

NETLOGIC MICROSYSTEMS INC  
Form PRER14A  
September 16, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary proxy statement

**Confidential, for use of the Commission only**

Definitive proxy statement

Definitive additional materials

Soliciting material pursuant to §240.14a-12

**NETLOGIC MICROSYSTEMS, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of filing fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

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(4) Date Filed:

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**Preliminary Copy**

**NETLOGIC MICROSYSTEMS, INC.**

1875 Charleston Road

Mountain View, CA 94043

[ ], 2009

Dear Stockholder:

On May 31, 2009, NetLogic Microsystems, Inc. and its wholly owned subsidiary Roadster Merger Corporation, or merger sub, entered into an agreement and plan of merger and reorganization to acquire RMI Corporation, a provider of high-performance and low-power multi-core, multi-threaded processors. The agreement provides for NetLogic to pay the RMI stockholders as acquisition consideration a combination of cash and shares of NetLogic common stock at closing and, subject to the attainment of revenue milestones for the acquired business, at the end of a twelve-month post-closing earn-out period. The nominal value of the consideration to be paid at closing as specified in the merger agreement is \$181.35 million plus \$2.0 million as an advance earn-out payment. The nominal value of the maximum remaining earn-out consideration as specified in the merger agreement is \$68.0 million. In addition, the agreement provides for NetLogic to issue common stock, restricted stock units and stock options as equity incentives (most of which are subject to vesting requirements based on continued employment) to employees of RMI. The actual value of the consideration to be paid at closing and as earn-out consideration may be more or less than the nominal values specified in the merger agreement, as explained in the accompanying proxy statement.

The actual number of shares and amount of cash payable by NetLogic as acquisition consideration will depend on several variables, including the applicable closing price for our common stock, as more fully explained in the accompanying proxy statement. The exact number of shares of common stock to be issued (and total amount of cash to be paid) at the closing date and the end of the earn-out measurement period is not presently known. The maximum number of shares of common stock that we would be required to issue as acquisition consideration (including the earn-out portion, assuming attainment of all objectives) is approximately 9,050,000 shares, although based on the recent prices for our common stock we expect the actual number of shares that will be issued to be between [ ] and [ ]. Similarly, although we expect the actual number of shares to be issued as incentive awards to be between [ ] and [ ], the maximum number of additional shares of common stock that we would be required to issue to continuing RMI employees as incentive awards is approximately 4,030,000 shares (assuming full vesting and exercise of all stock options and restricted stock units to be issued and an applicable closing price of \$26.97 per share). We currently have approximately 22,300,000 shares of common stock outstanding so the issuance of the maximum of 13,080,000 shares would represent a roughly 58.7% increase in the number of shares of NetLogic common stock outstanding prior to the merger. In all events, the total number of shares that we may be required to issue in connection with the merger will exceed 20% of the number of shares issued and outstanding prior to the merger, and therefore, under the Nasdaq Listing Rules we must obtain the approval of our stockholders for the shares that could be issued in the transaction. This is also a condition to the obligation of each party to consummate the merger.

**You are cordially invited to attend the special meeting of NetLogic stockholders to be held on [ ], 2009, [ ] a.m., Pacific time, at the offices of [ ]. At the Special Meeting, we will ask you to consider and vote on the proposal to approve the issuance of a maximum of 13,080,000 shares of NetLogic common stock in connection with the proposed acquisition of RMI.**

**Your vote is very important.** We cannot complete the merger and the other transactions contemplated by the merger agreement unless the proposed issuance of NetLogic common stock is approved by the affirmative vote of a majority of the shares of NetLogic common stock present in person and voting on the proposal or represented by proxy and voting on the proposal.

The accompanying proxy statement will provide you with information regarding the merger and other transactions contemplated by the merger agreement and information about RMI. **We urge all of our stockholders to read this proxy statement in its entirety, including the section entitled Risk Factors beginning on page 8.**

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On behalf of our board of directors, we thank you for your support and appreciate your consideration of this matter. We look forward to seeing you at the special meeting.

Sincerely,

Ronald S. Jankov

*President and Chief Executive Officer*

First mailed to stockholders on

or about [ ], 2009

**YOUR VOTE IS IMPORTANT.**

**PLEASE REMEMBER TO PROMPTLY RETURN YOUR PROXY.**

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**ADDITIONAL INFORMATION**

This proxy statement incorporates important business and financial information about NetLogic Microsystems, Inc. from other documents that are not included in this proxy statement. However, these documents have been furnished to you with this proxy statement. For a listing of the documents incorporated by reference into and accompanying this proxy statement, see **Where You Can Find More Information; Incorporation by Reference** beginning on page 96 of this proxy statement. Additional copies of these documents are available to you without charge upon your written or oral request. Please note that copies of the documents furnished with this proxy statement or requested by you will not include exhibits, unless the exhibits are specifically incorporated by reference into the documents or this proxy statement. You can obtain these documents through the Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov) or by requesting them in writing or by telephone at the address below:

By mail:                   NetLogic Microsystems, Inc.  
                              1875 Charleston Road  
                              Mountain View, California 94043  
                              Attention: Office of the Secretary

By telephone:           (650) 961-6676

You should rely only on the information contained in this proxy statement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should disregard anything included in an earlier document that is inconsistent with what is in, or incorporated by reference into, this proxy statement.

You should assume that the information in this proxy statement is accurate only as of the date indicated on the front cover of this proxy statement. The business, financial condition, results or operations and prospects described in this proxy statement may have changed since that date and may change again.

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**NETLOGIC MICROSYSTEMS, INC.**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To be held on [ ], 2009**

To the Stockholders of NetLogic Microsystems, Inc.:

The special meeting of stockholders of NetLogic Microsystems, Inc., or NetLogic, will be held on [ ], 2009, at [ ] a.m., Pacific time, at the offices of [ ]. The special meeting is being held for the following purposes:

1. To approve the issuance of a maximum of 13,080,000 shares of NetLogic common stock as merger consideration and to new employees in connection with the proposed acquisition by NetLogic of RMI Corporation, or RMI;
2. To vote upon a proposal to adjourn the special meeting of the NetLogic stockholders, including for the purpose of soliciting additional proxies, in the discretion of the proxies or either of them; and
3. To transact any and all other business that may properly come before the special meeting or any adjourned session of the special meeting.

Approval of the first proposal set forth above is required for consummation of the proposed acquisition of RMI and the other transactions contemplated by the Agreement and Plan of Merger Reorganization dated as of May 31, 2009 among NetLogic, RMI and Roadster Merger Corporation, a newly-formed, wholly-owned subsidiary of NetLogic. These matters are described more fully in the attached proxy statement, which includes, as Annex A, the complete text of the merger agreement, and we urge you to read the proxy statement carefully.

**The NetLogic board of directors has approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and recommends that NetLogic stockholders vote to approve the issuance of NetLogic common stock in connection with the merger.**

Only stockholders who owned shares of NetLogic common stock at the close of business on [ ], 2009, the record date for the special meeting, are entitled to notice of, and to vote at, the special meeting and any adjournment or postponement of it.

**Your vote is very important.** To ensure that you are represented at the special meeting, please register your vote as promptly as possible in accordance with the instructions set forth on the enclosed proxy card. A return addressed envelope is enclosed for your convenience. If you attend the special meeting, you may vote in person even though you have returned a proxy card previously. Your proxy is revocable in accordance with the procedures set forth in the proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS

Roland B. Cortes

Secretary

Mountain View, California

[ ], 2009

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\* \* \*

Documents Furnished With This Proxy Statement

Annual Report on Form 10-K, filed with the SEC on March 4, 2009

Quarterly Report on Form 10-Q, filed with the SEC on May 5, 2009

Quarterly Report on Form 10-Q, filed with the SEC on August 5, 2009

Current Report on Form 8-K, filed with the SEC on May 6, 2009

Current Report on Form 8-K, filed with the SEC on June 25, 2009

Current Report on Form 8-K, filed with the SEC on July 20, 2009

Description of NetLogic's Common Stock, contained in the Registration Statement on Form S-3 filed with the SEC on May 10, 2006

Description of NetLogic's Series A Junior Participating Preferred Stock Purchase Rights contained in NetLogic's Registration Statement on Form 8-A filed with the SEC on July 8, 2004

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**QUESTIONS AND ANSWERS ABOUT THE  
PROPOSED TRANSACTIONS AND THE SPECIAL MEETING**

*The following are some of the questions you may have as a NetLogic stockholder and answers to those questions. These questions and answers only highlight some of the information contained in this proxy statement. You should read carefully this entire document, including Annex A hereto, to fully understand the proposed transactions and the voting procedures for the special meeting of NetLogic stockholders.*

**Q: Why am I receiving this proxy statement?**

A: NetLogic Microsystems, Inc., or NetLogic, and our wholly owned subsidiary Roadster Merger Corporation, or merger sub, have entered into an Agreement and Plan of Merger and Reorganization, or merger agreement, with RMI Corporation, or RMI, pursuant to which we have agreed to acquire RMI and pay the RMI stockholders a combination of cash and shares of our common stock as consideration in exchange for their RMI stock. The merger agreement also requires us to make available for issuance to RMI employees additional shares of our common stock as retention, transition and future incentive awards. As a result of being listed for trading on the NASDAQ Global Select Market, issuances of our common stock are subject to the NASDAQ Listing Rules. Under Rule 5635(a), we must seek stockholder approval with respect to issuances of our common stock when the shares to be issued are being issued in connection with the acquisition of the stock of another company and are equal to 20% or more of our outstanding common stock before the issuance. NetLogic is holding a special meeting of its stockholders in order to obtain stockholder approval of the issuance of our common stock pursuant to the merger agreement.

**Q: What are the proposals on which I am being asked to vote?**

A: You are being asked to vote on a proposal to approve the issuance of up to a maximum of 9,050,000 shares of our common stock (equal to approximately 40.6% of our outstanding common stock prior to such issuance) as merger consideration and a maximum of 4,030,000 shares under certain circumstances as equity incentive awards to continuing RMI employees in connection with our proposed acquisition of RMI. You also are being asked to vote to adopt a proposal that would permit the proxies appointed by you, individually or together, to adjourn the special meeting of NetLogic stockholders, including for the purpose of soliciting additional proxies.

**Q: How does NetLogic propose to acquire RMI?**

A: Subject to our obtaining the requisite stockholder approval and the satisfaction of certain other closing conditions described in this proxy statement, we have agreed to acquire RMI through the merger of merger sub with and into RMI, following which RMI would be a wholly-owned subsidiary of NetLogic.

**Q: Who is RMI?**

A: RMI is a leading provider of high-performance and low-power multi-core, multi-threaded processors for networking, communications, data center, security, storage, industrial and connected media applications. RMI's headquarters are located in Cupertino, California with branch and subsidiary offices in Texas, India, Hong Kong, Korea, Japan, Taiwan, China, France and Cayman Islands. Formerly known as Raza Microelectronics, Inc., RMI was incorporated in Delaware in December 2001 and changed its name to RMI Corporation in December 2007.

**Q: What will NetLogic pay the RMI stockholders as merger consideration?**

- A: The merger agreement provides for NetLogic to pay cash to the holders of RMI common stock and to issue shares of our common stock to the holders of RMI preferred stock as merger consideration upon conversion of their RMI stock in the merger. A portion of the merger consideration is payable upon completion of the acquisition and another portion is payable, subject to the attainment of revenue milestones applicable to the acquired business, at the end of a twelve-month post-closing earn-out period. The formulas for determining the merger consideration payable to RMI stockholders under the merger agreement are complex. The

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merger agreement provides for the allocation of the calculated value of the merger consideration between the shares of the different classes and series of RMI capital stock. The allocation depends in part on whether the total value of the merger consideration exceeds the aggregate liquidation preference of all shares of RMI capital stock outstanding as of the closing date, determined in a manner consistent with the provisions of RMI's charter, and, in part, on the average closing price of a share of NetLogic common stock as determined under the merger agreement. In general, RMI common stockholders will receive cash in the amount of the calculated value of the merger consideration that is allocable to the RMI common stock, and the RMI preferred stockholders will receive shares of our common stock in the amount of the calculated value of the merger consideration that is allocable to the RMI preferred stock.

**Q: How is the amount of merger consideration to be determined?**

A: The nominal value of the merger consideration to be paid at the closing date as specified in the merger agreement is equal to \$181.35 million plus \$2.0 million as an advance earn-out payment. The total number of shares of our common stock to be issued to the holders of RMI preferred stock at the closing date will be equal to the amount of calculated value that is allocable to the shares of RMI preferred stock divided by the applicable closing price of our common stock. The applicable closing price will generally be the same as the average closing price of our common stock for the 20-trading day period ending on the third trading day prior to the closing date, but it cannot be more than \$34.90 or less than \$26.97, which price range we refer to as the collar. The total amount of cash to be paid to the holders of RMI common stock at the closing date will be equal to the amount of calculated value that is allocable to the shares of RMI common stock under the merger agreement, plus the \$2 million advance earn-out credit referenced above. In calculating the amount of cash payable to the holders of RMI common stock, the collar does not limit the amount of cash they are paid. The size of the cash payment may therefore be greater than or less than the portion of the nominal value allocable to the RMI common stock. The nominal value of the maximum remaining earn-out consideration as specified in the merger agreement is \$68.0 million, which will be allocated, determined and paid in the same manner and kind as the merger consideration payable at the closing date but will be reduced by the advance earn-out credit paid to the holders of RMI common stock at the closing date, and may be reduced further by up to \$1 million for a special bonus payment to the chief executive officer of RMI in the circumstances specified in the merger agreement.

**Q: How will changes in our stock price between now and the closing date affect the amount of cash we pay and the number of shares we issue as merger consideration?**

A: The average closing price of our common stock measured over the 20-trading day period ending August 26, 2009 (as if the closing had occurred on August 31, 2009) was \$40.26. If this had been the average closing price of our common stock for purposes of the merger agreement, the resulting calculated value of the merger consideration payable at closing would be approximately \$211.5 million, consisting of a cash payment of approximately \$9.2 million and the issuance of approximately 5,026,000 shares of our common stock. If our stock price increases prior to the closing so as to cause the average closing price to increase as well, the size of the cash payment will increase and the number of shares we issue will decrease. The size of the cash payment will continue to increase, theoretically without limit, as long as our stock price continues to rise. If our stock price decreases prior to the closing so as to cause the average closing price to decrease as well, the amount of cash and the total value of the merger consideration will decrease and the number of shares we issue will increase. More particularly, inside the collar (i.e., between \$26.97 and \$34.90), changes in the stock price will not alter the total value of the merger consideration or the size of the cash payment, although the number of shares we issue will increase as the stock price falls and decrease as the stock price rises. Outside the collar, the calculated value of the merger consideration will change in proportion to changes to the average closing price, although the amount of cash we pay and number of shares we issue generally will not change in proportion to changes to the average closing price. Moreover, the size of the cash payment will increase, theoretically without limit, as long as our stock price continues to rise. These same trends would apply to any earn-out consideration, except that once the stock price falls below \$22.81, there will no longer be a cash component to the earn-out consideration.

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**Q: What is an example of how much cash and how many shares of our common stock would be delivered to RMI stockholders as merger consideration?**

A: Solely by way of example, using an average closing price of \$32.72, the closing price of our common stock on May 29, 2009, which was the last trading day prior to signing the merger agreement:

the estimated amount of cash to be paid to the holders of RMI common stock on the closing date would be approximately \$8.0 million, and a total of approximately 5,360,000 shares of our common stock would be issued to the holders of RMI preferred stock (without offset for escrow amounts);

if the maximum earn-out was achieved, the additional amount of cash to be paid by us at full achievement of the earn-out would be approximately \$6.5 million, and a total of approximately 1,850,000 additional shares of our common stock would be issued to the holders of RMI preferred stock (calculated without offset for escrow amounts); and

the total merger consideration value would be approximately \$251.35 million.

**Q: What is the maximum number of shares that NetLogic will be required to issue to RMI preferred stockholders as merger consideration?**

A: Based on the formulas set forth in the merger agreement, the maximum aggregate number of shares of common stock that we would be required to issue to the holders of RMI preferred stock as merger consideration is approximately 9,050,000 shares, consisting of approximately 6,500,000 shares on the closing date and approximately 2,550,000 shares at the end of the twelve-month earn-out period. These numbers assume that the applicable closing price will be \$26.97 per share and that all of the earn-out objectives will be attained. However, based on the average closing price per share of our common stock for the 20-trading day period ending July 28, 2009 (as if the closing had occurred on July 31, 2009), the maximum number of shares of common stock to be issued as merger consideration, assuming payment of 100% of the earn-out consideration (and including the CEO special bonus payment), would be approximately 6,740,000.

**Q: How many additional shares of common stock will NetLogic be required to issue to RMI employees as equity incentive awards?**

A: We have agreed in the merger agreement:

to issue fully vested shares of our common stock with a total value of \$8.65 million to specified RMI employees on the closing date;

to grant within 60 days after the closing date restricted stock units, or RSUs, to acquire \$10 million of our common stock to specified employees of RMI who continue as RMI employees or become NetLogic employees, of which 50% will vest after six months and the remaining 50% will vest after 12 months for most employees; and

to grant within 60 days after the closing date RSUs and/or stock options for \$45 million of our common stock to specified employees of RMI who continue as RMI employees or become NetLogic employees, subject to vesting and other terms to be determined by us (with an RSU to acquire one share of our common stock to be equated with an option to purchase two shares).

The number of shares of our common stock to be provided as such retention, transition and future incentive awards will be determined by dividing the total amounts specified above by the applicable closing price of our common stock, as described above. Therefore, the minimum number of additional shares of common stock that we would be required to issue to continuing RMI employees as incentive awards (including

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shares issuable upon exercise of options) is approximately 1,824,000 shares and the maximum number is approximately 4,030,000 shares. These numbers use the range of applicable closing prices of \$26.97 to \$34.90 and assume that the \$45 million of long-term incentive awards will be in the form of options in the calculation of the maximum and RSUs in the calculation of the minimum. By comparison, using the closing

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price of a share of our common stock of \$32.72 on May 29, 2009 as the applicable closing price, and assuming that 50% of the long-term incentive awards are RSUs, we would issue approximately 2,064,000 shares to the RMI employees.

**Q: Will there be any restrictions on the merger consideration applicable after the merger?**

A: One hundred percent of the shares of our common stock issued to holders of RMI preferred stock at the closing date will be subject to a complete trading lock-up for six months following the closing date, and fifty percent of the shares will be subject to a complete trading lock-up for one year following the closing date. The merger agreement further provides that 10.2% of the total number of shares of our common stock to be issued at the closing date will be placed into escrow for a period of one year to provide a fund for indemnity against specified damages we might suffer. If total indemnity claims at the end of the one-year period exceed the value of the shares held in escrow, we will have the right to place up to 10% of the earn-out consideration otherwise issuable to the RMI stockholders into escrow, pending the resolution of all claims. In addition, 0.3% of the total number of shares of our common stock to be issued at the closing date will be placed into escrow as a source for reimbursement of the stockholder representative's expenses.

