losses related to our net asset positions, which would ordinarily offset each other. Summary financial information related to these activities included in our consolidated statement of earnings as other income (expense) is as follows (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Change in gains (losses) from foreign exchange derivatives	\$ 3,913	\$ 3,252
Gain (loss) on net foreign currency assets	(3,714)	(4,536)
Foreign exchange gain (loss)	\$ 199	\$ (1,284)

	April 3, 2010	As of December 31, 2009
Notional balance of outstanding contracts:		
Pound/US dollar	£ 7,605	£ 7,500
Euro/US dollar	36,404	37,000
Net fair value of outstanding contracts	\$ 37	\$ (6)

	April 3, 2010	As of December 31, 2009
Net unrealized gains (losses) deferred in other comprehensive income:		
Gross	\$	\$ 31
Income tax benefit		12
Net	\$	\$ 19

We can manage the exchange rate risk of anticipated euro-denominated sales using purchased options, forward contracts, participating forwards and option collars. We designate these contracts as cash flow hedges which mature within twelve months after the execution of the contracts. Gains and losses on these contracts are deferred in other comprehensive income until the contracts are settled and the hedged sales are realized, the deferred gains or losses will then be reported as an increase or decrease to sales. We did not have any outstanding contracts or option collars as of April 3, 2010 and December 31, 2009. Summary financial information related to the cash flow hedges of future revenues follows (in thousands, except percentages):

	April 3, 2010	As of December 31, 2009
Notional balance of outstanding contracts versus the dollar		
Hedge effectiveness		
	Three Months Ended April 3, 2010	April 4, 2009
Net gains and (losses) included in revenue	\$	\$ 1,370

We record our forward contracts at fair value on our consolidated balance sheet as either long-term other assets or long-term other liabilities depending upon the fair value calculation as detailed in Note 2 of Zebra's financial statements. The amounts recorded as of April 3, 2010, on our consolidated balance sheet are as follows (in thousands):

	April 3, 2010	As of December 31, 2009
Assets:		
Other assets	\$ 3,896	\$ 851
Total	\$ 3,896	\$ 851
Liabilities:		
Other long-term liabilities	\$	\$
Total	\$	\$

Table of Contents

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In general, Zebra provides warranty coverage of one year on SPG printers against defects in material and workmanship. SPG printheads are warranted for nine months and batteries are warranted for twelve months. Warranty coverage for most ZES hardware products is similar, with coverage periods ranging from 90 days to one year depending on the nature of the product. Battery based products, such as location tags, are covered by a 30 day warranty. For ZES software products, the warranty period is generally 90 days and provides coverage against defects in material and workmanship as well as performance materially in compliance with the accompanying documentation. A provision for warranty expense is recorded at the time of shipment and adjusted quarterly based on historical warranty experience.

Table of Contents

The following table is a summary of Zebra's accrued warranty obligation (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Balance at the beginning of the year	\$ 3,813	\$ 2,814
Warranty expense	694	958
Warranty payments	(1,346)	(1,031)
Balance at the end of the period	\$ 3,161	\$ 2,741

In the European Union, we have an obligation to recycle printers. We reserve for this obligation based on the number of new printers sold after August 13, 2005, and printers sold prior to that date that are returned to us upon our sale of a new printer to a customer. The following is a summary of Zebra's accrued recycling obligation (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Balance at the beginning of the year	\$ 1,001	\$ 1,207
Recycling expense		14
Recycling payments		
Other adjustments	(3)	(9)
Balance at the end of the period	\$ 998	\$ 1,212

Note 9 Contingencies

We are subject to a variety of investigations, claims, suits and other legal proceedings that arise from time to time in the ordinary course of business, including but not limited to, intellectual property, employment, tort and breach of contract matters. We currently believe that the outcomes of such proceedings, individually and in the aggregate, will not have a material adverse impact on our business, cash flows, financial position, or results of operations. Any legal proceedings are subject to inherent uncertainties, and management's view of these matters and their potential effects may change in the future.