**Q: Why does NetLogic want to acquire RMI?**

A: We believe the combination with RMI presents valuable synergies in products, technologies, skill sets, operations, customer base and organizational cultures that can be leveraged to enable us to build an enterprise greater than the sum of its parts. RMI's industry-leading multi-core, multi-threaded processors will complement our existing portfolio of advanced knowledge-based processors, content processors, network search engines and 10 to 100 Gigabit Ethernet PHY products. This will allow us to provide a more comprehensive portfolio of differentiated solutions to enhance our customers' ability to support the complexity and speeds of next-generation converged IP networks. In addition, the combination of the two companies' R&D centers will bring together critical skill sets in high-speed circuit design, processor architectures, innovative low-power techniques in advanced manufacturing process nodes, as well as software expertise to continue to deliver best-in-class products and solutions, especially in the advanced 40 nanometer process technology in which both companies are currently designing next-generation products.

**Q: Are there risks associated with the acquisition of RMI?**

A: Yes. The material risks associated with the acquisition that are known to us are discussed in the section entitled "Risk Factors" beginning on page 8. Those risks include, among others, the possibility that we may not be successful in our expansion into the markets currently served by RMI, we may fail to realize the anticipated operational synergies and other expected benefits of the acquisition and we may not be successful in assimilating and retaining RMI's employees and otherwise integrating its business with our own.

**Q: What vote is required to approve the proposals?**

A: The proposal to approve the issuance of our common stock in connection with the acquisition of RMI must be approved by the affirmative vote of a majority of the shares of our common stock present in person and voting on the proposal or represented by proxy and voting on the proposal. The proposal to permit the proxies to adjourn the special meeting, including for the purpose of soliciting additional proxies, must be approved by the affirmative vote of the majority of shares of our common stock present in person or represented by proxy at the meeting and entitled to vote on the record date, regardless of whether a quorum is present.

**Q: What will happen if the proposed stock issuance is not approved by NetLogic's stockholders?**

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- A: If our stockholders fail to approve the issuance of shares of our common stock in connection with the merger upon a vote at our special meeting, each of RMI and NetLogic will have the right to terminate the merger agreement.



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**Q: Will there be any change to the board of directors or the executive officers of NetLogic after the merger?**

A: No. Our directors and executive officers immediately following the closing of the merger are expected to be same as our directors and executive officers immediately prior to the closing of the merger.

**Q What will happen to my common stock upon completion of the acquisition?**

A. Each share of our common stock will be unaffected by the acquisition and will remain outstanding. Holders of our common stock will continue to hold the shares that they currently hold. However, because we will be issuing shares of our common stock at closing to the holders of RMI preferred stock as part of the merger consideration (and additional shares of common stock as incentives to continuing RMI employees), and equity incentive awards upon the consummation of the acquisition each share of existing our common stock will represent a smaller ownership percentage of a larger company.

**Q: Will I have appraisal or dissenters rights with respect to the acquisition?**

A: NetLogic stockholders will not have appraisal or dissenters rights with respect to the acquisition of RMI.

**Q: When do you expect the acquisition to be completed?**

A: The merger agreement and the merger have been approved by the board of directors of each company. Holders of approximately 92.5% of the outstanding shares of RMI preferred stock and holders of approximately 53.5% of the outstanding shares of RMI common stock had signed written consents approving the merger agreement, the merger and certain related matters, which satisfies the condition for approval of the merger and merger agreement by the RMI stockholders. The closing of the transaction remains subject to closing conditions, including the approval by our stockholders of the issuance of the shares of common stock to be delivered by us in the transaction (which is the subject of this proxy statement), as well as required regulatory filings and reviews. The Hart-Scott-Rodino notification period for the merger expired without regulatory action on August 13, 2009. We expect the transaction to close in October 2009.

**Q: Does NetLogic's board of directors recommend voting in favor of the proposal?**

A: Yes. After careful consideration, our board of directors unanimously determined that the proposed issuance of common stock in the acquisition under the terms of the merger agreement is in the best interests of NetLogic and our stockholders. As a result, our board of directors unanimously recommends that you vote FOR the proposal.

**Q: Who is entitled to vote at the special meeting?**

A. Stockholders of record as of the close of business on [ ], 2009, the record date, are entitled to vote on each of the proposals at the special meeting. Each stockholder is entitled to one vote per each share of our common stock held by such stockholder on the record date with respect to each proposal.

**Q: How do I vote?**

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- A. You may sign and date each paper proxy card you receive and return it in the prepaid envelope. If you return your signed proxy but do not indicate your voting preferences, we will vote on your behalf **FOR** the proposals specified in this proxy statement. You may also follow the instructions on the proxy card to submit voting instructions for your shares by telephone or via the Internet. Please note that there are separate telephone and Internet voting arrangements depending upon whether shares are registered in your name or in the name of a bank or broker.

**Q: If my NetLogic shares are held in street name by my broker, will my broker vote my shares for me?**

- A: Your broker will vote your NetLogic shares with respect to the proposals set forth in the accompanying notice to stockholders only if you provide instructions on how to vote by completing and returning a proxy card or instruction form provided to you by your broker.

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**Q: How may I revoke or change my vote?**

A: You have the right to revoke your proxy any time before the meeting by notifying our corporate secretary of your revocation or returning a later-dated proxy. The last vote received chronologically will supersede any prior vote. You may also revoke your proxy by voting in person at the special meeting. Attendance at the meeting, without voting at the meeting, will not in and of itself serve as a revocation of your proxy.

**Q: What happens if I abstain from voting?**

A: If an executed proxy card is returned and the stockholder has explicitly abstained from voting on any proposal, the shares represented by the proxy will be considered present at the special meeting for the purpose of determining a quorum. In addition, while they will not count as votes cast in favor of the proposal, they will count as votes cast on the proposal to approve the stock issuance in connection with the acquisition of RMI. As a result, an abstention on the proposal will have the same effect as a vote AGAINST the proposal.

**Q: Where can I find additional information about the special meeting and the proposed acquisition of RMI?**

A: This proxy statement includes important information about the merger and the other transactions contemplated by the merger agreement and the special meeting of the stockholders of NetLogic. A copy of the merger agreement is attached as Annex A to this proxy statement. Our stockholders should read this information carefully and in its entirety.

**Q: What should I do now?**

A: After carefully reading and considering the information contained in this proxy statement, including the Annex A, please fill out and sign the proxy card, and then mail your completed and signed proxy card in the enclosed prepaid envelope as soon as possible so that your shares of our common stock may be voted at the special meeting. Alternatively, you may follow the instructions on the proxy card and submit instructions on voting your shares of our common stock by telephone or over the Internet. Your proxy card or your telephone or Internet directions will instruct the persons identified as your proxy to vote your shares at the NetLogic stockholders meeting as directed by you. If you hold your shares of our common stock through a broker or other nominee, you should follow the instructions provided by your broker or other nominee when instructing them on how to vote your shares of our common stock.

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**SUMMARY OF MATERIAL TERMS OF THE PROPOSED TRANSACTIONS**

*This summary highlights selected information contained in this proxy statement and may not contain all of the information that is important to you. You should read carefully this entire document, including Annex A, for a more complete understanding of the proposed transactions and voting procedures for the special meeting of the NetLogic stockholders.*

**The Companies**

*NetLogic Microsystems, Inc.*

NetLogic Microsystems, Inc.

1875 Charleston Road

Mountain View, California 94043

Telephone: (650) 961-6676

NetLogic Microsystems, Inc., or NetLogic, is a semiconductor company that designs, develops and sells proprietary high-performance processors and high-speed integrated circuits that are used by original equipment manufacturers in routers, switches, wireless infrastructure equipment, network security appliances, datacenter servers, network access equipment and network storage devices to accelerate the delivery of voice, video, data and multimedia content for advanced enterprise, datacenter, communications and mobile wireless networks. Our knowledge-based processors, physical layer products, and network search engine products are incorporated in systems used throughout multiple types of networks that comprise the global Internet infrastructure, including the enterprise, metro, access, edge and core networking markets, and are designed into systems offered by leading networking original equipment manufacturers, or OEMs, such as AlaxalA Networks Corporation, Alcatel-Lucent, ARRIS Group, Inc., Brocade Communication Systems, Inc., Cisco Systems, Inc., Huawei Technologies Co., Ltd., Juniper Networks, Inc., McAfee, Inc. and ZTE Corporation.

*Roadster Merger Corporation*

Roadster Merger Corporation

1875 Charleston Road

Mountain View, California 94043

Telephone: (650) 961-6676

Roadster Merger Corporation, or merger sub, is a Delaware corporation and wholly-owned subsidiary of NetLogic. Merger sub was formed for the sole purpose of effecting the proposed merger.

*RMI Corporation*

RMI Corporation

18920 Forge Drive

Cupertino, California 95014

Telephone: (408) 434-5700

RMI Corporation, or RMI, is a fabless semiconductor company that provides high performance multi-core, multi-threaded processor solutions for networking, communications, data center, security and storage applications, as well as ultra low-power processors for high-volume enterprise, industrial and connected media applications. RMI's proprietary architecture and innovative processor designs deliver high throughput,

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increased processing capacity and advanced functionality while minimizing power consumption. RMI s products are designed into high-performance 3G/4G mobile wireless infrastructure, security appliances, storage appliances,

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service gateways, switches and routers, enterprise networked devices and connected media devices by leading OEMs such as Aruba Networks, Inc., Cisco Systems, Inc., Dell, Digital Cube, H3C Technologies, Hewlett-Packard Company, Huawei Technologies Co., Ltd., Huawei-Symantec Technologies, Juniper Networks, Inc., McAfee, Inc., Samsung and Thinkware, Inc. RMI was incorporated in Delaware in December 2001.

### **The Merger**

#### *Merger Agreement (Page 34)*

On May 31, 2009, NetLogic and merger sub entered into an agreement and plan of merger reorganization with RMI. We have agreed, subject to the terms and conditions of the merger agreement, to acquire RMI and to pay the RMI stockholders a combination of cash and shares of our common stock as consideration.

#### *Structure of Acquisition (Page 34)*

We will acquire RMI through the merger of merger sub with and into RMI, with RMI surviving as our wholly-owned subsidiary.

#### *Merger Consideration (Page 34)*

The merger agreement provides for us to pay the RMI stockholders merger consideration consisting of the issuance of shares of our common stock to the holders of RMI preferred stock, the payment of cash to the holders of RMI common stock and the escrow of a portion of the shares of our common stock issued to the RMI preferred stockholders as a source of indemnity for future claims and a source of payment for the expenses of the RMI stockholders representative. A portion of the merger consideration is payable upon completion of the acquisition and another portion is payable, subject to the attainment of revenue milestones applicable to the acquired business, at the end of a twelve-month post-closing earn-out period. We are issuing shares of our common stock to the RMI preferred stockholders and cash to the RMI common stockholders as a result of the parties agreement to seek the written consent of certain RMI stockholders to the merger shortly after execution of the merger agreement. As a consequence of using a written consent in lieu of voting agreements, we would be unable to register our common shares to be issued in the merger under the federal securities laws. We will issue shares of our common stock to the RMI preferred stockholders pursuant to a private placement exemption from registration under the Securities Act of 1933, and will pay cash to the RMI common stockholders, for whom a private placement exemption would not be available, in an amount approximately equal to the value of the common shares they otherwise would have received in the merger.

#### *Consideration Payable At Closing (Page 35)*

The nominal value of the merger consideration specified by the merger agreement to be paid on the closing date is equal to \$181.35 million. The merger agreement specifies formulas for calculating the actual value of the merger consideration and determining the allocation of the calculated value of the merger consideration between the shares of the different series of RMI preferred stock and the shares of RMI common stock. The calculated value of the merger consideration will be equal to its nominal value if the average closing price of our common stock, measured over the 20-trading day period that ends on the third trading day prior to the closing date, is between \$26.97 and \$34.90. We refer to this range of prices as the collar. To the extent that the average closing price is greater than \$34.90 or less than \$26.97, the calculated value of the merger consideration will be greater than or less than the nominal value by the same proportion as the average closing price is greater than or less than the corresponding collar price. As a practical matter, the effect of the collar is to cap the maximum number and minimum number of shares we will be required to issue to the RMI preferred stockholders if the average closing price is below or above the range of the collar, subject to relatively small incremental changes outside the collar. Above the collar, for example, assuming average closing prices of \$40.00, \$45.00 and \$50.00, we would issue approximately

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6,662,000, 6,560,000 and 6,480,000 shares, respectively. Below the collar, assuming average closing prices of \$25.00, \$20.00 and \$15.00, we would issue approximately 2,390,000, 2,540,000 and 2,540,000 shares, respectively. The size of the cash payment we make to the RMI common stockholders will not be capped by the collar because the amount of cash we pay is equal to the calculated value of consideration allocated to the common stock.

i *Earn-out Consideration (Page 35)*

The maximum nominal value of the earn-out portion of the merger consideration is \$70 million, which will be allocated, determined and paid in the same manner and kind as the merger consideration payable at the closing date but the portion payable to the former holders of RMI common stock will be reduced by the \$2 million advance earn-out credit paid to them on the closing date, and the total earn-out payment may be reduced further by up to \$1 million for a special bonus payment to the chief executive officer of RMI if the acquired RMI business achieves post-closing revenue targets. Mr. Abdi will only receive this special incentive consideration if the amount of revenue recognized by RMI during the 12-month earn-out measurement period is greater than 75% of the revenue target for the earn-out. Earn-out consideration, if any, will be paid within 90 days after the end of the 12-month earn-out measurement period.

*Escrow (Page 37)*

The merger agreement provides that 10.2% of the total number of shares of our common stock to be issued at the closing date will be placed into escrow for a period of one year to provide a fund for indemnity against specified damages to us, as described in the merger agreement. If total indemnity claims at the end of the one-year period exceed the value of the shares in held in escrow, we will have the right to place up to 10% of the total number of shares of our common stock otherwise issuable to the holders of RMI preferred stock as earn-out consideration into escrow, pending the resolution of all claims. In addition, 0.3% of the total number of shares of our common stock to be issued at the closing date will be placed into escrow as a source for reimbursement of the RMI stockholder representative's expenses.

*Resale Restrictions on NetLogic Common Stock (Page 33)*

One hundred percent of the shares of our common stock issued as merger consideration at the closing date will be subject to a complete trading lock-up for six months following the closing date, and 50% of the shares will be subject to a complete trading lock-up for one year following the closing date.

*Equity Incentive Awards to RMI Employees (Page 32)*

In addition to the payment of merger consideration to RMI stockholders, we have agreed in the merger agreement:

to issue fully vested shares of our common stock with a total value of \$8.65 million to specified RMI employees on the closing date;

to grant within 60 days after the closing date restricted stock units, or RSUs, to acquire \$10 million of our common stock to specified employees of RMI who continue as RMI employees or become NetLogic employees, of which 50% will vest after six months and the remaining 50% will vest after 12 months for most employees; and

to grant within 60 days after the closing date RSUs and/or stock options for \$45 million of our common stock to specified employees of RMI who continue as RMI employees or become NetLogic employees, subject to vesting and other terms to be determined by us (with an RSU to acquire one share of our common stock to be equated with an option to purchase two shares).





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To determine the number of shares to be issued in each of these three phases, the dollar amount specified is divided by the applicable closing price of our common stock. This share calculation is, therefore, subject to the effect of the price collar in a similar manner as the merger consideration.

### *No Assumption of RMI Options or Warrants (Page 38)*

We will not be assuming any outstanding stock options or warrants to purchase capital stock of RMI in the merger.

### *Stockholder Approval and Other Conditions to Closing (Page 43)*

The merger agreement and the merger have been approved by the board of directors of each company. Holders of approximately 92.5% of the outstanding shares of RMI preferred stock and holders of approximately 53.5% of the outstanding shares of RMI common stock had signed written consents approving the merger agreement, the merger and certain related matters, which satisfies the condition for approval of the merger and merger agreement by the RMI stockholders. The closing of the transaction remains subject to closing conditions, including the approval by our stockholders of the issuance of the shares of common stock to be issued by us in connection with the transaction (which is the subject of this proxy statement); the acceptance of offers of employment with NetLogic or the surviving corporation by a certain number of key employees identified by us and by 75% of all other employees; and the exercise of appraisal rights by holders of no more than 5% of RMI's preferred stock and holders of no more than 30% of RMI's common stock.

### *Indemnification (Page 45)*

The merger agreement provides for us and our related parties to have full recourse against the escrow funds for losses or damages arising out of inaccuracies in RMI's representations, RMI's breach of its pre-closing covenants and certain other matters, once the aggregate amount of damages exceeds a specified threshold amount. We also have a right, to the extent the aggregate amount of claims we make against the escrow consideration during the escrow period exceeds the total amount of available escrow funds, to withhold and place into escrow a portion of the earn-out consideration otherwise payable to the former RMI stockholders at the end of the 12-month earn-out period, up to a maximum of 10% of the earned amount, but only for damages relating to misrepresentations and breaches of covenants by RMI.

### *Termination (Page 44)*

The merger agreement may be terminated at any time prior to closing by either party through mutual consent, or, generally, if all remaining closing conditions have not been satisfied and the closing has not occurred by October 31, 2009. The merger agreement also may be terminated by either party in the event of certain material breaches or misrepresentations by the other party that are not timely cured, as long as the party desiring to terminate the agreement is not itself in breach or default under the merger agreement.

### *Dilution of Our Common Stock (Page 9)*

As of July 31, 2009, there were approximately 22,300,000 shares of our common stock issued and outstanding. Based on the formulas set forth in the merger agreement, the maximum number of shares of common stock that we would be required to issue as merger consideration (including the earn-out portion, assuming attainment of all objectives) is approximately 9,050,000 shares. The maximum number of additional shares of common stock that we would be required to issue to continuing RMI employees as incentive awards is approximately 4,030,000 shares. Under the terms of the merger agreement, the total number of shares that we might issue could range from approximately 7,650,000 (if the average closing price is \$34.90 per share, no earn-out consideration is paid and we grant continuing employees a mix of options and RSUs), to 13,080,000 shares (if the average closing price is \$26.97 or less per share and 100% of the earn-out consideration is paid). The issuance of these new shares would represent an increase in the number of shares of our common stock

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outstanding prior to the merger of approximately 34.3% at minimum and approximately 58.7% at maximum. The issuance by us of these shares would therefore result in substantial percentage dilution of the existing stockholders' ownership interests in NetLogic, and the tangible net book value per share of our common stock will be materially lower after the completion of the acquisition. As of June 30, 2009, our tangible net book value per share of common stock was approximately \$4.54. The number of shares of common stock we issue and amount of cash we pay as merger consideration depend, in part, on the average closing price of our common stock over a 20-trading day period leading up to the closing date, as described below under "The Merger Agreement - Merger Consideration." By way of illustration, using \$20.00, \$30.00 and \$40.00 as sample values for the average closing price of our common stock, the combined company's pro forma tangible net book value per share of common stock would be \$3.70, \$3.77 and \$3.98, respectively, as of June 30, 2009 based upon the pro forma effect of the acquisition of RMI as of such date for each such sample value. The issuance of these shares by us may also have an adverse impact on the combined company's net income per share in fiscal periods that include (or follow) the date of the acquisition, as we anticipate that the transaction will be dilutive on the basis of net earnings per common share for the foreseeable future following the acquisition.

### *Bridge Loan to RMI (Page 103)*

On June 1, 2009, pursuant to the merger agreement, we loaned \$15.0 million to RMI, which delivered to us a secured promissory note due November 30, 2010 and bearing interest at a 10% annual rate. The note is secured by substantially all of RMI's assets, but repayment of the note and our security interest have been subordinated to the loans and security interests of RMI's pre-existing institutional lenders. Based on information provided to us by RMI, the total principal amount of such senior loans at May 31, 2009 was approximately \$5.1 million. Repayment of the note will be accelerated upon an event of default, as that term is defined in the note, which includes a termination of the merger agreement by us as a result of certain breaches by RMI and a change of control of RMI. A change of control of RMI includes a sale of all or substantially all of RMI's assets and an acquisition of capital stock representing at least 50% of the voting power of RMI (other than in connection with our acquisition of RMI under the merger agreement). Upon such a change of control, RMI is obligated to pay us \$5.0 million from the proceeds of the change of control in addition to all unpaid principal and accrued interest then due under the note.

### *Interests of Certain Persons in the Merger (Page 30)*

Certain directors, executive officers and significant RMI stockholders may have interests in the consummation of the merger in addition to those of other RMI stockholders. In particular, the merger agreement provides for accelerated vesting of RMI options and restricted stock, including those held by officers, and several officers of RMI may be entitled to severance payments under certain conditions following consummation of the merger.

### *No Appraisal Rights (Page 33)*

No stockholder of NetLogic will be entitled to exercise appraisal rights or to demand payment for their shares in connection with the merger.

### *Recommendation of Our Board of Directors (Page 29)*

After careful consideration, our board of directors unanimously determined that the proposed issuance of common stock in the acquisition under the terms of the merger agreement is fair to, and in the best interests of, NetLogic and its stockholders. As a result, our board of directors unanimously recommends that you vote **FOR** the proposal.

**Table of Contents****SUMMARY UNAUDITED HISTORICAL AND PRO FORMA FINANCIAL DATA**

The following summary consolidated historical financial data of RMI and summary pro forma condensed combined financial data of NetLogic are being provided to help you in your analysis of the financial aspects of the merger. You should read this information in conjunction with the financial information included elsewhere and incorporated by reference in this proxy statement. See [Where You Can Find More Information; Incorporation by Reference, Selected Historical and Pro Forma Financial Data](#) and [RMI's Management's Discussion and Analysis of Financial Condition and Results of Operations](#).

**Summary Historical Consolidated Financial Information on RMI**

The following table sets forth certain of RMI's consolidated financial data as of December 31, 2008 and 2007, and for the years ended December 31, 2008, 2007 and 2006, which is derived from RMI's audited consolidated financial statements included elsewhere in this proxy statement. The consolidated financial information as of June 30, 2009 and for the six month periods ended June 30, 2009 and 2008 is derived from RMI's unaudited consolidated financial statements, which are included elsewhere in this proxy statement and which, in RMI's opinion, include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of RMI's financial position and results of operations for such period. Interim results for the six months ended June 30, 2009 are not necessarily indicative of results for the remainder of the fiscal year or for any future period.

The summary historical financial data below should be read in conjunction with the consolidated financial statements and related notes and [RMI Management's Discussion and Analysis of Financial Condition and Results of Operations](#) contained elsewhere herein.

	Year Ended December 31,			Six Months Ended	
	2008	2007	2006	2009	2008
	(in thousands)			June 30,	
<b>Consolidated Statements of Operations Data:</b>					
Revenue	\$ 78,946	\$ 64,345	\$ 30,053	\$ 35,314	\$ 41,217
Net loss before extraordinary item	(19,272)	(23,765)	(34,265)	(10,683)	(8,265)
Net loss	(19,272)	(20,580)	(34,265)	(10,683)	(8,265)

	December 31,	June 30,	
	2008	2007	2009
	(in thousands)		
<b>Consolidated Balance Sheet Data:</b>			
Cash and cash equivalents	\$ 14,188	\$ 14,785	\$ 20,159
Working capital	13,731	11,685	20,092
Total assets	46,469	42,817	52,938
Line of credit, notes payable and intellectual property license obligation	6,825	10,857	19,552
Shareholders' equity	27,592	19,097	19,079

**Table of Contents****Summary Unaudited Pro Forma Condensed Combined Financial Data of NetLogic**

The unaudited pro forma condensed combined statements of operations of NetLogic for the year ended December 31, 2008 and the six months ended June 30, 2009 give pro forma effect to the merger of NetLogic and RMI as if it had occurred on January 1, 2008. The pro forma statements of operations are based on the historical results of operations of NetLogic and RMI for the respective periods. The unaudited pro forma combined condensed balance sheet as of June 30, 2009 gives pro forma effect to the merger as if it had occurred on that date. The adjustments presented in the unaudited pro forma condensed combined financial information have been identified and presented in *Unaudited Pro Forma Condensed Combined Financial Statements* to provide relevant information necessary for an understanding of the combined company upon consummation of the merger.

We completed our acquisition of net assets associated with the network search engine business of Integrated Device Technology, Inc. on July 17, 2009. Our historical results prior to that date do not include the effects of this acquisition. The audited statement of net assets acquired and statement of revenues and expenses for the year ended March 29, 2009, and unaudited pro forma financial information related to the closing of this acquisition have been included in our Form 8-K filing on July 20, 2009, which is incorporated by reference into this proxy statement.

This summary of pro forma data is being provided for illustrative purposes only. NetLogic and RMI may have performed differently had the merger occurred prior to the period presented. In addition, since the unaudited pro-forma condensed combined financial statements have been prepared based on preliminary estimates of purchase consideration and fair values of assets acquired and liabilities assumed, the actual amounts recorded may differ materially from the information presented. You should not rely on the pro forma per share data presented as being indicative of the results that would have been achieved had NetLogic and RMI been combined during the period presented or of the future results of NetLogic following the merger.

	<b>Pro Forma Combined June 30, 2009 (in thousands)</b>
<b>Balance Sheet Data:</b>	
Cash and cash equivalents	\$ 93,889
Working capital	91,436
Total assets	482,188
Line of credit, notes payable, software licenses and other obligations	8,609
Stockholders' equity	408,039

	<b>Pro Forma Combined</b>	
	<b>Year Ended December 31, 2008</b>	<b>Six Months Ended June 30, 2009</b>
	<b>(in thousands, except per share data)</b>	
<b>Statements of Operations Data:</b>		
Revenue	\$ 218,873	\$ 98,165
Net loss	\$ (29,612)	\$ (23,208)
Net loss per share - basic and diluted	\$ (1.12)	\$ (0.86)
Shares used in calculation - basic and diluted	(26,498)	26,909

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**RISK FACTORS**

*You should carefully consider each of the following risks and all of the other information contained in this document, including Annex A hereto. Some of the risks described below relate principally to the business and the industry in which our business, including the acquired RMI business, will operate after the merger, while others relate principally to the merger and the proposed issuance of our common stock. We have also disclosed a number of material risks facing NetLogic under Item 1A of our annual report on Form 10-K for the year ended December 31, 2008, which we filed with the Securities and Exchange Commission on March 4, 2009, and in our subsequently filed quarterly reports on Form 10-Q, which are incorporated herein by reference.*

*The risks described below are not the only risks that we will face following the merger. Additional risks and uncertainties not currently known to us may also materially and adversely affect our business operations and financial condition or the price of our common stock following completion of the merger.*

**Risks Relating to the Merger**

***Cash expenditures and capital commitments associated with our proposed acquisition of RMI and other recent acquisitions may create significant liquidity and cash flow risks for us, and we may incur substantial debt in order to satisfy our obligations.***

Our principal sources of liquidity are our cash and cash equivalents and our credit facility of \$55 million with a group of banks executed in June 2009. As of June 30, 2009, our adjusted cash and cash equivalent balance totaled \$25.3 million, after accounting for the \$100 million purchase consideration paid on July 17, 2009 for assets related to the network search engine business of Integrated Device Technology, Inc. and the \$37 million borrowings under the credit facility to partially finance the acquisition. The cash expenditures required in connection with the RMI acquisition are substantial. The merger agreement requires us to pay cash to holders of RMI common stock as part of the merger consideration payable at closing and, if applicable, the earn-out portion of the merger consideration, which amounts will increase as the average closing price of our common stock increases and could be substantial under some circumstances. We have also loaned approximately \$15.0 million to RMI as a short-term bridge loan to allow RMI to meet its working capital needs and fund its operations in the ordinary course of business. In addition, we have also incurred and may continue to incur significant transaction expenses in connection with the IDT asset purchase, the RMI acquisition and other transactions.

Under the senior secured credit facility, we are required to satisfy certain financial ratio and other covenants such as:

a covenant requiring us to maintain the ratio of our total consolidated debt to our consolidated EBITDA within specified limits, specifically (for the four trailing quarters ended on the applicable date) 2.25:1 (through March 31, 2010), 2.00:1 (from June 30, 2010 through September 30, 2010) and 1.75:1 (thereafter);

a minimum fixed charge covenant requiring the ratio of our consolidated EBITDA less our capital expenditures to our consolidated interest expense and other fixed charges to be no less than 1.25:1 at quarter end;

a minimum consolidated quick ratio covenant requiring our consolidated cash and cash equivalents plus accounts receivable to our consolidated current liabilities to be no less than 1:1 at quarter end (beginning with the quarter ending December 31, 2009); and

a covenant requiring us and our subsidiaries to maintain at all times at least \$20 million of unencumbered cash and cash equivalents. Violation of those covenants would place us in default, so we must manage our financial condition carefully. Although in recent years we have generated sufficient net cash from our operations to meet our capital requirements, we will be substantially larger with greater operating cash needs as a result of the RMI acquisition. If actual results fail to meet our expectations regarding the revenues and expenses of these acquired businesses,

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our historical cash flows may not be sufficient to meet our capital requirements. If additional funding is required for operations, to cure loan defaults or for other purposes, we may attempt to seek funds from time to time through public or private equity or debt financing, although additional funds may not be available on terms acceptable to us or at all. We may also decide to raise additional capital at such times and upon such terms as management considers favorable and in our interests, and we have a \$150 million shelf registration statement which we could use for this purpose. Under the terms of the merger agreement, however, we have agreed to limit the total amount of capital raised through equity financings prior to the closing of the merger to \$50.0 million. Any such additional capital-raising transactions would be likely to further dilute the interests of our stockholders, as described below.

***We will issue a large number of shares of common stock in connection with the merger, which will result in substantial dilution to our existing stockholders.***

In connection with the acquisition of RMI, we have agreed to issue shares of our common stock as merger consideration to RMI stockholders and as incentive stock awards to RMI employees. We may issue up to 6,500,000 shares as merger consideration at closing and, if the maximum earn-out is achieved, up to 2,550,000 additional shares at the end of the twelve-month earn-out period, for a maximum of 9,050,000 shares, although we believe the actual number of shares that we issue will be lower than this. We may issue up to 690,000 shares of common stock in the form of restricted stock and restricted stock units to RMI employees at or shortly following the closing, and an additional 3,340,000 shares pursuant to employee stock options granted to RMI employees after the closing, for a maximum of 4,030,000 shares, although we believe the actual number of shares that we issue will be lower than this. The issuance of a total of 13,080,000 shares (as merger consideration and equity incentive awards) in connection with the merger would represent a roughly 58.7% increase in the number of shares of our common stock outstanding prior to the merger, which would be the maximum dilutive effect of the transactions. In all events, our issuance of shares of common stock in connection with the acquisition of RMI will result in substantial percentage dilution of our existing stockholders' ownership interests, and because a substantial portion of the purchase price will be classified as goodwill and other intangible assets, the tangible net book value per share of our common stock will be materially lower after the completion of the acquisition. For example, as of June 30, 2009, our tangible net book value per share of common stock was approximately \$4.54. Using \$20.00, \$30.00 and \$40.00 as sample values for the average closing price of our common stock under the merger agreement, the combined company's pro forma tangible net book value per share of common stock would be \$3.70, \$3.77 and \$3.98, respectively, as of June 30, 2009 based upon the pro forma effect of the acquisition of RMI as of June 30, 2009 for each such sample value. Thus, in each case, the result is a significant decline in our pro forma tangible net book value per share. Our issuance of these shares also may have an adverse impact on our net income per share in fiscal periods that include (or follow) the date of the acquisition, as we anticipate that the transaction will be dilutive on the basis of net earnings per common share for the foreseeable future following the acquisition.

***The actual value of the merger consideration we will pay to RMI stockholders may exceed the nominal value allocated to it by the formulas in the merger agreement.***

Under the merger agreement, the number of shares of common stock we will issue as merger consideration at closing is calculated based on a fixed nominal dollar amount of merger consideration and a variable price per share of our common stock, which we refer to as the applicable closing price. The applicable closing price is generally equal to the average of the closing prices of our common stock for each day during a 20-trading day period that ends on the third trading day prior to the closing date, but the applicable closing price cannot be less than \$26.97 or greater than \$34.90. Because the average closing price is calculated over a 20-trading day period, the market price of our stock at the end of that period could be significantly higher or lower than the average, particularly if the market price experiences a sharp decline or increase towards the end of the period. Moreover, in the event that the average closing price falls outside the collar, the market price of our common stock at closing may be significantly higher or lower than the applicable closing price, even if the market price of our stock at closing is roughly equal to the average closing price. The amount of cash to be paid is determined with reference to the calculated average closing price without regard to the price collar and therefore is not subject to these stipulated limitations on value. To the extent that the average closing price or (in the case of the stock

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portion of the consideration) the market price of our common stock on the closing date exceeds the applicable closing price, the market value of the stock portion and the total amount of the cash portion of the merger consideration paid at closing will exceed the nominal value allocated to each such portion by the formulas in the merger agreement, which may cause the total value of the merger consideration paid by us at closing to exceed the nominal value of \$181.35 million specified in the merger agreement.

Similarly, the number of shares that we will issue in the earn-out (to the extent the revenue milestones are achieved) is determined in reference to the applicable closing price. The market price of our common stock may have changed significantly over the 12- to 15-month period between the closing date and the date the earn-out is paid. If the market price of our common stock increases substantially during this period, the market value of the stock portion of the earn-out consideration may be significantly greater than the amount allocated to it by the formulas in the merger agreement. As a result, the total value of the earn-out consideration paid by us may exceed the nominal value of \$70.0 million specified in the merger agreement (including the \$2.0 million of advance earn-out credit paid to the holders of RMI common stock at closing).

***The calculation of the merger consideration will not be adjusted in the event the value of the business or assets of RMI declines before the merger is completed.***

The calculation of the number of shares of our common stock and the amount of cash we will pay as merger consideration will not be adjusted in the event that the value of RMI's business declines prior to the consummation of the acquisition. We will not be required to consummate the merger if RMI experiences a company material adverse effect (as this term is described below in *The Merger Agreement Conditions to Consummation of the Merger*). However, we will not be permitted to terminate the merger agreement because of any changes in the value of the RMI business that do not rise to the level of a company material adverse effect or otherwise cause RMI to fail to satisfy a condition to closing. In the event of such a company material adverse effect, however, we may be required under federal securities laws to amend the proxy statement to disclose additional material information and re-solicit the vote of our stockholders.

***If the conditions to the closing of the acquisition are not met, the acquisition will not occur, which could adversely impact the market price of our common stock as well as our business, financial condition and results of operations.***

Specified conditions must be satisfied or waived before the acquisition can be completed, including, without limitation, obtaining the requisite approval of our stockholders with respect to our proposed issuance of common stock in the acquisition. These conditions are summarized in the section in this proxy statement entitled *The Merger Agreement Conditions to the Consummation of the Merger* and are described in detail in the merger agreement attached to and included in this proxy statement as Annex A. We cannot assure you that each of the conditions will be satisfied.

If the conditions are not satisfied or waived in a timely manner and the acquisition is delayed, we may lose some or all of the intended or perceived benefits of the transaction which could cause our stock price to decline and harm our business. If the acquisition is not completed for any reason, our stock price may decline to the extent that the current market price reflects a market assumption that the acquisition will be completed.

In addition, we will be required to pay our costs related to the acquisition even if the acquisition is not completed, such as amounts payable to legal advisors and independent accountants, and such costs could be significant. All of these costs will be incurred whether or not the transaction is completed.

***As shares of our common stock issued in the acquisition become eligible for resale, the sale of those shares could adversely impact our stock price.***

All of the shares of our common stock issued as merger consideration on the closing date will be subject to a complete trading lock-up for six months following the closing date, and 50% of such shares will be subject to a complete trading lock-up for one year following the closing date. In addition, 50% of the restricted stock units that

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we will issue to certain RMI employees will vest six months following the closing date and the remaining 50% will vest one year following the closing date. These equity incentive shares will be registered and will therefore generally not be subject to resale restrictions under federal securities laws. Accordingly, a substantial number of shares of our common stock will become eligible for resale six and 12 months after the closing date. Our stock price may suffer a significant decline as a result of the sudden increase in the number of shares sold in the public market or market perception that the increased number of shares available for sale will exceed the demand for our common stock.

### ***The integration of NetLogic and RMI may not be completed successfully, cost-effectively or on a timely basis.***

After completing the acquisition of RMI, we will have significantly more assets and employees to manage than we did prior to the acquisition. The integration process will require us to significantly expand the scope of our operations and financial systems. Our management will be required to devote a significant amount of time and attention to the process of integrating the operations of NetLogic and RMI. There is a significant degree of difficulty and management involvement inherent in that process. These difficulties include, among others:

the diversion of management's attention from the day-to-day operations of the combined company;

the management of a significantly larger company than before completion of the acquisition;

the assimilation of RMI employees and the integration of two business cultures;

challenges in attracting and retaining key personnel;

the integration of information, accounting, finance, sales, billing, payroll and regulatory compliance systems;

challenges in keeping existing customers and obtaining new customers; and

challenges in combining product offerings and sales and marketing activities.