Note 10 Changes to Benefit Programs

Zebra has a Retirement Savings and Investment Plan (401(k) Plan), which is intended to qualify under Section 401(k) of the Internal Revenue Code. During the first quarter of 2009, Zebra announced changes to its 401(k) Plan, profit sharing plan and stock purchase plan. Qualified employees may participate in Zebra's 401(k) Plan by contributing up to 15% of their gross earnings to the plan subject to certain Internal Revenue Service restrictions. Effective March 1, 2009, Zebra reduced the company match to each participant's contribution from 6% of gross eligible earnings at the rate of 50%, to 3% of gross eligible earnings at the rate of 50%. Effective January 1, 2010, Zebra increased the company match to each participant's contribution to a total of 4%. Zebra will match 100% of the first 2% of gross eligible earnings, and also match the next 4% of gross eligible earnings at the rate of 50%. Zebra may contribute additional amounts to its 401(k) Plan at the discretion of the Board of Directors, subject to certain legal limits.

Zebra also has a discretionary profit-sharing plan for qualified employees, to which it contributes a percentage of eligible payroll each year. Zebra announced that it will suspend any contributions to the profit sharing plan for the 2009 plan year and plan years going forward. Participants are not permitted to make contributions under the discretionary profit-sharing plan.

Table of Contents**Note 11 Stockholders Equity**

Share count and par value data related to stockholders equity are as follows:

	April 3, 2010	December 31, 2009
Preferred Stock		
Par value per share	\$ 0.01	\$ 0.01
Shares authorized	10,000,000	10,000,000
Shares outstanding		
Common Stock Class A		
Par value per share	\$ 0.01	\$ 0.01
Shares authorized	150,000,000	150,000,000
Shares issued	72,151,857	72,151,857
Shares outstanding	57,724,510	58,318,983
Treasury stock		
Shares held	14,427,347	13,832,874

During the three-month period ended April 3, 2010, Zebra purchased 750,000 shares of common stock for \$20,823,000 under board authorized share repurchase plans compared to the three-month period ended April 4, 2009, in which Zebra purchased 1,652,772 shares of common stock for \$28,593,000.

Zebra issued 166,528 treasury shares of common stock upon exercise of stock options and purchases under the stock purchase plan during the first three months of 2010. Zebra also issued from treasury shares 3,995 shares of common stock under restricted stock awards during the first three months of 2010. During the first three months of 2009, Zebra issued 88,372 treasury shares of common stock upon the exercise of stock options and purchases under the stock purchase plan and issued 106,370 shares of common stock from treasury shares under restricted stock awards.

Note 12 Earnings Per Share

Earnings per share were computed as follows (in thousands, except per share amounts):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Basic earnings per share:		
Net income	\$ 24,733	\$ 9,352
Weighted average common shares outstanding	58,016	60,266
Per share amount	\$ 0.43	\$ 0.16
Diluted earnings per share:		
Net income	\$ 24,733	\$ 9,352
Weighted average common shares outstanding	58,016	60,266
Add: Effect of dilutive securities	249	66
Diluted weighted average and equivalent shares outstanding	58,265	60,332
Per share amount	\$ 0.42	\$ 0.16

Potentially dilutive securities that were excluded from the earnings per share calculation consist of options with an exercise price greater than the market closing price of the Class A common stock as of April 3, 2010. These options were as follows:

	Three Months Ended	
	April 3, 2010	April 4, 2009
Potentially dilutive shares	1,924,000	2,875,000
Note 13 Equity-Based Compensation		

Zebra has an equity-based compensation plan and a stock purchase plan available for future grants. Zebra recognizes compensation costs using the straight-line method over the vesting period of 1 month to 5 years.

Table of Contents

The compensation expense and the related tax benefit for equity-based payments were included in the Consolidated Statement of Earnings as follows (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Cost of sales	\$ 249	\$ 281
Selling and marketing	311	417
Research and development	357	551
General and administrative	1,314	1,918
Total compensation	\$ 2,231	\$ 3,167
Income tax benefit	\$ 770	\$ 1,093

Cash flows resulting from the tax benefits from tax deductions in excess of the compensation cost recognized (excess tax benefits) are classified as financing cash flows in the statement of cash flows. The tax benefits classified as financing cash flows for the three months ended April 3, 2010 was \$3,000 and for the three months ended April 4, 2009, was less than \$1,000.

The fair value of equity-based compensation is estimated on the date of grant using a binomial model. Volatility is based on an average of the implied volatility in the open market and the annualized volatility of Zebra stock prices over our entire stock history. Stock option grants in the table below include both stock options, all of which were non-qualified, and stock appreciation rights (SAR) that will be settled in Zebra stock. The following table shows the weighted-average assumptions used for grants of stock options and SARs as well as the fair value of the grants based on those assumptions:

	Three Months Ended	
	April 3, 2010	April 4, 2009
Expected dividend yield	0%	0%
Forfeiture rate	9.92%	8.99%
Volatility	43.08%	37.79%
Risk free interest rate	2.23%	3.17%
Range of interest rates	0.15% - 3.29%	0.81% - 3.87%
Expected weighted-average life	5.23 years	5.09 years
Fair value of options and SARs granted	\$ 145,000	\$ 186,000
Weighted-average grant date fair value of options and SARs granted	\$ 11.85	\$ 7.62

Stock option and SAR activity was as follows:

	Three Months Ended April 3, 2010	
Options and SARs	Shares	Weighted-Average Exercise Price
Outstanding at beginning of year	3,451,945	\$ 32.81
Granted	12,277	29.34
Exercised	(139,148)	25.60
Forfeited	(48,022)	30.50
Expired	(36,017)	37.73
Outstanding at end of period	3,241,035	\$ 33.04
Exercisable at end of period	1,830,013	\$ 36.46

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Intrinsic value of exercised options and SARs

\$ 495,000

For the three months ended April 3, 2010, equity granted above includes SARs with respect to 12,277 shares of Zebra common stock. The terms of the SARs are established under the 2006 Zebra Technologies Corporation Incentive Compensation Plan (the 2006 Plan) and the applicable SAR agreement. Once vested, a SAR entitles the holder to receive a payment equal to the difference between the per-share base price of the SAR and the fair market value of a share of Zebra stock on the date the SAR is exercised, multiplied by the number of SAR s exercised. Exercised SARs are settled in whole shares of Zebra stock, and any fraction of a share is settled in cash. The SARs granted during the first three months of 2010 vest annually in four equal amounts on each of the first four anniversaries of the grant date and expire 10 years after the grant date.

Table of Contents

The following table summarizes information about stock options and SARs outstanding at April 3, 2010:

Range of Exercise Prices	Outstanding			Exercisable	
	Number of Shares	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price
\$ 1.29-\$19.56	760,872	8.05 years	\$ 18.59	126,686	\$ 13.98
\$ 19.57-\$34.59	679,630	4.45 years	25.13	509,460	24.53
\$ 34.60-\$39.27	616,348	7.15 years	36.51	255,080	36.48
\$ 39.28-\$43.35	552,566	6.70 years	42.07	319,168	42.24
\$ 43.36-\$53.92	631,619	4.74 years	47.66	619,619	47.69
	3,241,035			1,830,013	

	Outstanding	Exercisable
Aggregate intrinsic value	\$ 11,941,000	\$ 4,830,000
Weighted-average remaining contractual term	6.3 years	4.7 years

Restricted stock award activity, granted under the 2006 Plan, for the period ended April 3, 2010, was as follows:

Restricted Stock Awards	Three Months Ended April 3, 2010	
	Shares	Weighted-Average Grant Date Fair Value
Outstanding at beginning of year	507,984	\$ 23.90
Granted	3,995	29.38
Released	(11,441)	33.31
Forfeited	(11,045)	25.93
Outstanding at end of period	489,493	\$ 23.68

As of April 3, 2010, there was \$16,089,000 of unearned compensation cost related to awards granted under Zebra's equity-based compensation plans, which is expected to be recognized over a weighted-average period of 2.3 years.