There is no assurance that we will successfully or cost-effectively integrate RMI's operations with our own. For example, the costs of achieving systems integration may substantially exceed our current estimates. As a non-public company, RMI has not had to comply with the requirements of the Sarbanes-Oxley Act of 2002 for internal control and other procedures. Bringing its systems into compliance with those requirements may cause us to incur substantial additional expense. In addition, the integration process may cause an interruption of, or loss of momentum in, the activities of our business after completion of the acquisition. If our management is not able to effectively manage the integration process, or if any significant business activities are interrupted as a result of the integration process, our business could suffer and its results of operations and financial condition may be harmed.

### **Other Risk Relating to NetLogic and the Combined Company**

#### ***Both companies have a history of net losses, and the combined company may not be profitable after the completion of the transaction.***

We reported net income of \$3.6 million, \$2.6 million and \$0.6 million during the years ended December 31, 2008, 2007 and 2006, and net losses in years prior to fiscal 2005. At December 31, 2008, we had an accumulated deficit of approximately \$76.0 million. RMI reported net losses of \$19.3 million, \$20.6 million and \$34.3 million during the years ended December 31, 2008, 2007 and 2006, and net losses in years prior to fiscal 2005. At December 31, 2008, RMI had an accumulated deficit of approximately \$178.0 million. To sustain profitability, we will have to continue to generate greater total revenue and control costs and expenses following the acquisition of RMI. We may not be able to generate greater total revenue, or limit our costs and expenses, sufficiently to sustain profitability on a quarterly or annual basis. There can be no assurances that we will continue to be profitable following the acquisition of RMI.





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***In order to be successful, we must retain and motivate key employees, which will be more difficult in light of uncertainty regarding the acquisition, and failure to do so could prevent us from realizing the expected benefits of the acquisition of RMI.***

In order to be successful, the combined company must retain and motivate executives and other key employees. The market for highly skilled employees is limited, and the loss of key employees could have a significant impact on our operations. Employee retention may be a particularly challenging issue in connection with the merger. Employees of NetLogic or RMI may experience uncertainty about their future role with the combined company until or after strategies with regard to the combined company are announced or executed. This circumstance may adversely affect our ability to attract and retain key management, marketing and technical personnel. We also must continue to motivate employees and keep them focused on the strategies and goals of the combined company, which may be particularly difficult due to the potential distractions of the merger, including morale challenges posed by workforce reductions. The loss of key personnel could lead to loss of customers and a decline in revenues and prevent us from realizing the expected benefits from the acquisition of RMI.

***We may not be able to realize the anticipated synergies and other benefits we expect to achieve from the acquisition of RMI within the timeframe that is currently expected, or at all.***

Strategic transactions like our proposed acquisition of RMI create numerous uncertainties and risks. As a result, the combined company may not be able to realize the expected revenue growth and other benefits and synergies that we seek to achieve from the proposed acquisition. We believe that the businesses conducted by us and RMI are complementary in a number of respects and that the combined company can take advantage of synergies, economies of scale and other benefits in the following areas, among others:

market expansion;

increased sales to existing customers;

product and technology synergies;

operational and manufacturing synergies;

research and development synergies;

expansion of intellectual property and patent portfolio;

geographic synergies; and

cultural synergies.

However, these anticipated benefits and synergies are based on projections and assumptions, not actual experience, and actual results may deviate from our expectations for a variety of reasons, including those discussed below in this section of the proxy statement.

***We may not be successful in our expansion into the markets currently served by RMI and in addressing the new opportunities we expect to arise out of the combination.***

RMI designs and develops high performance, power-optimized processor solutions for several target markets: infrastructure equipment, enterprise systems, security and storage appliances, data center systems and industrial and connected media devices. While we believe RMI's business is complementary to our own, its products serve different markets than ours do, and we do not have experience competing in these markets. The success of our expansion into these new markets will depend on a number of factors, including:

our ability to leverage each company's successes to provide synergistic solutions to key customers and applications;

our ability to assimilate and retain key RMI personnel who have expertise in conducting RMI's business;

our ability to preserve and grow RMI's existing customer, distributor and ecosystem partner relationships;

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our ability to design and develop innovative products and solutions in these new markets and to continue RMI's success in achieving design wins with key customers;

our ability to provide high quality customer services and support; and

our ability to compete effectively against a larger number and broader range of competitors resulting from our entry into new markets.

In addition to the markets currently served by RMI, we anticipate that the combined company will be poised to address new opportunities in areas such as high-performance switching and routing control plane processing and the high-volume, ultra low-power embedded processing market for enterprise, industrial and connected media applications. If we are unsuccessful in expanding into these new market opportunities, we may not achieve the sales and revenue growth we had expected from the acquisition.

***Uncertainties associated with the acquisition or the combined company may cause delays in customer orders or even loss of customers, which could offset any benefits we may realize from the diversification of our customer base.***

In response to the announcement of the proposed transaction, or due to the diversion of management's attention, current and potential customers of RMI and NetLogic may delay or defer decisions concerning their use of our products and services. In particular, prospective customers could be reluctant to purchase the combined company's products due to uncertainty about the direction of the combined company's product offerings and our willingness to support and service existing products. To the extent that the acquisition creates uncertainty among those persons and organizations contemplating purchases such that one large customer, or a significant group of smaller customers, delays, defers or changes purchases in connection with the planned merger, our results of operations would be adversely affected. Further, customer assurances may be made by us and RMI to address our respective customers' uncertainty about the direction of the combined company's product and related support offerings which may result in additional obligations of the combined company.

***Both NetLogic and RMI receive a substantial portion of their respective revenues from a limited number of customers, and we expect that the operating results of the combined company will continue to depend on these customers following the acquisition.***

Each of NetLogic and RMI receives a substantial portion of its revenues from a limited number of customers, and in the case of NetLogic, Cisco in particular. During the years ended December 31, 2008 and 2007, Cisco and its contract manufacturers accounted for 38% and 50% of our total revenue, respectively. During the years ended December 31, 2008 and 2007, the three largest end customers of RMI by revenue accounted for 33% and 38% of RMI's total revenue, respectively. In addition, because our respective market segments are complementary, we and RMI sell products and services to overlapping customer bases. The combination of our companies will not reduce our dependency on sales to the key customers that we share. We expect that our financial performance following the acquisition of RMI will continue to depend in large part upon our relationship with Cisco and several other key customers of NetLogic and RMI. We cannot assure you that existing or potential customers will not develop their own solutions, purchase competitive products or acquire companies that use alternative methods in their systems. The loss of a key customer, a reduction in sales to any key customer or the inability of the combined company to attract new customers could negatively impact our revenues and results of operations.

***Because NetLogic and RMI sell products on a purchase order basis and rely on estimated forecasts of customers' needs, our results of operations following the acquisition will depend in part on the accuracy of our forecasts and our ability to accommodate changes in customer orders.***

Historically, neither NetLogic nor RMI has obtained firm, long-term purchase commitments from its customers. Even after purchase orders are received, customers may cancel or reschedule these orders or request a decrease in production quantities. Any rescheduling, cancellation or decrease could subject us to a number of risks, most notably that projected sales will not materialize on schedule or at all, leading to unanticipated revenue

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shortfalls and excess or obsolete inventory which we may be unable to sell to other customers. RMI has in the past had customers dramatically increase their requested production quantities in excess of their previously stated forecasts and with little or no advance notice. If we do not timely fulfill RMI's customer demands in full, its customers may cancel their orders with us, and we may be subject to liquidated damages or customer claims for cost of replacement.

Like NetLogic, RMI places orders with the manufacturers of its products according to its estimates of customer demand. Because of the lead time associated with fabrication of RMI's semiconductors, forecasts of demand for its products must be made in advance of customer orders. This process will require us to make multiple demand forecast assumptions with respect to both the customers and the end-users of the equipment and devices into which RMI's processors are incorporated. The difficulty of accurately forecasting RMI's end-user demand is compounded by the fact that RMI's products are not sold directly to end users. Our demand forecast accuracy can be adversely affected by a number of factors outside of our control, including inaccurate forecasting and changes in orders placed by the customers of RMI's products, changes in market conditions, adverse changes in product order mix and customer demand for RMI products.

If we overestimate customer demand for RMI products, we may purchase products from manufacturers that we may not be able to sell and may over-budget company operations. Conversely, if we underestimate customer demand or if sufficient manufacturing capacity were unavailable, we would forego revenue opportunities and could lose market share in the markets served by RMI's products. In addition, our inability to meet customer requirements for RMI products could lead to delays in product shipments, force customers to identify alternative sources and otherwise adversely affect our ongoing relationships with customers of RMI products. If we are unable to adequately respond to changes made to purchase orders and production demands of customers of RMI products following the acquisition, existing RMI and NetLogic customer relationships may be adversely affected and we may not achieve the revenue growth that we expect to result from the acquisition.

***There is no assurance that we will be able to continue or expand upon RMI's past success with customer design wins following the acquisition.***

RMI has achieved strategic design wins at a wide range of leading customers such as Alcatel-Lucent, Aruba, CheckPoint, Cisco, Datang Mobile, Dell, Fujitsu, HP, Huawei, Huawei-Symantec, H3C, IBM, Juniper, LG, McAfee, Motorola, NEC, Samsung, Sun and ZTE, among others. There is no assurance that we will be able to replicate or improve upon RMI's success in obtaining design wins from these and other customers following the acquisition. This uncertainty is compounded by the fact that RMI does not have long-term commitments from any of its existing customers. These bid selection processes can be lengthy, as the customers of RMI products usually require a comprehensive technical evaluation of its products before they incorporate them into their designs. If a customer's system designer initially chooses a competitor's product, it becomes significantly more difficult to sell RMI's products for use in that system because changing suppliers can involve significant cost, time, effort and risk for RMI's customers. Our failure to win a competitive bid can result in foregoing revenues from a given customer's product line for the life of that product. In addition, design opportunities may be infrequent or may be delayed. We expect to invest significant time and resources and to incur significant expenses to design RMI products to ensure compliance with relevant specifications, but even with these efforts we may have limited success in securing customer design wins for a number of reasons, including our management's lack of experience with the markets served by RMI's products, our failure to retain key RMI personnel involved in the customer design process and our failure to establish employee incentives and otherwise operate the RMI business in a manner that continues to place high priority on customer design wins. Our ability to compete in the markets in which RMI currently competes will depend, in large part, on our ability to continue to design products to ensure compliance with RMI customers' and potential customers' specifications and to secure design wins.

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***Even if we are successful in achieving customer design wins for RMI products, we may not realize the revenue growth and other benefits we expect to achieve from the acquisition.***

The nature of the design process for RMI products requires that significant expenses be incurred prior to recognizing revenues associated with those expenses, which may harm our financial results. Even if a customer designs one of RMI's products into its product offering, we cannot be assured that its product will be commercially successful, that we will receive any revenues from that manufacturer or that a successor design will include an RMI product. As a result, we may be unable to accurately forecast the volume and timing of orders and revenues associated with any new product introductions, which could adversely affect our results of operations. If we are unable to realize the revenue growth we expect to achieve from customer design wins for RMI products, we may not achieve the operational results we anticipate following the acquisition and our business may be adversely impacted.

***We may experience difficulties in transitioning to smaller geometry process technologies or in achieving higher levels of design integration for RMI's semiconductor solutions, which may result in reduced manufacturing yields, delays in product deliveries, increased expenses and loss of design wins and sales.***

NetLogic has substantial experience in transitioning the manufacturing processes for its products to each new generation of smaller geometry process technologies and believes that it will be necessary to migrate RMI's products to such smaller geometries as well. Any transition would require us to redesign the applicable product and require us and our foundry partners to use new or modified manufacturing processes for the product. The smallest geometry process that RMI has used for any semiconductors to date is 80 nanometer, but we expect the next generation semiconductors to be based on a 40 nanometer process. Because of our lack of experience with RMI's products and technology, we may not be as successful in migrating RMI's products to smaller geometry process technologies as we have been with our own products. We will also depend on our relationships with foundry subcontractors to transition to smaller geometry processes successfully. If we experience difficulties in transitioning to smaller geometry process technologies or in achieving higher levels of design integration for RMI products, we may experience reduced manufacturing yields, delays in product deliveries, increased expenses and loss of design wins and sales, any of which could prevent us from realizing the anticipated benefits from the acquisition.

***We expect to rely on third-party technologies for the development of RMI's products, and our inability to use these technologies in the future could harm our ability to compete in RMI's markets.***

RMI relies on third parties for technologies that are integrated into its products, such as wafer fabrication and assembly and test technologies used by its contract manufacturers, as well as licensed MIPS architecture technologies. If we are unable to continue to use or license these technologies on reasonable terms, or if these technologies fail to operate properly following the acquisition, we may not be able to secure alternatives in a timely manner, and our ability to remain competitive in the markets served by RMI would be harmed. In addition, the MIPS license requires that certain improvements be made available to the community of all of MIPS' licensees, which could conceivably reduce the proprietary advantage that we will have with this architecture. If we are unable to license technology from third parties on commercially reasonable terms in order to continue to develop current products or to develop future products for the markets served by RMI, we may not be able to develop these products in a timely manner or at all.

***Like NetLogic, RMI has lengthy sales cycles, which creates a number of risks that might prevent us from achieving the revenue growth we expect from the acquisition.***

The time between which a design win is achieved for an RMI product and the time the product is shipped to the customer is lengthy. Design wins for RMI's advanced solutions can take from 18 to 36 months to ramp up to volume production and typically have a life cycle of five to seven years. In anticipation of product orders for RMI products, we may incur substantial costs before the sales cycle is complete and before we receive any customer payments. As a result, in the event that a sale is not completed or is cancelled or delayed, we may have incurred substantial expenses, making it more difficult for us to become profitable or otherwise negatively

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impacting our financial results. Furthermore, because of the lengthy sales cycle of RMI products, our receipt of revenue from our selling efforts may be substantially delayed, our ability to forecast our future revenue may be more limited and our revenue may fluctuate significantly from quarter to quarter.

The development schedule for RMI products is influenced by a number of factors, many of which will be beyond our control. If we are unable to execute upon the development plans for existing and future generations of RMI products, the shipment of RMI products could be delayed, we may miss a product life cycle for a customer of an RMI product and the opportunity for sales to that customer could be impacted for several years. Consequently, the RMI brand name may be impaired, our reputation may be damaged and customers of RMI products may be reluctant to buy RMI products from us, which could harm our ability to retain existing customers and attract new customers and prevent us from recognizing the anticipated revenue growth from the acquisition of RMI.

***The average selling prices of NetLogic's and RMI's products have declined in the past and may continue to decline following the acquisition, which could reduce the combined company's revenue and gross margin.***

The average selling prices of the respective products of NetLogic and RMI have generally declined over the course of their commercial lives, principally due to the supply of competing products, reduction in demand from customers, pressure from customers to reduce prices and product cycle changes. We expect these trends to continue in the combined company. Declining average selling prices on RMI products can adversely affect our future operating results and prevent us from realizing the expected growth from the acquisition. For the combined company to achieve the operating results we expect following the acquisition, we will need to develop and introduce new products and product enhancements for the RMI business on a timely basis, while controlling costs. If we are unable to offset any reductions in our average selling prices by increasing our sales volumes and achieving corresponding production cost reductions, or if we fail to develop and introduce new products and enhancements on a timely basis, our revenue and operating results will suffer.

***If we are unable to continue to develop or maintain RMI's existing relationships with its distributors and ecosystem partners, we may not achieve the growth of sales and revenues we anticipate from the acquisition and our operating results may suffer.***

A significant portion of sales of RMI products are made through third-party distribution agreements. Termination of a distributor relationship following our acquisition of RMI, either by us or by the distributor, could result in a temporary or permanent loss of revenues, until a replacement distributor can be established to service the affected end-user customers or territories. We may not be successful in finding suitable alternative distributors on satisfactory terms or at all and this could adversely affect our ability to sell in certain locations or to certain end-user customers. These arrangements with distributors typically include price protection provisions if list prices are reduced for RMI products. Additionally, if we terminate an existing arrangement with a distributor of RMI products, we may be obligated to repurchase unsold products.

RMI also has developed important relationships with third parties, which RMI refers to as ecosystem partners, that provide operating systems, tool support, reference designs and other services designed for specific uses with RMI's semiconductors. We believe that these relationships enhance the ability of purchasers of RMI products to introduce their products into market quickly. If we are unable to develop or maintain these relationships, our ability of the combined company to compete in the markets for RMI's products would be impaired.

***We will continue to face strong competition within the semiconductor industry following the acquisition of RMI, which could adversely affect our revenue growth and operating results.***

The semiconductor industry is extremely competitive. Although the acquisition of RMI may increase our customer base and resources, many of NetLogic's and RMI's current competitors will continue to have more diverse customer bases and greater financial and other resources than the combined company will have. Our competitors may be able to better anticipate customer and industry demands and to respond more quickly and efficiently to those demands, such as with product offerings, financial discounts or other incentives. We cannot assure you that the combined company will be able to compete effectively against these competitors.

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Our acquisition of RMI will expose us to a new field of competitors with which we may have limited familiarity. Because NetLogic and RMI provide semiconductor solutions for distinct, although complementary, market segments, the combined company will face significantly more competition than either company faced before the acquisition. Within our target markets, we currently compete primarily with Renesas Technology, Corp., LSI Corporation, Applied Micro Circuits Corporation, Broadcom Corporation, Marvell Technology Group Ltd., Cortina Systems, Inc. and Vitesse Semiconductor Corporation. Within its target markets, RMI currently faces competition from a number of established companies, including Broadcom Corporation, Cavium Networks, Inc., Freescale Semiconductor, Inc., Hifn, Inc., Intel Corporation, Marvell Technology Group Ltd., PMC-Sierra, Inc., Samsung Semiconductor and others. As we enter new markets and pursue additional applications for our products, we expect to face competition from an even larger number of competitors. If we cannot compete successfully, our business, operating results and financial condition could be significantly harmed.

***The cyclical nature of the semiconductor and communications industries could adversely affect the operating results and business of the combined company.***

Historically, there have been significant downturns in this industry segment, characterized by reduced demand for integrated circuits and accelerated erosion of average selling prices. At times, these downturns have lasted for prolonged periods of time. Furthermore, from time to time, the semiconductor industry also has experienced periods of increased demand and production constraints, in which event we may not be able to have our products produced in sufficient quantities, if at all, to satisfy our customers' needs. It is likely that the communications integrated circuit business will experience similar downturns in the future and that, during such times, our business could be affected adversely. It is also likely that the semiconductor industry will experience periods of strong demand. We may have difficulty in obtaining enough products to sell to our customers or may face substantial increases in the wafer prices charged by our foundries. RMI's business is also subject to the cyclical nature of the communications industry and we expect that this will continue in the combined company. The communications industry has, in the past, experienced pronounced downturns and is currently in the midst of a pronounced downturn, and these cycles may continue in the future. To respond to a downturn, many networking equipment providers may slow their research and development activities, cancel or delay new product development, reduce their inventories and take a cautious approach to acquiring RMI's products, which would have a significant negative impact on our business.