The fair value of the purchase rights of all Zebra employees issued under the stock purchase plan is estimated using the following weighted-average assumptions for purchase rights granted. Expected lives of three months to one year have been used along with these assumptions.

	Three Months Ended	
	April 3, 2010	April 4, 2009
Fair market value	\$ 28.35	\$ 19.02
Option price	\$ 26.93	\$ 16.17
Expected dividend yield	0%	0%
Expected volatility	21%	45%
Risk free interest rate	0.06%	0.11%

Note 14 Income Taxes

Zebra has identified, evaluated, and measured the amount of income tax benefits to be recognized for all of our income tax positions. Included in deferred tax assets are amounts related to federal and state net operating losses that resulted from our acquisition of WhereNet Corp. Zebra's intention is to utilize these net operating loss carryforwards to offset future income tax expense.

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Zebra has concluded all U.S. federal income tax audits for years through 2006. The tax years 2005 through 2009 remain open to examination by multiple state taxing jurisdictions. Tax authorities in the United Kingdom have completed income tax audits for tax years through 2006.

Zebra's continuing practice is to recognize interest and/or penalties related to income tax matters as part of income tax expense. For the three month periods ended April 3, 2010 and April 4, 2009, we did not accrue any interest or penalties into income tax expense.

The effective income tax rate for the first quarter of 2010 was 23.7% compared with an income tax rate of 32.0% for the first quarter of 2009. Zebra's effective tax rate for the quarter ended April 3, 2010 included a \$2,764,000 reduction of federal taxes related to prior years' adjustments for intercompany profit in ending inventory which reduced our effective rate by 8.5%.

Table of Contents**Note 15 Other Comprehensive Income**

Stockholders' equity includes certain items classified as accumulated other comprehensive income, including:

Foreign currency translation adjustment relates to our non-U.S. subsidiary companies that have designated a functional currency other than the U.S. dollar. We are required to translate the subsidiary functional currency financial statements to dollars using a combination of historical, period-end, and average foreign exchange rates. This combination of rates creates the foreign currency translation adjustment component of other comprehensive income.

Unrealized gains (losses) on foreign currency hedging activities relate to derivative instruments used to hedge the currency exchange rates for forecasted euro sales. These hedges are designated as cash flow hedges, and we have deferred income statement recognition of gains and losses until the hedged transaction occurs. See Note 7 for more details.

Unrealized gains (losses) on investments classified as available-for-sale are deferred from income statement recognition until the gains or losses are realized. See Note 3 for more details.

The Consolidated Statements of Comprehensive Income are as follows (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Net income	\$ 24,733	\$ 9,352
Other comprehensive income (loss):		
Foreign currency translation adjustment	(444)	(1,581)
Changes in unrealized gains (losses) on hedging transactions, net of tax	1	8
Changes in unrealized gains (losses) on investments, net of tax	(247)	587
Comprehensive income	\$ 24,043	\$ 8,366

The components of other comprehensive income gross and net of income tax are as follows (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Changes in unrealized gains and losses on foreign currency hedging activities:		
Gross	\$ 1	\$ 13
Income tax (benefit)		5
Net	\$ 1	\$ 8
Changes in unrealized gains and losses on investments classified as available-for-sale:		
Gross	\$ (396)	\$ 941
Income tax (benefit)	(149)	354
Net	\$ (247)	\$ 587

The components of accumulated other comprehensive income (loss) included in the Consolidated Balance Sheets are as follows (in thousands):

	April 3, 2010	As of December 31, 2009
Foreign currency translation adjustments	\$ (8,786)	\$ (8,342)
Unrealized gains and (losses) on hedging transactions:		
Gross	\$	\$ (1)
Income tax (benefit)		
Net	\$	\$ (1)
Unrealized gains and (losses) on investments classified as available-for-sale:		
Gross	\$ 56	\$ 452
Income tax (benefit)	21	170
Net	\$ 35	\$ 282

Table of Contents**Note 16 Segment Information**

Zebra has two reportable segments: Specialty Printing Group (SPG) and Zebra Enterprise Solutions (ZES).

SPG includes direct thermal and thermal transfer label and receipt printers, passive radio frequency identification (RFID) printer/encoders, dye sublimation card printers and digital photo printers. Also included in this group is a comprehensive range of specialty supplies consisting of self-adhesive labels, thermal transfer ribbons, thermal printheads, batteries and other accessories, including software for label design and printer network management.

ZES has evolved since the beginning of 2007 with the acquisitions of WhereNet Corp., proveo AG, Navis Holdings, LLC and Multispectral Solutions, Inc. The solutions that these companies provide are generally sold on a contract basis and are typically installed over several quarters. These contracts cover a range of services, including design, installation and ongoing maintenance services.

Segment information is as follows (in thousands):

	Three Months Ended	
	April 3, 2010	April 4, 2009
Net sales:		
SPG Tangible products	\$ 199,200	\$ 162,498
SPG Service & software	8,728	8,270
SPG Net Sales	207,928	170,768
ZES Tangible products	2,884	4,186
ZES Service & software	15,619	17,655
ZES Net Sales	18,503	21,841
Total	\$ 226,431	\$ 192,609
Operating profit (loss):		
SPG	\$ 54,443	\$ 33,999
ZES	(5,411)	(3,359)
Corporate and other	(17,312)	(16,466)
Total	\$ 31,720	\$ 14,174

	As of	
	April 3, 2010	December 31, 2009
Identifiable assets:		
SPG	\$ 335,215	\$ 336,428
ZES	181,189	185,495
Corporate and other	310,553	308,556
Total	\$ 826,957	\$ 830,479

Zebra records its federal and state deferred tax assets and liabilities in corporate and other as reflected above. Intersegment sales are not significant. Corporate and other includes corporate administration costs or assets that support both reporting segments.

Note 17 New Accounting Pronouncements

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In October 2009, the FASB issued update 2009-13, ASC 605, Revenue Recognition: Multiple Deliverable Revenue Arrangements-a consensus of the FASB Emerging Issues Task Force. The revised guidance provides for two significant changes to existing multiple element arrangement guidance. The first relates to the determination of when the individual deliverables included in a multiple-

Table of Contents

element arrangement may be treated as separate units of accounting. This change is significant as it may result in the requirement to separate more deliverables within an arrangement, ultimately leading to less revenue deferral. The second change modifies the manner in which the transaction consideration is allocated across the separately identifiable deliverables. These changes may result in earlier recognition of revenue for multiple-element arrangements than under previous guidance. This standard is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. We have not yet determined the effect of this standard upon our consolidated financial statements.

In October 2009, the FASB issued update 2009-14, ASC 985, Software: Certain Revenue Arrangements That Include Software Elements a consensus of the FASB Emerging Issues Task Force. This updated guidance is expected to significantly affect how entities account for revenue arrangements that contain both hardware and software elements. This standard is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. We have not yet determined the effect of this standard upon our consolidated financial statements.

In January 2010, the FASB issued update 2010-06, ASC 820, Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements. This updated guidance requires new disclosures related to transfers in and out of Levels 1 and 2. The standard also provides guidance on the disclosures related to Level 3 activities. In addition, existing disclosures related to disaggregation levels and disclosures about inputs and valuation techniques are clarified. This standard is effective for interim and annual periods beginning after December 15, 2009. This standard did not have a material effect upon our consolidated financial statements.

Table of Contents**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**
Results of Operations: First Quarter of 2010 versus First Quarter of 2009*Consolidated Results of Operations*

(Amounts in thousands, except percentages):

	Three Months Ended				
	April 3, 2010	April 4, 2009	Percent Change	Percent of Net Sales - 2010	Percent of Net Sales - 2009
Net Sales					
Tangible products	\$ 202,084	\$ 166,684	21.2	89.2	86.5
Service & software	24,347	25,925	(6.1)	10.8	13.5
Total net sales	226,431	192,609	17.6	100.0	100.0
Cost of Sales					
Tangible products	108,540	95,859	13.2	49.9	49.7
Service & software	10,556	10,941	(3.5)	4.7	5.7
Total cost of sales	119,096	106,800	11.5	52.6	55.4
Gross profit	107,335	85,809	25.1	47.4	44.6
Operating expenses	75,615	71,635	5.6	33.4	37.2
Operating income	31,720	14,174	123.8	14.0	7.4
Other income (expense)	692	(423)	263.6	0.3	(0.3)
Income before income taxes	32,412	13,751	135.7	14.3	7.1
Income taxes	7,679	4,399	74.6	3.4	2.2
Net income	\$ 24,733	\$ 9,352	164.5	10.9	4.9
Diluted earnings per share	\$ 0.42	\$ 0.16			