***Our operating results will depend in part on the growth of developing sectors of the connected media market served by RMI.***

RMI's business is highly dependent on developing sectors of the connected media market, including portable media players, personal navigation devices, automobile infotainment devices and home media players. The connected media market is highly competitive and is characterized by, among other things, frequent introductions of new products and short product life cycles. If the target markets for the RMI products within the consumer electronics market do not grow as rapidly or to the extent anticipated, the combined company's business could suffer. RMI currently derives a significant portion of its revenues from the sale of its semiconductor solutions for use in emerging connected media applications. Our ability to sustain and increase revenue is in large part dependent on the continued growth of these rapidly evolving market sectors, whose future is largely uncertain. Many factors could impede or interfere with the expansion of these connected media market sectors, including a slowdown in overall consumer spending, consumer demand in these sectors, general economic conditions, other competing consumer electronic products and insufficient interest in new technology innovations. Any of these dynamics in the consumer electronics market could harm future sales of the RMI products and prevent us from realizing the anticipated benefits of our acquisition of RMI.

***RMI's business is subject to seasonality, which may cause us to experience greater fluctuation of our revenues following the acquisition.***

RMI sells a significant number of its semiconductors into the connected media device market. RMI's customers who manufacture products for the consumer electronics market typically experience seasonality in the



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sales of their products, which in turn may affect the timing and volume of orders for RMI's semiconductors. RMI typically experiences slower rates of growth in sales during its first fiscal quarter ending March 31 and higher sales growth rates in RMI's other fiscal quarters as a result of the seasonality of demand associated with the connected media markets into which RMI sells its products. To the extent customers for the RMI products experience greater seasonality in the sales of their connected media products containing RMI's semiconductors, our operating results may vary significantly from quarter to quarter.

***Our gross margins may fluctuate in future periods, which could have a significant impact on the combined company's financial results.***

RMI's products are incorporated in equipment and devices that are sold to end users in each of the following market segments of the global connectivity network: infrastructure equipment, enterprise systems, security and storage appliances, data center systems and industrial and connected media devices. The gross margins that RMI has historically realized from these sales heavily depend on the proportion of its revenues that are attributable to each of these three segments. For example, manufacturers' gross margins for product sales to the connected media device segment are typically lower than the margins realized from sales to the infrastructure equipment and enterprise systems segments. As a result, the gross margins on RMI products may vary from quarter to quarter as a result of changes in the proportion of its sales to each of these three segments of the global connectivity network and its ability to reduce costs as the average selling prices of its products decline. The gross margins on RMI products may also fluctuate as a result of changes in general market conditions and overall customer demand for its products. To the extent that we experience fluctuating or declining gross margins on RMI products in any particular period following the acquisition, our business, results of operations and financial condition could suffer.

***The reliance of NetLogic and RMI on a limited number of overlapping third-party subcontractors, and TSMC in particular, for the manufacture, assembly, packaging and testing of their products makes the combined company susceptible to significant operational risks.***

Like NetLogic, RMI does not manufacture, assemble, package or test its products, and must rely on third-party subcontractors to perform these services. RMI currently relies on Taiwan Semiconductor Manufacturing Company, or TSMC, to produce all of RMI's silicon wafers, other than those used in RMI's XL7110 product, for which RMI relies upon United Microelectronics Corporation, or UMC. RMI also relies on Advanced Semiconductor Engineering, or ASE, and ISE to assemble, package and test all of RMI's semiconductors, and RMI relies upon JSI Shipping to provide supply chain management services. Because of its reliance on a limited number of third-party subcontractors for these services, RMI faces many of the same risks as we do in this regard, and we expect these risks to continue to be present in the combined company. These risks include, among others:

if these subcontractors do not provide high-quality products, services and production and test capacity for RMI products in a timely manner, or if one or more of these subcontractors terminates its relationship with us, we may be unable to obtain satisfactory replacements to fulfill customer orders for RMI products on a timely basis, our relationships with customers of RMI products could suffer, our growth following the acquisition could be limited;

we do not expect to have long-term supply contracts with any third-party subcontractors for RMI's products and we cannot be assured that adequate capacity will be available, or will be available on commercially acceptable terms, to meet future demand for RMI products;

we would face significant challenges associated with moving our semiconductor production from the existing manufacturers of RMI's products to another manufacturer with whom we do not have a pre-existing relationship, and we may not be able to make any such arrangement in a timely fashion or at all;

TSMC and other third-party contractors for our and RMI's products are concentrated primarily in Taiwan, an area subject to earthquakes and other disruptions which could cause significant delays in the production or shipment of our products; and

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we and our wafer foundries have experienced, and are likely to continue to experience manufacturing defects and reduced manufacturing yields related to errors or problems in our wafer foundries' manufacturing processes or the interrelationship of their processes with our designs, which may affect the quality or reliability of our products.

Any of these problems, to the extent that they prevent us from satisfying customer orders for RMI products or create delays may adversely impact our relationships with customers for RMI's products and limit our revenue growth following the acquisition.

***A significant portion of the customers, contract manufacturers and operations of the combined company will be located outside of the United States, which subjects us to additional risks, including increased complexity and costs of managing international operations and geopolitical instability.***

Like NetLogic, RMI conducts, and expects to continue to conduct, a significant amount of business outside the United States, particularly in Asia and Europe. Both companies have international operations in India and China. RMI also has a number of sales offices located outside the United States. During the years ended December 31, 2008 and 2007, sales in Asia represented 79% and 81% of RMI's total revenue, respectively. Even customers that are based in the United States often use contract manufacturers based in Asia to manufacture their systems and it is the contract manufacturers that purchase products directly from RMI. As a result of the international nature of our business and the concentration of our manufacturing operations in Taiwan, the combined company will face numerous challenges, including increased complexity and costs of managing international operations and geopolitical instability.

***Our failure to protect RMI's intellectual property rights adequately could impair our ability to compete effectively or to defend ourselves from litigation, which could harm our business, financial condition and results of operations.***

Like NetLogic, RMI relies primarily on patent, copyright, trademark and trade secret laws, as well as confidentiality and nondisclosure agreements and other methods, to protect its proprietary technologies and know-how. RMI has 63 issued patents and 63 pending patent applications in the United States, and two issued and 15 pending foreign patent applications. Even if the pending patent applications are granted, the rights granted may not be meaningful or provide it with any commercial advantage. For example, these patents could be opposed, contested, circumvented or designed around by RMI's competitors or be declared invalid or unenforceable in judicial or administrative proceedings. The failure of RMI's patents to adequately protect its technology might make it easier for its competitors to offer similar products or technologies. RMI's foreign patent protection is generally not as comprehensive as RMI's United States patent protection and may not protect its intellectual property in some countries where its products are sold or may be sold in the future. Many United States-based companies have encountered substantial intellectual property infringement in foreign countries, including countries where RMI sells products. Even if foreign patents are granted, effective enforcement in foreign countries may not be available. As a result, RMI's intellectual property rights and patent portfolio may have less value than we have anticipated.

Some of the software used with RMI's products, as well as that of some of RMI's customers, may be derived from so called "open source" software that is generally made available to the public by its authors and/or other third parties. This open source software is often made available to RMI under licenses, such as the GNU General Public License, which impose certain obligations on RMI in the event RMI were to make available derivative works of the open source software. These obligations may require us in the future to make source code for RMI's derivative works available to the public, and/or license such derivative works under a particular type of license, rather than the forms of license historically used to protect RMI's intellectual property. In addition, there is little or no legal precedent for interpreting the terms of certain of these open source licenses, including the determination of which works are subject to the terms of such licenses. In the event the copyright holder of any open source software were to successfully establish in court that we had not complied with the terms of a license for a particular work, we could be required to release the source code of that work to the public and/or stop distribution of that work.

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**CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS**

Certain statements in this proxy statement which are not historical facts may constitute forward-looking statements that involve risks and uncertainties. These forward-looking statements address, among other things, the anticipated effects of the acquisition of RMI. Forward-looking statements are based on certain assumptions and expectations of future events that are subject to risks and uncertainties. Such statements are made in reliance upon the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Actual results and trends may differ materially from historical results or those projected in any such forward-looking statements depending on a variety of factors. These factors include, but are not limited to, the following:

the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in the proposed transaction within the expected time-frames or at all;

integration of the operations of RMI with those of NetLogic may be more difficult, time-consuming or costly than expected and may not be as successful as the parties anticipate;

revenues of the combined business following the transaction may be lower than expected;

operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) of the combined business may be greater than expected following the transaction;

the ability to retain key employees of RMI and NetLogic subsequent to the completion of the transaction;

the conditions to the completion of the transaction may not be satisfied;

regulatory approvals required for the transaction might not be obtained on the terms expected and obtaining any such approvals or any other necessary regulatory reviews may not occur on the anticipated schedule;

the parties might not be able to meet expectations regarding the timing, completion and effects of the transaction;

RMI and NetLogic are subject to intense competition;

the failure of either RMI or NetLogic to protect its intellectual property rights may weaken the competitive position of the combined company;

in the future third parties may assert claims, including, without limitation, intellectual property infringement claims, that could materially adversely affect the operating results of the combined company; and

other factors described in this proxy statement under Risk Factors.

All forward-looking statements in this proxy statement are qualified in their entirety by this cautionary statement, and no person undertakes any obligation to update publicly any forward-looking statement for any reason, except as required by law, even as new information becomes

available or other events occur in the future. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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### **SPECIAL MEETING OF NETLOGIC STOCKHOLDERS**

#### **General; Date, Time and Place**

This proxy statement is being furnished in connection with the solicitation of proxies on behalf of NetLogic's board of directors for use at a special meeting of the NetLogic stockholders to be held on [ ], 2009, at [ ] a.m., local time, or at any adjournments or postponements thereof. The special meeting will be held at the offices of [ ]. If you need directions to the location of the special meeting in order to attend the meeting and vote in person, please contact NetLogic's Vice President, General Counsel and Secretary, Roland Cortes, at (650) 961-6676.

#### **Purpose of Meeting**

The special meeting is being held to request that stockholders consider and vote upon a proposal to approve the issuance of a maximum of 13,080,000 shares of our common stock in connection with our proposed acquisition of RMI as described in this proxy statement. In addition, you are also being asked to approve any adjournment of the special meeting, including for the purpose of soliciting additional proxies, in the discretion of the proxies (or either of them).

We do not expect a vote to be taken on any other matters at the special meeting. If any other matters are properly presented at the special meeting for consideration, however, the holders of the proxies, if properly authorized, will have discretion to vote on these matters in accordance with their best judgment.

#### **Record Date; Voting Information**

The record date for the special meeting is [ ], 2009. If you were a stockholder of record of our common stock at the close of business on the record date, you are entitled to notice of, and to vote at, the special meeting and any adjournments thereof. At the close of business on the record date, [ ] shares of our common stock were outstanding and entitled to vote. Stockholders are entitled to one vote on each matter submitted to the stockholders for each share of our common stock held as of the record date.

#### **Required Votes**

The proposal to approve the issuance of our common stock in connection with the acquisition of RMI must be approved by the affirmative vote of a majority of the shares present in person and voting on the proposal or represented by proxy and voting on the proposal.

The adoption of the proposal to permit the proxies to adjourn the special meeting, including for the purpose of soliciting additional proxies, requires the affirmative vote of the majority of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote on the record date, regardless of whether a quorum is present.

#### **Quorum**

Shares entitled to vote at the special meeting may take action on a matter at the special meeting only if a quorum of those shares exists with respect to that matter. The presence at the meeting, in person or when authorized, by means of remote communication or represented by proxy, of the holders of a majority of the outstanding shares of our common stock entitled to vote at the special meeting will constitute a quorum for the transaction of business at the special meeting.

#### **Abstentions and Broker Non-Votes**

Under the Delaware General Corporation Law, an abstaining vote and a broker non-vote are counted as present and are, therefore, included for purposes of determining whether a quorum of shares is present at the

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special meeting. A broker non-vote occurs when a broker or other nominee holding shares for a beneficial owner signs and returns a proxy with respect to shares of common stock held in a fiduciary capacity (typically referred to as being held in street name) but does not vote on a particular matter because the nominee does not have the discretionary voting power with respect to that matter and has not received instructions from the beneficial owner. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote such shares on routine matters but not on non-routine matters. The proposals that NetLogic stockholders are being asked to vote on at the special meeting are not considered routine matters and accordingly brokers or other nominees may not vote without instructions.

Broker non-votes are considered present but not entitled to vote on proposals. Broker non-votes will not affect the outcome of the vote on the proposal to approve the issuance of our common stock in connection with the acquisition of RMI because broker non-votes are excluded from the tabulation of votes cast on the proposal. Broker non-votes will, however, have the same effect as votes AGAINST the proposal to permit the proxies to adjourn the special meeting, because the required vote for that proposal is a majority of the shares present in person or by proxy at the meeting.

Abstentions are counted as present and entitled to vote for purposes of establishing a quorum. An abstention will have the same effect as a vote AGAINST the proposal to approve the issuance of our common stock in connection with the acquisition of RMI because abstentions are included in the tabulation of votes cast on the proposal. An abstention will also have the same effect as a vote AGAINST the proposal to permit the proxies to adjourn the special meeting.

## **Adjournment or Postponement**

If a quorum is not present at the special meeting, the stockholders entitled to vote at the meeting, present in person or represented by proxy, have the power to cause the meeting to be adjourned, including for the purpose of soliciting additional proxies, from time to time, without notice other than announcement at the meeting, until a quorum is present or represented by proxy. At an adjourned meeting at which a quorum is present or represented by proxy any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjournment meeting, a notice of the adjourned meeting will be given to each stockholder of record entitled to vote at the adjourned meeting.

## **Recommendation of NetLogic's Board of Directors**

Our board of directors has unanimously adopted and approved the merger agreement and believes that our acquisition of RMI pursuant to the terms of the merger agreement, including the proposed issuance of our common stock in connection with the acquisition, is in our and our stockholders' best interests. For a description of the factors considered by our board of directors in making its determination with respect to the acquisition, see the section in this proxy statement entitled "The Merger - NetLogic's Board of Directors' Reasons for the Merger."

## **OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE ISSUANCE OF NETLOGIC COMMON STOCK IN CONNECTION WITH THE ACQUISITION OF RMI.**

## **Solicitation and Voting Procedures**

To vote in person, a stockholder must attend the special meeting, and then complete and submit the ballot provided at the meeting. To vote by proxy, a stockholder must mark, sign, and date the enclosed proxy card and mail it to our transfer agent or submit proxy instructions electronically by using the Internet and logging on to [www.eproxy.com/net/](http://www.eproxy.com/net/) as provided on the proxy card. The board of directors has appointed Ronald Jankov and

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Roland Cortes as holders of the proxies submitted in response to the solicitation pursuant to this proxy statement. An automated system administered by our transfer agent tabulates stockholder votes submitted by proxy, and an officer of NetLogic will tabulate votes cast in person at the special meeting.

The cost of soliciting proxies, including expenses in connection with preparing and mailing of this proxy statement, will be borne by us. Copies of solicitation material will be furnished to brokerage houses, fiduciaries and custodians holding shares in their names that are beneficially owned by others so that they may forward this solicitation material to such beneficial owners. We will reimburse brokerage firms and other persons representing beneficial owners of common stock for their expenses in forwarding proxy material to such beneficial owners. Solicitation of proxies by mail may be supplemented by telephone, telegram, electronic facsimile transmission and other electronic means, and personal solicitation by our directors, officers or employees. No additional compensation will be paid to our directors, officers or employees for such solicitation. We have retained Wells Fargo Shareowner Services to assist in the distribution of proxies for a fee estimated to be approximately \$5,000 plus reasonable out-of-pocket expenses. We have retained [ ] to assist us in the solicitation of proxies, and [ ] will receive fees of approximately \$[ ] for this service, in addition to reimbursement of out-of-pocket expenses.

Copies of certain reports and statements that we have previously filed with the Securities and Exchange Commission, or SEC, are being mailed to stockholders with this proxy statement. Additional copies of these SEC filings may be obtained by any stockholder without charge by making a request through our website Investor Information pages at [www.netlogicmicro.com](http://www.netlogicmicro.com) or by written request addressed to: Investor Relations, NetLogic Microsystems, Inc., 1875 Charleston Road, Mountain View, California 94043.

## **Revocability of Proxies**

You can revoke your proxy at any time before the voting at the special meeting by sending a properly signed written notice of your revocation to the Secretary of NetLogic, by submitting another proxy that is properly signed and bearing a later date, by following the specified procedures for submitting a proxy electronically and changing your vote, or by voting in person at the special meeting. Attendance at the special meeting will not itself revoke an earlier submitted proxy. You should direct any written notices of revocation and related correspondence to NetLogic Microsystems, Inc., 1875 Charleston Road, Mountain View, California 94043, Attention: Secretary.

\* \* \*

## **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON [ ], 2009**

**This Proxy Statement and the Proxy Card and are available at**

**[<http://www.netlogicmicro.com/proxymaterials.htm>.]**

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### **THE MERGER**

*At the NetLogic special meeting, our stockholders will be asked to consider and vote upon a proposal to approve the issuance of shares of our common stock in connection with our proposed acquisition of RMI. Set forth below in this section, and in the section entitled *Merger Agreement* beginning on page 33 below, is a discussion of the proposed transaction, including a description of the terms and conditions of the merger agreement. You should review these sections carefully in connection with your consideration of the proposal.*

#### **General Description**

On May 31, 2009, NetLogic and merger sub entered into the merger agreement with RMI for the acquisition of RMI through the merger of merger sub with and into RMI. The parties intend for the merger to constitute a tax-free reorganization for federal income tax purposes.

The merger agreement provides for merger consideration consisting of the issuance of shares of our common stock to the holders of RMI preferred stock, the payment of cash to the holders of RMI common stock, and an escrow of a portion of the shares of our common stock issued to the RMI preferred stockholders as a source of indemnity for future claims. Merger consideration will be paid at the closing date of the acquisition and, subject to the attainment of earn-out objectives applicable to the acquired business during the 12-month period following the closing date, within 90 days after the first anniversary of the closing date.

As soon as practicable after satisfaction or waiver, to the extent permitted in the merger agreement, of all conditions to the merger, RMI and merger sub will file a certificate of merger with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the merger. At the effective time, merger sub will merge with and into RMI, and RMI will be the surviving corporation in the merger and will become our wholly-owned subsidiary. The closing of the merger is currently anticipated prior to the end of the third quarter of 2009.

#### **Background of the Merger**

On January 22, 2009, Ron Jankov, our President and Chief Executive Officer, met with Behrooz Abdi, RMI's President and Chief Executive Officer and a member of its board of directors, at RMI's headquarters in Cupertino, California to discuss ideas for strategic partnerships, investment and other business opportunities.

Thereafter, between January 29 and February 6, 2009, Kelvin Khoo, our Senior Director of Business Development, met on three occasions with Mark Litvack, RMI's Director of Business Development, to discuss the potential for joint business arrangements.

On February 11, 2009, Mr. Abdi met with Mr. Jankov at our headquarter in Mountain View, California. Mr. Abdi advised Mr. Jankov that RMI intended to raise additional equity capital and proposed that NetLogic invest in the financing. Mr. Jankov indicated that NetLogic might have an interest in doing so. RMI never finalized the terms of such financing, no specific terms or amounts were disclosed, and the financing was not discussed subsequently.

On February 12, 2009, Steven Geiser, RMI's Chief Financial Officer, and Mr. Litvack met with Niall Bartlett, our Vice President of Corporate Development, and Mr. Khoo at our office to present RMI's investor presentation. At that meeting, the parties also discussed the possibility of entering into a business agreement in connection with our investment in the proposed financing.

On February 13, 2009, we provided a draft of a business agreement to RMI. Subsequently, multiple meetings and calls between Mr. Litvack and Mr. Khoo took place to negotiate the key terms of the business agreement.

On March 10, 2009, Mr. Jankov and Mr. Abdi had a phone conversation during which they discussed a possible combination of NetLogic and RMI.



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On March 11, 2009, Mr. Abdi, Mr. Geiser and Mr. Litvack met with Mr. Jankov, Mike Tate, our Chief Financial Officer, and Mr. Khoo at our office for RMI to present a business overview and details on RMI's ultra low-power processor product to NetLogic.

On March 18, 2009, Messrs. Abdi, Geiser and Litvack visited our office to present the financial and customer overview of the RMI business to Messrs. Jankov, Tate and Khoo. The next day, Messrs. Tate and Khoo visited RMI's office to present a corporate overview of NetLogic to Messrs. Abdi, Geiser and Litvack.

Mr. Khoo and Mr. Litvack met three times between March 20 and April 1, 2009 to discuss at a high level the terms and conditions of a potential acquisition of RMI by NetLogic. On April 6, 2009, Mr. Jankov and Mr. Abdi had a phone conversation to discuss some of the key terms for the potential acquisition. Mr. Khoo and Mr. Litvack met again on April 9, 2009 to continue discussions of proposed acquisition terms.

On April 14, 2009, Mr. Abdi and Mr. Litvack visited our office to present details on RMI's business to Messrs. Jankov, Tate and Khoo. Following the meeting, Mr. Jankov and Mr. Abdi had a dinner meeting with Bruce Dunlevie, a member of RMI's board of directors.

We held a meeting of our board of directors on April 15, 2009 at which members of our management presented an overview of RMI's business and a preliminary financial and strategic analysis of RMI. The presentation included revenue projections based on assumptions of RMI's management and financial, statistical and other information concerning RMI's products, customers, strategic partners and competitors. The opportunity to acquire RMI, as well as certain network search engine assets of IDT, was discussed by our board of directors at the meeting.

On April 17, 2009, the companies executed an amendment to their Mutual Non-Disclosure Agreement dated June 8, 2008 to particularly address the continuing negotiations regarding the proposed merger. On the same date, we provided RMI with a non-binding letter of intent to acquire all of the outstanding capital stock and rights to acquire capital stock of RMI for \$165 million in shares of our common stock and the issuance of \$55 million in restricted stock units and/or options to acquire shares of our common stock to continuing RMI employees. This proposal provided that pricing for our common stock would be based on the average closing price of our common stock over the 20-trading day period ending on the third trading day prior to the closing date.

On April 19, 2009, Messrs. Geiser and Litvack met with Messrs. Tate and Khoo at our office to present a financial analysis of the RMI business.

On April 22, 2009, at a regularly scheduled meeting of our board of directors, Messrs. Jankov, Tate and Khoo provided our board of directors with an update on the negotiations between the two companies.

On April 24, 2009, Mr. Khoo and Mr. Litvack met to discuss the terms of the non-binding letter of intent submitted by NetLogic on April 17, 2009. On April 26, 2009, Mr. Jankov and Mr. Abdi had a follow-up phone conversation to discuss the terms of the non-binding letter of intent. During that conversation, Mr. Abdi stated that the financial terms of the April 17, 2009 letter of intent were not acceptable to RMI because they undervalued RMI. He and Mr. Jankov discussed the concept of an earn-out as a way to overcome the significant difference between our offer and RMI's expectations.

On April 27, 2009, we provided RMI with a revised non-binding letter of intent. This proposal provided for the payment to RMI of merger consideration totaling \$180 million up front, payment of up to \$70 million in additional earn-out consideration and the issuance of \$65 million of shares of our common stock to continuing RMI employees in the form of stock options and restricted stock units. Our proposal regarding the upfront merger consideration was based upon our own expectations for RMI's future revenues and other operating results. Our revenue estimates were lower than those of RMI, which led to disagreement about the proper valuation of the business and, therefore, the purchase price of the company. As proposed, up to \$70 million in earn-out consideration would be earned based on the performance of the acquired RMI business during the first full 12 months following the closing date of the acquisition, measured by comparing the actual revenues achieved during those 12 months against the revenues forecasted by RMI management as presented to us in RMI's April 2009 financial plan.

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In addition to adding the earn-out feature, this proposal incorporated a price collar concept that would establish an upper and lower limit on the applicable closing price of our common stock for the purpose of valuing the shares of our common stock issued as merger consideration and equity incentive awards, and that the average closing price be determined based on the 20-trading day period ending May 6, 2009.

On April 28, 2009, Mr. Jankov met for dinner with Mr. Abdi and RMI directors Henry Kressel, Bruce Dunlevie and Don Schrock. The next day, RMI provided NetLogic with its response to the non-binding letter of intent. RMI proposed modifications to the earn-out, the price collar and other legal terms and requested that we provide to RMI a \$15 million interim bridge loan. In its response, RMI proposed that a greater portion of the aggregate earn-out amount be paid upon RMI's completion of smaller increments of the performance milestones, and that the lower limit of the price collar be reduced to provide increased price protection and predictability to RMI stockholders regarding the total consideration they could receive in the merger. In addition, RMI introduced new provisions of the letter of intent specifying, among other things, the establishment of an escrow holdback as security for RMI's indemnity obligations under the merger agreement; the closing conditions to which each party's obligation to consummate the transaction would be subject; and the parties' agreement as to how we would run the RMI business through the duration of the earn-out period.

On May 5, 2009, NetLogic provided RMI with a revised non-binding letter of intent. This version of the letter of intent included revised proposals on the earn-out and the collar as well as changes to the termination, escrow, indemnification and other legal terms. In our revised letter of intent, we rejected many of the proposed changes made by RMI with respect to the earn-out and the price collar, increased the proposed number and scope of the conditions to our obligation to consummate the transaction, and increased the length of the parties' proposed exclusivity period that would commence on the date the letter of intent was signed. Following this, Mr. Tate, Mr. Khoo and representatives of Bingham McCutchen LLP, or Bingham, our legal advisor, met with Mr. Geiser, L. William Caraccio, RMI's General Counsel, Mr. Litvack and representatives of Pillsbury Winthrop Shaw Pittman LLP, or Pillsbury, RMI's legal advisor, at the offices of Bingham to discuss and negotiate the key terms of the letter of intent. The same individuals resumed their negotiations on May 6, 2009.

On May 7, 2009, NetLogic and RMI executed a letter of intent setting forth substantially the same financial terms as would later be reflected in the merger agreement.

Between May 8 and May 31, 2009, NetLogic personnel and attorneys from Bingham and other law firms representing NetLogic in the transaction conducted a due diligence review of RMI.

At various dates and times between May 25 and May 31, 2009, representatives of NetLogic and its attorneys from Bingham met with RMI's representatives and its attorneys from Pillsbury at Bingham's offices to negotiate the key terms of the merger agreement. During this period, the parties agreed that RMI would seek the written consent to the merger of RMI stockholders holding a substantial majority of the RMI preferred stock and a majority of the RMI common stock shortly after execution of the merger agreement. As a consequence of obtaining those written consents, we would be unable to register our common shares to be issued in the merger under the federal securities laws. Therefore, we and RMI agreed to restructure the merger consideration to provide that the RMI preferred stockholders would be issued our common stock pursuant to a private placement exemption from registration, and the RMI common stockholders would be paid cash in an amount approximately equal to the value of the common shares they otherwise would have received in the merger.

On May 30, 2009, our board of directors held a special meeting to discuss the proposed acquisition terms and merger agreement. During this meeting:

Roland Cortes, our General Counsel, updated the board of directors on developments in negotiations since the board of directors' previous meeting on April 15, 2009;

Mr. Tate, Mr. Cortes and a representative of Bingham presented to the board of directors the results of the due diligence review of RMI conducted by NetLogic and the law firms representing NetLogic in the transaction;

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A representative of Bingham outlined the key terms of the merger agreement and the legal duties and responsibilities of the board of directors; and

Mr. Tate discussed the likely financial impact of the acquisition upon our financial condition, results of operations, cash flow and stockholders' equity.

After extensive discussion and deliberation on the proposed transaction, our board of directors unanimously determined that the merger agreement and the merger were advisable and in the best interests of our stockholders, approved the merger agreement and its execution and resolved to recommend that our stockholders approve the issuance of shares of our common stock in connection with the acquisition.

On May 31, 2009, NetLogic and RMI executed the merger agreement.

### **NetLogic's Board of Directors' Reasons for Approval of the Merger**

We believe the combination with RMI presents significant opportunities to grow our business and address substantially larger markets while taking advantage of a number of sales, marketing and research and development synergies.

#### *Market Expansion*

The growth drivers that are opening up new opportunities for our knowledge-based processor and high performance physical layer products such as the rapid growth in converged IP traffic and demand for the support of advanced IP services, including video, 3G/4G, voice-over-IP and enhanced security, are also opening up new market growth opportunities for RMI's high-performance multi-core, multi-threaded processors. RMI has established a leadership position in the high value and rapidly growing market for data-in-flight networking, communications, security and storage applications. We also believe that RMI's technology and products can address new opportunities in high-performance switching and routing control plane processing. Beyond that, we believe that over time there will be opportunities in the high-volume, ultra low-power embedded processing market for enterprise, industrial and connected media applications.

#### *Increased Sales to Existing Customers*

As our respective market segments are complementary, we expect to be able to offer a broader mix of solutions, services and support to key customers. RMI has design wins at a wide range of leading customers such as Alcatel-Lucent, Aruba, CheckPoint, Cisco, Datang Mobile, Dell, Fujitsu, HP, Huawei, Huawei-Symantec, H3C, IBM, Juniper, LG, McAfee, Motorola, NEC, Samsung, Sun and ZTE, among others, many of which are also customers of ours. In addition, we believe the combined entity will lessen the concern of some larger customers regarding the long-term financial viability of a stand-alone RMI and give them greater confidence about designing in RMI's products.

#### *Product and Technology Synergies*

The acquisition will provide us with an expanded portfolio of highly advanced products for existing as well as new customers. Our ability to provide a more comprehensive portfolio of truly differentiated platform-level solutions combining products currently offered by us alongside RMI's will further strengthen our customers' ability to support the complexity and speeds of next-generation converged IP networks.

#### *Product Leadership*

RMI offers a family of highly innovative multi-core, multi-threaded processors that deliver best-in-class performance, low-power profile and scalability for advanced networking, communications, data center, security, storage, industrial and connected media applications. The sophisticated architectural innovations of RMI's processors have allowed RMI to achieve greater performance in advanced data plane and control plane processing applications compared to competing architectures, while also achieving much lower power

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consumption. In addition, RMI has successfully executed on delivering products in advanced technology nodes, including the recently introduced XLP processor which will be developed on TSMC's 40 nanometer node, allowing additional power and performance capabilities.

### *R&D Team and Skill Set Synergies*

The combination of our and RMI's R&D centers will bring together critical skill sets in high-speed circuit design, processor architectures and innovative low-power techniques in advanced manufacturing process nodes, as well as software expertise that will enable us to accelerate the product roadmaps of both companies and continue to deliver best-in-class products and solutions. For example, both companies are designing full custom circuits using TSMC's advanced 40 nanometer process technology. This will enhance our ability to leverage our respective design methodologies, IP portfolio and operational expertise to bring products to market more quickly and efficiently on this advanced product node.

### *Expand Intellectual Property and Patent Portfolio*

The acquisition of RMI will expand our intellectual property portfolio and will add approximately 63 issued U.S. patents in the areas of high-performance and low-power processor design and development.

### *Operational and Manufacturing Leverage*

Because both companies utilize TSMC as the primary fabrication partner and many of the same packaging and assembly suppliers, we believe that we can achieve benefits of scale from the combination and reduce costs for our products by joining forces and driving operational leverages in the cost structure of the combined company. We also believe that we can improve RMI's manufacturing yields by sharing our expertise.

### *Geographic Synergies*

We believe there are substantial synergies due to the proximity of our headquarters in Silicon Valley, and our respective international design centers in India and China.

### *Cultural Similarities*

We believe both companies share common corporate cultures and values that are driven by strong technical excellence, innovation and execution, resulting in successful track records of delivering best-in-class products to our respective customers.

### *Potentially Negative Factors*

Our board of directors also considered a number of potentially negative factors in assessing the advisability of the acquisition, including the following:

the significant liquidity and cash flow risks we might face as a result of the cash expenditures and capital commitments associated with the proposed acquisition of RMI and other recent acquisitions;

the possibility that the actual value of the merger consideration we will pay to RMI stockholders could significantly exceed the nominal value specified in the merger agreement;

the fact that the calculation of the merger consideration as specified in the merger agreement was not subject to adjustment in the event the value of the business or assets of RMI declines before the merger is completed;

the risk that the acquisition would not occur if the conditions to closing are not met, and the possible adverse impact on the market price of our common stock as well as our business, financial condition and results of operations;



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the possibility that, as shares of our common stock issued in the acquisition become eligible for resale, the sale of those shares in the public market could adversely impact our stock price;

the possibility that we may not be able to integrate RMI as quickly or as cost-effectively as we had expected, or that we might be unsuccessful in integrating the two companies altogether;

the possibility that management's attention will be diverted from the day-to-day operations of the combined company during the integration of the two companies;

the challenges inherent in assimilating two business cultures;

the challenges involved in attracting and retaining key personnel, particularly in light of uncertainty regarding the acquisition;

the difficulties in keeping existing customers and obtaining new customers that sometimes arise in light of uncertainty regarding an acquisition;

the challenges involved in combining product offerings and sales and marketing activities;

the possibility that we may be unsuccessful expanding into the markets currently served by RMI and in addressing the new opportunities we expect to arise out of the combination;

the risks associated with the reliance of both NetLogic and RMI on a limited number of customers for a substantial portion of their respective revenues;

the difficulties we may experience in transitioning to smaller geometry process technologies or in achieving higher levels of design integration for RMI's semiconductor solutions;

the fact that RMI faces strong competition for its products; and

the fact that a significant portion of the customers, contract manufacturers and operations of the combined company will be located outside of the United States.

**Recommendation of NetLogic's Board of Directors**

In addition to the factors described above, in making its determination, our board of directors also considered RMI's historical financial results as well as financial analyses and estimated operating results for the RMI business subsequent to the acquisition that were prepared by our management based upon their due diligence review of RMI's financial information, projected operation results and business. The financial analyses and estimated results prepared by our management principally included estimated non-GAAP income statements for 2009, 2010, 2011 and 2012, reflecting projected revenues for the years ended December 31, 2009, 2010, 2011 and 2012 of \$75.2 million, \$100.4 million, \$129.1 million, and \$153.6 million, respectively; projected gross margin percentages reasonably comparable to our historical gross margins; and projected operating expenses, excluding stock-based compensation and the amortization of intangible assets and taking into account our management's estimation of cost reductions through economies of scale and the elimination of duplicative costs, of \$56.1 million, \$58.8 million, \$63.9 million, and \$74.2 million, respectively. The financial analyses and operating results estimates prepared by our management were

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prepared from limited sources of information and can not be considered representative of actual future revenues and expenses attributable to the acquired business. The analyses and estimates were prepared for the purpose of providing our board of directors an indication of how the acquired business operations might look if viewed on a standalone basis in light of assumptions deemed reasonable when management prepared them. Subsequent to the acquisition, we intend to fully integrate the operations of RMI with our own, and results will be reported on a combined basis as a single business segment. We do not intend to provide disclosure of future operating results in the manner implied by the information prepared by management for use by our board of directors. The foregoing information contains forward-looking statements. Please refer to the disclosure and disclaimer regarding forward-looking statements contained elsewhere in this proxy statement under the heading CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS.

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In addition to reviewing the financial analyses prepared by our management, our board considered management's reports on their due diligence review of RMI's products, technology, customer feedback, pending orders and backlog, and our management's analysis of the markets for RMI's products. The members of our board of directors have substantial industry experience and they gave considerable weight to management's analysis of RMI's business because of the significant industry segment and customer overlap which enabled our management to conduct its own evaluation of RMI's products and potential business opportunities through our industry sources and customer contacts.

After careful consideration, our board of directors resolved that the transactions contemplated by the merger agreement are in the best interests of the stockholders of NetLogic and approved the merger agreement, the merger, the issuance of shares of our common stock in connection with the merger and the other transactions contemplated by the merger agreement. **The NetLogic board of directors recommends that the stockholders of NetLogic vote FOR approval of the issuance of shares of our common stock in connection with the merger.**

### **Interests of NetLogic's Officers and Directors in the Merger**

Our directors and officers will receive no extra or special benefit that is not shared on a pro rata basis by all other holders of our common stock in connection with the merger.

### **Interests of RMI's Officers and Directors in the Merger**

Some of RMI's officers have interests in the merger that are different from, or in addition to, the interests of NetLogic and RMI's stockholders generally. These officers include Behrooz Abdi, William Caraccio, Steven Geiser, Kai-Yeung (Sunny) Siu and Nazar Zaidi, and their interests in the merger are discussed below.

#### *CEO Incentive Compensation*

Behrooz Abdi, the chief executive officer of RMI, may be entitled to receive up to \$1 million of shares of our common stock otherwise payable to the RMI preferred stockholders as special incentive consideration if RMI achieves certain post-closing performance targets. Mr. Abdi will only receive this special incentive consideration if:

he remains employed by RMI during the 12-month earn-out measurement period;

the amount of revenue recognized by RMI during the 12-month period is greater than 75% of the revenue target for the earn-out; and

the total amount of merger consideration otherwise payable to the RMI preferred stockholders exceeds a specified amount that represents the minimum amount necessary to provide a return on investment to the RMI preferred stockholders.

If the amount of revenue recognized is greater than 75% of the revenue target and the other conditions are satisfied, Mr. Abdi will receive a nominal amount of special earn-out consideration equal to \$40,000 for each percentage point above 75%, up to a maximum amount of \$1 million. The special incentive consideration will be paid to Mr. Abdi in shares of our common stock valued based on the applicable closing price of our common stock (determined as described below in "The Merger Agreement - Merger Consideration").