*Consolidated Results of Operations First quarter**Sales*

Net sales for the first quarter of 2010 compared with the 2009 quarter increased 17.6% due to a broad-based increase in demand for Zebra products. The increase in sales was largely attributable to increased hardware sales with notable volume increases in high-performance tabletop, desktop, mobile printers and aftermarket parts. Supplies sales increased from greater shipments of labels and thermal ribbons. Printer unit volume increased 22.7% for the first quarter of 2010 compared to levels in 2009.

Sales by product category were as follows (amounts in thousands, except percentages):

	Three Months Ended				
Product Category	April 3, 2010	April 4, 2009	Percent Change	Percent of Net Sales - 2010	Percent of Net Sales - 2009
Hardware	\$ 160,030	\$ 127,235	25.8	70.7	66.1
Supplies	40,697	38,081	6.9	18.0	19.8
Service and software	24,347	25,925	(6.1)	10.8	13.5

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Shipping and handling	1,357	1,368	(0.8)	0.5	0.6
Total net sales	\$ 226,431	\$ 192,609	17.6	100.0	100.0

Sales increased in all geographic territories due primarily to the global economic recovery. The sales growth on a percentage basis was greatest in Latin America and Asia Pacific because of higher rates of economic growth in those regions. Movements in foreign exchange rates, principally a weaker euro against the dollar, increased sales in the Europe, Middle East and Africa region by \$4,294,000, net of hedges.

Table of Contents

Sales to customers by geographic region were as follows (in thousands, except percentages):

Geographic Region	Three Months Ended		Percent	Percent of	Percent of
	April 3, 2010	April 4, 2009	Change	Net Sales - 2010	Net Sales - 2009
Europe, Middle East and Africa	\$ 83,544	\$ 74,620	12.0	36.9	38.7
Latin America	20,990	13,071	60.6	9.3	6.8
Asia-Pacific	25,347	19,409	30.6	11.2	10.0
Total International	129,881	107,100	21.3	57.4	55.5
North America	96,550	85,509	12.9	42.6	44.5
Total net sales	\$ 226,431	\$ 192,609	17.6	100.0	100.0

Gross Profit

Gross profit increased due to higher volumes and an improved product mix, with increased sales in high-performance and mid-range table top printers, partially offset by \$5,915,000 in higher freight costs in 2010. The benefit of outsourcing printer production to a third party and continued cost control contributed to increase gross profit.

Operating Expenses

Operating expenses for the three-month period increased 5.6% due mainly to greater selling and marketing expenses from the higher level of business activity. Several categories accounted for the increase, including compensation costs, outside commissions, advertising and direct marketing, travel and entertainment and offsite meeting expenses. Amortization of intangibles decreased \$276,000 and exit, restructuring and integration costs decreased \$480,000 in the first quarter of 2010 as compared to 2009. Amortization decreases were due to an intangible asset being fully amortized at the end of 2009. Zebra's program for outsourcing its manufacturing operations is nearing completion and the related restructuring costs for this program are declining. In addition, integration costs associated with integrating the Zebra Enterprise Solutions (ZES) businesses were completed in 2009.

Operating expenses are summarized below (in thousands, except percentages):

Operating Expenses	Three Months Ended		Percent	Percent of	Percent of
	April 3, 2010	April 4, 2009	Change	Net Sales 2010	Net Sales 2009
Selling and marketing	\$ 27,500	\$ 23,199	18.5	12.1	12.0
Research and development	23,072	22,149	4.2	10.2	11.5
General and administrative	20,869				