#### *Acceleration of Vesting of RMI Options and Restricted Stock*

Each of the RMI officers listed above currently holds unvested options to purchase RMI common stock which are subject to monthly vesting contingent on the officer continuing to be employed by RMI. Additionally, Mr. Siu holds shares of restricted stock obtained upon the early exercise of his unvested options which are subject to monthly vesting contingent on his continued employment by RMI. Mr. Abdi holds RMI options that provide for accelerated vesting upon a change of control of RMI, referred to as "single trigger acceleration." Messrs. Caraccio, Geiser, Siu and Zaidi hold RMI options and/or restricted stock that provide for accelerated vesting upon termination.



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without cause within six months or a year after a change in control of RMI, referred to as double trigger acceleration. Because the merger will constitute a change in control of RMI, these officers would be eligible to receive the benefit of vesting acceleration either upon the change in control of RMI or upon termination as a result of the merger. The merger agreement provides that all outstanding shares of RMI common stock will be cancelled upon the merger, and that all options to purchase RMI common stock will be cancelled unless exercised prior to the merger. RMI has advised us that it intends to accelerate the vesting of options and restricted stock held by Messrs. Abdi, Caraccio, Siu and Zaidi that are subject to single trigger acceleration or double trigger acceleration immediately prior to the merger. However, a significant number of these officers' respective unvested options have per share exercise prices that are higher than the projected per-share merger consideration for RMI's common stock. Accordingly, these officers may elect not to exercise many of the options subject to accelerated vesting. In any event, the accelerated vesting will provide Mr. Siu with the ability to receive merger consideration (based on the applicable closing price used for determining merger consideration) for his unvested restricted stock.

*Employment and Severance Arrangements*

We anticipate entering into an employment agreement with each officer providing for at-will employment with us (or with RMI). Messrs. Abdi, Zaidi and Siu will be offered employment for no specific duration. Messrs. Caraccio and Geiser will be offered employment for a six-month transitional period. Each agreement will likely include a standard set of basic provisions such as benefits (confirming that each officer is eligible to participate in any employee benefits plans available to other employees at their level) and arbitration (mandating the submission of any matters in dispute to JAMS for final and binding arbitration). The employment agreements will also set forth the terms of each of the equity incentive awards that the officers would receive, as described in the paragraphs below, as well as the terms of any bonus program in which they are eligible to participate. We anticipate that the RMI officers will be eligible to participate in our 2010 bonus program under which, based on performance during the year, the officers may earn cash bonuses ranging from 25% of annual base salary for Messrs. Zaidi and Siu up to 75% of his annual base salary for Mr. Abdi.

We expect to offer each of the RMI officers listed below the position specified, with an annualized base salary in the amount shown.

<b>Name</b>	<b>Title</b>	<b>Salary</b>
Behrooz Abdi	Executive Vice President and General Manager	\$ 350,000
Nazar Zaidi	VP of Engineering, CPS	\$ 240,000
Sunny Siu	President and General Manager, APAC	\$ 195,000
L. William Caraccio	VP of Legal Affairs	\$ 300,000
Steven Geiser	VP of Finance	\$ 230,000

Messrs. Caraccio and Geiser have employment agreements with RMI that provide for six months of base salary as a severance benefit if these officers are terminated within a set period following a change in control of RMI. RMI will terminate the employment of Messrs. Caraccio and Geiser upon the closing triggering severance payments of \$150,000 to Mr. Caraccio and \$115,000 to Mr. Geiser. We will enter into new employment agreements with Messrs. Caraccio and Geiser for the a period of six months for the annualized respectively salaries identified above.

Mr. Abdi has an employment agreement with RMI that provides for one year of base salary as a severance benefit if he is terminated within a set period following a change in control of RMI. Mr. Abdi is expected to remain employed and enter into a new employment agreement with NetLogic, or RMI, after the merger. The new employment agreement will provide for one year of base salary and payment of health benefits for a period of time as a severance benefit if his employment is involuntarily terminated without cause. Additionally, following the involuntary termination without cause of his employment, the vesting of any outstanding stock options and restricted stock units held by Mr. Abdi will accelerate by up to two years. The new employment agreements for Messrs. Zaidi and Siu will also provide for acceleration by up to two years of the vesting of any outstanding stock options and restricted stock held by the employee, if his employment is involuntarily terminated without cause.

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*Equity Incentives Retention and Transition Shares*

The merger agreement provides that we will reserve a number of shares of our common stock equal to \$18.65 million divided by the applicable closing price for issuance to specified RMI employees that continue to be employed by RMI, NetLogic or an affiliate of NetLogic on and after the merger, as described below under The Merger Agreement Retention, Transition and Future Incentive Awards. Approximately half of these shares reserved for this purpose, which we refer to as retention shares, will be issued as fully vested shares to those continuing RMI employees who are employed on the closing date. The remaining portion of these shares, which we refer to as transition shares, will be issued as restricted stock units subject to vesting over six months to one year from the closing date, contingent on continued employment by RMI. The vesting of the restricted stock units will accelerate if the continuing RMI employee is involuntarily terminated without cause before the one year anniversary of the closing date. Each of the RMI officers listed above will be offered employment with us and, as a result of their employment, is expected to receive a portion of the retention shares and transition shares.

The maximum number of retention shares and transition shares (collectively) that each RMI officer is expected to receive is as follows: Mr. Abdi 148,313 shares; Mr. Caraccio 52,836 shares; Mr. Geiser 64,887 shares; Mr. Hass 50,056 shares; Mr. Hoepfner 10,011 shares; Mr. Longoria 6,952 shares; Mr. Siu 24,101 shares; and Mr. Zaidi 65,814 shares. These maximum numbers were determined based on a presumed \$26.97 per share value for our common stock, which is the lowest applicable closing price and produces the maximum number of shares of subject to the awards.

*Equity Incentives Future Incentive Awards*

The merger agreement provides for us to reserve a number of shares of our common stock for grants of restricted stock units and options to continuing RMI employees who are expected to be employed with us for a period greater than six months after the closing, as part of their compensation package for post-merger services (see The Merger Agreement Retention, Transition and Future Incentive Awards below). The post-merger equity awards to be provided to such continuing RMI employees will be individually determined by us, based on the post-merger positions and services to be provided by such continuing RMI employees. It is expected that most of the RMI officers listed above who continue to be employed by us will receive grants of restricted stock units and stock options shortly following the closing. The restricted stock units are expected to vest over a four-year period from the date of grant. We expect that all of the grants of options to the RMI officers will be subject to monthly vesting over a five-year period from the date of grant, with one-fifth of the issued options vesting on the one-year anniversary of the date of the grant.

*Indemnification Agreements*

Under the merger agreement, we have agreed to assume the indemnification obligations of RMI to its present and former directors and officers pursuant the terms of RMI s certificate of incorporation and bylaws and any indemnification agreements with these individuals in effect prior to the date of the merger agreement. The merger agreement also provides that, during the six-year period following the merger, we will maintain in effect the existing policy of directors and officers liability insurance maintained by RMI prior to the effective time on the terms set forth in the merger agreement.

**Material Federal Income Tax Consequences of the Merger**

The parties intend for the merger to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, which is referred to in this proxy statement as the code, and not to result in the recognition of income, gain or loss to us. In any event, because our stockholders do not participate in the merger, our stockholders will not recognize gain or loss in connection with the merger.

**Accounting Treatment**

The merger will be accounted for under the purchase method of accounting as a purchase of a business in accordance with Statement of Financial Accounting Standards (SFAS) No. 141(R), Business Combinations.

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Under the purchase method of accounting, the assets acquired and liabilities assumed from RMI as of the date of acquisition (i.e., the completion of the merger) will be recorded in our books at their respective fair values. Any excess of the purchase price over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed will be recorded as goodwill.

### **Federal Securities Law Consequences; Resale Restrictions**

The shares of our common stock to be issued in the merger to the holders of RMI preferred stock will be issued in a transaction exempt from the registration requirements under Section 5 of the Securities Act of 1933 pursuant to Section 4(2) and Rule 506 under Regulation D. Therefore, these shares of our common stock will be restricted securities and will not be registered under the Securities Act upon issuance and will not be freely transferable. RMI stockholders may not sell their shares of our common stock acquired in connection with the merger except pursuant to:

an effective registration statement under the Securities Act covering the resale of those shares; or

an exemption under the Securities Act.

Under Rule 144 of the Securities Act, RMI stockholders who are not affiliates of ours at the time of a proposed sales of our stock (and have not been affiliates for the prior 90 days) will be permitted to sell their stock without registration if they sell the stock for their own account after holding it for at least six months, provided that we have made available adequate current public information concerning NetLogic. If they have held their NetLogic common stock for a full year, they will be permitted to sell the stock for their own account without restrictions. RMI stockholders who are affiliates of ours (or who have been affiliates within 90 days prior to a proposed resale of their shares) will be permitted to sell their shares of our stock if they satisfy certain requirements of Rule 144, including with respect to volume limitations, manner of sale and the filing of a Form 144 with the SEC, and further provided that we have made available adequate current public information concerning NetLogic.

In addition, the terms of the merger agreement provide that all shares of our common stock issued as merger consideration will be subject to lock-up restrictions prohibiting sales or other liquidity transactions. One hundred percent of the shares of our common stock issued to a RMI stockholder as merger consideration will be subject to restrictions prohibiting sales or other liquidity transactions until the six month anniversary date of the closing date and 50% of the shares of our common stock issued to a RMI preferred stockholder will be subject to restrictions prohibiting sales or other liquidity transactions for an additional six months following such six month anniversary date.

Certain RMI stockholders have entered into standstill agreements with us pursuant to which such RMI stockholders agreed that during the period commencing on the closing date until the merger is completed or the merger agreement is terminated, such RMI stockholder and its related persons will not directly or indirectly:

purchase or otherwise acquire any shares of our common stock;

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, make any short sale or otherwise dispose of or transfer any shares of our common stock; or

enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any shares of our common stock, whether any such swap or transaction is to be settled by delivery of our common stock or other securities, in cash or otherwise.

### **No Appraisal or Dissenters Rights**

No stockholder of NetLogic will be entitled to exercise appraisal rights or to demand payment for their shares in connection with our acquisition of RMI.



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### **THE MERGER AGREEMENT**

*The discussion in this proxy statement of the terms and conditions of the merger agreement is subject to and is qualified in its entirety by reference to the merger agreement, a copy of which is attached as Annex A to this proxy statement and is incorporated into this proxy statement by reference.*

#### **Merger Consideration**

##### *Overview*

The merger agreement provides for merger consideration consisting of the issuance of shares of our common stock to the holders of RMI preferred stock and the payment of cash to the holders of RMI common stock. A portion of the shares of our common stock issuable to the RMI preferred stockholders will be placed in escrow as a source of indemnity for future claims, and another portion of the shares of our common stock issuable to the RMI preferred stockholders will be placed in escrow as a source of payment for the expenses of the RMI stockholders representative. Merger consideration will be paid at the closing date of the acquisition and, subject to the attainment of earn-out objectives applicable to the acquired business during the 12-month period following the closing date, within 90 days after the first anniversary of the closing date.

The merger agreement specifies a series of calculations for determining the total number of shares we issue and the amount of cash we pay as merger consideration. First, the value of the merger consideration being paid to the RMI stockholders (whether at closing or as earn-out consideration) is calculated in reference to the corresponding nominal value specified in the merger agreement. Specifically, the nominal value is divided by the applicable closing price of our common stock, which quotient is then multiplied by the average closing price of our common stock. The average closing price of our common stock, as specified in the merger agreement, is measured over the 20-trading day period that ends on the third trading day prior to the closing date. The applicable closing price is the same as the average closing price, but if the average closing price is more than \$34.90, then the applicable closing price will be \$34.90, and if the average closing price is less than \$26.97, then the applicable closing price will be \$26.97. As a result, the calculated value of the merger consideration will be equal to its nominal value if the average closing price of our common stock is between \$26.97 and \$34.90. We refer to this range of prices as the collar. To the extent that the average closing price is greater than \$34.90 or less than \$26.97, the calculated value of the merger consideration will be greater than or less than the nominal value by the same proportion as the average closing price is greater than or less than the corresponding collar price.

As a practical matter, subject to relatively small differences, the effect of the collar is to cap the maximum number and the minimum number of shares we will be required to issue to the RMI preferred stockholders if the average closing price is below or above the range of the collar. The market value of the stock we issue, however, will not be similarly limited by the collar because the average closing price of our stock on the issue date could be higher or lower than the bounds of the collar. The size of the cash payment we make to the RMI common stockholders also will not be similarly limited by the collar because the amount of cash we pay will be equal to the calculated value of the consideration allocated to the common stock, as described below.

Once the calculated value of the merger consideration has been determined as described above, it is then allocated among the different series of RMI preferred stock and common stock according to formulas specified in the merger agreement. We will issue holders of each series of RMI preferred stock a number of shares of our common stock equal to the calculated value of the merger consideration allocated to that series, divided by the average closing price of our common stock. The preferred stockholders will therefore receive common stock with a market value roughly equal to the calculated value of the consideration allocated to them (assuming the market value of our stock on the issue date is roughly equal to the average closing price of our common stock). We will pay the holders of RMI common stock the calculated value of the merger consideration allocated to them in cash.

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### *Closing Payment*

The nominal value of the total merger consideration payable at closing is \$181.35 million. This amount includes a special allocation of additional merger consideration payable to the RMI common stockholders referred to as the applicable directed common consideration. The nominal value of the applicable directed common consideration is \$2.35 million, and its actual value is calculated in a similar fashion to the actual value of the total merger consideration paid at closing. The purpose of the applicable directed common consideration is to increase the aggregate amount of the merger consideration payable to the RMI common stockholders, relative to what they would have received pursuant to the terms of RMI's charter, as requested by RMI in order to enhance the value of the initial closing consideration payable to the holders of RMI common stock. Thus the portion of the merger consideration the RMI common stockholders will receive is larger than what they would have otherwise been entitled to receive under RMI's charter, and the portion of the merger consideration the RMI preferred stockholders will receive in the merger is smaller than what they would have otherwise been entitled to receive under RMI's charter. RMI's preferred stockholders agreed to waive the treatment of the merger as a liquidation event under RMI's charter to enable the reallocation of part of the merger consideration from RMI's preferred stockholders to RMI's common stockholders.

Holders of each series of RMI preferred stock will receive on the closing date a number of shares of our common stock equal to the calculated value of the closing merger consideration that is allocated to that series of preferred stock, divided by the average closing price of our common stock. One hundred percent of the shares of our common stock issued as merger consideration on the closing date will be subject to a complete trading lock-up for six months following the closing date, and 50% of the shares will be subject to a complete trading lock-up for one year following the closing date.

Holders of RMI common stock will receive an amount of cash on the closing date equal to the amount of calculated value of the closing merger consideration that is allocated to the RMI common stock under the merger agreement. In addition, although it is not counted as part of the merger consideration payable to the RMI stockholders at closing, the holders of RMI common stock will receive at closing an additional \$2.0 million cash payment as advance earn-out credit. This \$2.0 million advance payment will later be deducted from any earn-out amount otherwise payable to the RMI common stockholders at the end of the earn-out period.

### *Earn-out Payment*

We may issue additional cash and shares of our common stock payable as earn-out consideration. The maximum nominal value of the earn-out consideration as specified in the merger agreement is \$70 million. The calculated value of the earn-out consideration paid to RMI stockholders will be determined, allocated and paid in the same manner and kind as the merger consideration payable on the closing date (using the average stock price and applicable stock price determined at the closing date and used to calculate the total amount of merger consideration payable at closing) but will be reduced by the \$2.0 million advance earn-out credit paid to the holders of RMI common stock on the closing date. The portion of the earn-out consideration payable to the holders of RMI preferred stock may be reduced by up to \$1.0 million for a special bonus payment to the chief executive officer of RMI as described above. Earn-out consideration, if any, will be paid within 90 days after the end of the 12-month earn-out measurement period.

The merger agreement provides a formula to determine the nominal amount of earn-out consideration payable to the former RMI stockholders at the end of the 12-month period, based on the amount of gross revenue recognized by the surviving corporation in relation to an agreed upon revenue target. If the amount of revenue recognized during the twelve-month period is less than or equal to 75% of the revenue target, no earn-out consideration will be paid. If the amount of revenue recognized is greater than 75% of the revenue target, the RMI stockholders will receive a nominal value of earn-out consideration that increases as the percentage gets closer to 100%, up to a maximum amount of \$70 million. Specifically, the formula provides that, if the calculated percentage is greater than 75%, then the nominal amount of earn-out consideration is equal to \$2.4 million for each percentage point above 75% and by an additional \$3.4 million for each percentage point above 90%. For

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example, if the amount of recognized revenue is 80% of the target, the nominal earn-out value would be \$12 million, i.e. 5.0 multiplied by \$2.4 million. If the amount of recognized revenue is 95% of the target, the nominal earn-out amount would be \$53 million, i.e. the sum of (a) 15.0 multiplied by \$2.4 million, plus (b) 5.0 multiplied by \$3.4 million. Because the amount of earn-out consideration paid in cash and shares of our common stock is determined in the same manner as the merger consideration payable at closing, the actual amount of cash paid and the number of shares to be issued will vary. However, as of the closing date, once we know the applicable closing price and the average closing price, we will know the maximum amount payable.

The revenue target for the earn-out period is from RMI management's financial plan as of April 2009, which included projections of RMI's revenues on a quarterly basis through the fourth quarter of 2010. The revenue target for the earn-out is equal to the sum of the monthly revenue targets for each of the twelve calendar months during the earn-out period, which begins on the first day of the first full calendar month following the closing date of the acquisition (each monthly revenue target represents one-third of the projected revenue amount for the quarter in which the month falls). If the acquisition is completed in October 2009, the revenue target would be \$122.7 million. Earn-out consideration would become payable once revenue equal to 75% of \$122.7 million, or \$92.0 million, is achieved during the earn-out period, at the rate of \$2.4 million for each percentage point above 75% and \$3.4 million for each percentage point above 90%.

In the event that we elect to divest, discontinue or make certain modifications to the RMI's business in a manner that would materially adversely impair RMI's ability to achieve the maximum earn-out amount, the merger agreement provides for us to pay the maximum earn-out amount as if it had been fully achieved.

*Allocation of Merger Consideration Among the RMI Stockholders*

The amount of cash we pay and the number of shares of our common stock we issue as merger consideration depends not only on the calculated value of the merger consideration but also its allocation between the RMI preferred and common stockholders. Under the merger agreement, a series of calculations must be made to determine this allocation for the merger consideration payable at closing as well as the earn-out consideration, if any.

The merger agreement provides for the assignment of a reference value, referred to as the preference amount, to each series of RMI preferred stock and the common stock. The preference amount for each series of preferred (and for the common) is based on the number of shares of that series (or the common) outstanding on the closing date and the per share liquidation value provided for that series (or the common) in RMI's certificate of incorporation, as in effect on the date of the merger agreement. The liquidation values per share of the common, Series A Preferred, Series B-1 Preferred, Series B-2 Preferred, Series C Preferred and Series D Preferred are approximately \$0.10, \$1.18, \$.081, \$1.03, \$1.40 and \$1.58, respectively.

The merger agreement allocates the calculated value of the merger consideration payable at closing among the different series of preferred and the common stock of RMI based on their relative preference amounts. To the extent the calculated value of the merger consideration exceeds the sum of all the preference amounts, then each series of preferred (and the common) stock is allocated a portion of the excess based on the relative number of shares of that series of preferred (or common) stock outstanding, determined on a fully-diluted basis as of the closing date. The calculated value of the merger consideration for RMI common stockholders is then further increased by (1) the calculated value of the applicable directed common consideration and (2) the \$2.0 million earn-out advance payment, as described above.

*Sample Calculations*

The following examples illustrate how different average closing prices of our common stock would affect the relative allocations of total merger consideration among the holders of RMI preferred stock and RMI common stock and the approximate total value of the merger consideration. The average closing prices used in

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these examples were chosen solely for the sake of providing a range of sample calculations. In each example, the amounts shown are estimates. For the sake of simplicity, escrow offsets are ignored, figures have been rounded and we have assumed that:

there will be no change in the number of outstanding shares of each class and series of RMI stock between May 31, 2009, the date of the merger agreement, and the closing date; and

all of the earn-out objectives will be achieved, such that the nominal value of the earn-out consideration is \$70.0 million.

Average Closing Price	Applicable Closing Price	Approximate Amount of Cash Payable to RMI Common Stockholders	Approximate Number of Shares Issuable to RMI Preferred Stockholders	Total Value of Merger Consideration
\$20.00	\$ 26.97	\$5.9 million, all of which is payable at closing	9,050,000 shares, of which 6,500,000 are issuable at closing and 2,550,000 are issuable at end of earn-out period	\$186.9 million
\$30.00	\$ 30.00	\$14.4 million, of which \$8.0 million is payable at closing and \$6.4 million is payable at end of earn-out period	7,900,000 shares, of which 5,850,000 are issuable at closing and 2,050,000 are issuable at end of earn-out period	\$251.4 million
\$40.00	\$ 34.90	\$21.6 million, of which \$9.1 million is payable at closing and \$12.5 million is payable at end of earn-out period	6,662,000 shares, of which 5,026,000 are issuable at closing and 1,636,000 are issuable at end of earn-out period	\$288.0 million
\$45.00	\$ 34.90	\$28.9 million, of which \$14.2 million is payable at closing and \$14.7 million is payable at end of earn-out period	6,560,000 shares, of which 4,940,000 are issuable at closing and 1,620,000 are issuable at end of earn-out period	\$324.1 million
\$50.00	\$ 34.90	\$36.0 million, of which \$19.7 million is payable at closing and \$16.3 million is payable at end of earn-out period	6,480,000 shares, of which 4,860,000 are issuable at closing and 1,620,000 are issuable at end of earn-out period	\$360.1 million

**Escrow**

Shares of our common stock with a value equal to 10.2% of the amount payable to the holders of RMI preferred stock at the closing will be held in escrow until the twelve-month anniversary of the closing date. These shares are intended to compensate us for losses, if any, that we may incur if RMI breaches any of the representations or warranties or covenants made by RMI in the merger agreement or for any other matters specifically set forth in the merger agreement as a matter to be indemnified. An additional number of shares of our common stock with a value equal to 0.3% of the amount payable to the holders of RMI preferred stock at the closing will also be held in escrow until the twelve-month anniversary of the closing date. These shares are intended to provide reimbursement to the stockholders' representative for expenses. Collectively, these escrow shares will reduce by 10.5% of the number of the shares of our common stock otherwise issuable to holders of RMI preferred stock on the closing date. The escrow shares not subject to a claim by us or used to reimburse the RMI stockholders' representative will be released on the twelve month anniversary of the closing date and distributed to the former holders of RMI preferred stock in proportion to their pro rata share of the escrow shares.

We and the RMI stockholders' representative will enter into an escrow agreement with Wells Fargo Bank, N.A., as escrow agent, in connection with the escrow arrangements contemplated by the merger agreement.



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### **Retention, Transition and Future Incentive Awards**

The merger agreement includes covenants providing for us to make available a number of additional shares of our common stock for issuance to continuing RMI employees as equity incentives. Based on the terms that are specified in the merger agreement, these equity incentive awards fall into three categories, which we refer to as retention, transition and future incentive awards, respectively. We have agreed, in particular:

to issue fully vested shares of our common stock with a total value of \$8.65 million to specified RMI employees, including the officers of RMI identified under "The Merger Interest of RMI's Officers and Directors in the Merger" above, on the closing date;

to grant within 60 days after the closing date restricted stock units, or RSUs, to acquire a total of \$10 million of our common stock to specified employees of RMI who continue as RMI employees or become our employees, of which 50% will vest after six months and the remaining 50% will vest after 12 months for most employees; and

to grant within 60 days after the closing date RSUs and/or stock options to acquire a total of \$45 million of our common stock to specified employees of RMI who continue as RMI employees or become our employees, subject to vesting and other terms to be determined by us.

The number of shares of our common stock to be provided as such retention, transition and future incentive awards will be determined by dividing the total dollar amounts specified above by the applicable closing price of our common stock, which will be determined as described above under "Merger Consideration." For purposes of calculating the number of shares issuable as future incentive awards in the third bullet-point above, an RSU to acquire one share of our common stock is equated with an option to purchase two shares of our common stock. Also, to determine the number of shares to be issued in each of the three phases, the dollar amount specified is divided by the applicable closing price of our common stock. This share calculation is therefore subject to the effect of the price collar in a similar manner as the merger consideration.

### **Options and Warrants**

We will not be assuming any outstanding stock options or warrants to purchase capital stock of RMI in the merger. All outstanding and unexercised warrants and options are to be terminated as of the closing date. RMI has also agreed to terminate its stock option plan prior to the closing.

RMI represented to us that, as of the date we entered into the merger agreement, there were options outstanding to purchase approximately 40 million shares of its common stock and warrants outstanding to purchase approximately 7.3 million shares of its capital stock (including both common and preferred stock). RMI has informed us that it intends to take the requisite action under its stock option plan, including providing the appropriate notices to its option holders, to cause all outstanding options to be cancelled automatically at closing, to the extent they have not been exercised. RMI has informed us that some of the outstanding warrants will terminate by their terms at closing, to the extent they have not been exercised. With respect to the remaining warrants, RMI has informed us that it intends to pay approximately \$500,000 in aggregate to the warrant holders in exchange for the cancellation of those warrants at or before the closing and the release of RMI and NetLogic from any related claims.

### **Transaction Expenses**

We will pay all fees, costs and expenses incurred by us or merger sub in connection with the merger agreement and the transactions contemplated therein whether or not the merger is consummated. If the merger is consummated, all reasonable fees, costs and expenses of RMI and the stockholders' representative incurred in connection with the merger will be treated as transaction expenses under the merger agreement and, to the extent not already paid by RMI, will be paid by us after the closing date. If the merger is not consummated, RMI will bear all of its own expenses in connection with the merger agreement and the transactions contemplated therein. Any fees related to antitrust filings shall be split by us and RMI.

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**Representations and Warranties**

RMI made representations and warranties to us and merger sub concerning the matters listed below, among others, subject in some cases to exceptions and qualifications set forth in a disclosure schedule to the merger agreement:

the due organization and good standing of RMI and its subsidiaries;

the respective capitalization of RMI and its subsidiaries, and the ownership of their respective capital stock;

the accuracy of the securityholder lists made available to us and the absence of any undisclosed agreements with or among RMI's securityholders;

the absence of any liens or other restrictions on the shares of RMI capital stock to be delivered to us upon consummation of the merger;

RMI's authority to enter into and perform the merger agreement and the related agreements;

the absence of any conflict with or violation of RMI's organizational documents, agreements with third parties, governmental permits or laws;

the absence of any required consents, approvals or filings with any governmental authorities, subject to specified exceptions;

the accuracy of RMI's financial statements and their preparation in accordance with generally accepted accounting principles, or GAAP;

the absence of certain significant events since March 31, 2009, including, among others, the declaration or payment of dividends, the adoption or amendment of any employee benefit plan, the modification of material terms of employment for any employee, and acquisitions or dispositions of property or capital expenditures above specified amounts;

RMI's and its subsidiaries' compliance with applicable tax laws;

RMI's title to its assets;

the accuracy and completeness of the disclosed list of material contracts;

the absence of material defaults under those contracts;

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the accuracy and completeness of RMI's disclosures regarding intellectual property;

the accuracy and completeness of the disclosed list of employee benefit plans, and RMI's compliance with certain laws regarding employee benefits, including the Employee Retirement Income Security Act of 1974 and Section 409A of the code;

the accuracy and completeness of RMI's disclosures regarding intellectual property;

the absence of any infringement by RMI of the intellectual property of third parties;

the accuracy and quality of RMI's accounts receivables;

the absence of any recent or threatened terminations of relationships with RMI by its suppliers;

the validity and effectiveness of RMI's insurance policies and the absence of any undisclosed claims under those policies;

the accuracy of the RMI's disclosures concerning its employees, and RMI's compliance with labor laws;

the absence of any undisclosed litigation or threatened claims against RMI;

RMI's and its subsidiaries' compliance with environmental laws;

RMI's and its subsidiaries' material compliance with all other applicable laws, including the U.S. Foreign Corrupt Practices Act;

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the vote of RMI's stockholders required to approve the merger;

the accuracy of the information to be provided by RMI to us for use in our filings with the SEC, including this proxy statement;

RMI's board of directors' determination that the merger is fair and in the best interests of the RMI Stockholders, and its recommendation to the RMI stockholders;

the absence of certain relationships and transactions with related parties;

the absence of any discussions with any third party regarding an acquisition of RMI; and

the accuracy and completeness of RMI's disclosures.

We and merger sub made representations and warranties to RMI concerning the following matters, among others:

the due organization and good standing of NetLogic and merger sub;

their respective authority to enter into and perform the merger agreement and the related agreements;

the absence of conflicts or violations with respect to organizational documents, certain material agreements, governmental permits or laws;

the absence of any required consents, approvals or filings with any governmental authorities, subject to specified exceptions;

the due authorization and valid issuance of the shares issuable to the RMI stockholders as merger consideration;

the exemption of the issuance from registration under federal securities laws;

the compliance of our SEC filings with applicable federal securities laws and regulations and the accuracy of the information contained in such filings;

the absence of any brokers or finders; and

the accuracy and completeness of their disclosures, including information provided for use in the information statement to be sent to RMI's stockholders.

**Conduct of Business Pending the Merger**

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From the date of the merger agreement until the earlier of the termination of the merger agreement or the effective time of the merger, RMI has agreed to, and agreed to cause each of its subsidiaries to, conduct their respective businesses in the ordinary course and in a manner consistent with past practice, and to use all reasonable efforts to maintain and preserve intact the business organization and the goodwill of RMI and its subsidiaries, and to preserve existing relationships with customers, suppliers, licensees and other third parties. RMI has also agreed not to take specific actions without our prior written consent, including, among others:

amend or otherwise change its organizational documents or the organizational documents of any of its subsidiaries;

issue, grant, sell, dispose of, or encumber or otherwise mortgage, pledge or subject to any lien, any capital stock or other securities of RMI or any of its subsidiaries, with certain exceptions;

sell, lease, dispose of, or encumber or otherwise mortgage, pledge or subject to any lien (including the grant of any exclusive license) any assets or properties of RMI or any of its subsidiaries, with certain exceptions;

incur, assume or guarantee any indebtedness for itself or any person, with certain exceptions;

declare any dividend or other distribution, split, combine, recapitalize or reclassify any of its capital stock;

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amend the terms or change the period of exercisability of any securities of RMI or any of its subsidiaries, or re-acquire any securities of RMI or any of its subsidiaries, with certain exceptions;

acquire any corporation, partnership or other business organization or division or business thereof;

make or commit to make any capital expenditures or purchase of fixed assets which are in excess of \$250,000 individually, or \$500,000 in the aggregate;

enter into, amend or waive any material contract other than in the ordinary course of business and consistent with past practices that involve total obligations of less than \$250,000, excluding product sales and inventory purchases;

fail to provide any notices, assurances or support required by any contract relating to any intellectual property in order to ensure that no condition under such contract occurs which could result in, or could increase the likelihood of, any transfer or loss by it of any material intellectual property;

materially modify its standard warranty terms for its products or any product warranties in any manner that is adverse to RMI or any of its subsidiaries;

enter into or amend any contract pursuant to which any other party is granted exclusive marketing or other exclusive rights of any time or scope with respect to any of its products or technology;

increase in any manner the compensation payable to any director, officer, consultant or employee, grant any severance or termination pay to, or terminate or amend any RMI employee plan, materially change the coverage or benefits available under any bonus, profit sharing, thrift, compensation, equity, pension, retirement, deferred compensation or other plan or agreement, with certain exceptions;

take any action to materially change accounting or tax reporting policies or procedures, with certain exceptions;

pay, discharge or satisfy any claims, liabilities or obligations in excess of \$250,000 other than in certain circumstances;

materially modify the payment terms or payment schedule of any receivables other than in the ordinary course of business consistent with past practices;

adopt a plan of complete or partial liquidation, dissolution or other similar transaction (other than the merger agreement with us);

revalue in any material respect any assets or properties with a value that exceeds \$250,000;

transfer to any person any rights to any intellectual property owned by RMI or any of its subsidiaries other than in the ordinary course of business consistent with past practices;

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enter into any contract, understanding or commitment with non-competition restrictions;

take any action which would adversely affect the ability of the parties to consummate the transactions contemplated by the merger agreement;

take any action that would make any of the representations or warranties of RMI or any of its subsidiaries contained in the merger agreement untrue or incorrect in any material respect or otherwise prevent RMI or any of its Subsidiaries from performing, or cause RMI or any of its Subsidiaries not to perform, its covenants thereunder; or

take, or agree in writing or otherwise to take, any of the actions described above.

We have also agreed not to take certain actions prior to the effective time of the merger without the prior written consent of RMI, including, among others:

issue, grant or sell more than \$50,000,000 of capital stock in one or more equity financings;

sell, lease or dispose of any of our or our subsidiaries' businesses, assets or properties in an aggregate amount in excess of \$25,000,000;

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acquire (by merger, consolidation or acquisition of stock or assets or otherwise) any corporation, partnership or other business organization or division or business thereof in exchange for consideration in excess of \$10,000,000;

adopt a plan of complete or partial liquidation, dissolution, merger, restructuring, reorganization or other similar transaction (other than the merger agreement with RMI);

take any action which would adversely affect the ability of the parties to consummate the transactions contemplated by the merger agreement or any of its subsidiaries from materially performing, or cause us or any of our subsidiaries not to materially perform, our covenants under the merger agreement; or

take, or agree in writing or otherwise to take, any of the actions described above.

### **No Solicitation**

RMI has agreed that, from and after the date of the merger agreement, it will not, and will not authorize, encourage or permit any officer, director, employee, stockholder, agent, representative or affiliate of RMI to, directly or indirectly:

solicit, initiate or knowingly encourage any inquiries or proposals that constitute, or be expected to lead to an acquisition proposal; or

engage in negotiations or discussions concerning, or provide any non-public information to any person or entity relating to any acquisition proposal.

The merger agreement prohibited RMI's board of directors from withdrawing, amending or modifying its approval or recommendation of the merger agreement or the merger at any time prior to obtaining the required stockholder approval, unless RMI's board of directors determined in good faith, after consultation with its outside legal counsel, that the failure to do so was reasonably likely to result in a breach of fiduciary duties to RMI stockholders under applicable law. Such stockholder approval was obtained by RMI on June 1, 2009.

### **Other Covenants**

The merger agreement contains customary covenants of the parties concerning confidentiality, reasonable access to information before closing, public disclosure of the transactions contemplated by the merger agreement, cooperation with respect to regulatory filings, and reasonable efforts to consummate the transactions contemplated by the merger agreement. The parties have further agreed to the following additional covenants, among others:

RMI agreed to terminate its 401(k) plan and other employee benefit plans prior to the closing;

we agreed to provide to employees of RMI and its subsidiaries who become our employees or remain employees of the surviving corporation employee benefits and compensation plans and programs that are no less favorable in the aggregate than those provided to our similarly situated employees;

RMI agreed to submit the merger agreement to its stockholders for approval and adoption by written consent promptly following the execution of the merger agreement, which consent was obtained on June 1, 2009;

we agreed to prepare and file a proxy statement with the SEC and to give notice of and convene a meeting of its stockholders;



we agreed to provide, during the six-year period following the consummation of the merger, all rights to indemnification existing on the closing date in favor of RMI's officers and directors, and to ensure that the surviving corporation fulfills its obligations to those officers and directors under RMI's certificate of incorporation and bylaws as in effect on the closing date; and

we agreed to prepare and file a registration statement on Form S-8 on or before the closing date with respect to all the shares of our common stock issuable as retention, transition and future incentive awards.

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**Conditions to Consummation of the Merger**

*Conditions to Each Party's Obligations to Effect the Merger*

The respective obligations of each party to consummate the transactions contemplated by the merger agreement are subject to the satisfaction (or waiver) of each of the following conditions at or prior to the closing:

the merger agreement shall have been approved and adopted by the requisite vote of the stockholders of RMI, and our stockholders shall have approved the issuance of the shares of our common stock to be issued in connection with the merger;

all approvals, authorizations or clearances required under any applicable antitrust laws with respect to any antitrust filings shall have been obtained and all requirements under the antitrust laws shall have been satisfied; and

no temporary restraining order, preliminary or permanent injunction or other order or judgment preventing the consummation of the merger shall have been issued by any court of competent jurisdiction and remain in effect.

*Conditions to NetLogic's and Merger Sub's Obligations to Effect the Merger*

The obligations of NetLogic and merger sub to consummate the transactions contemplated by the merger agreement are subject to the satisfaction (or waiver) at or prior to the closing of the following additional conditions:

that the representations and warranties of RMI contained in the merger agreement be true, complete and correct on the date of the merger agreement and on and as of the effective time with the same force and effect as if made as of such date, with certain exceptions;

that RMI not have materially breached its covenants under the merger agreement required to be performed and complied with as of the effective time;

that all required consents, approvals, orders or authorizations of, or registrations, declarations or filings with, any governmental authority have been obtained or made;

that no change has occurred since the date of the merger agreement that is materially adverse to RMI's financial condition, properties, assets, liabilities or business operations or might materially impair the ability of RMI to consummate the merger, other than material adverse changes resulting from changes in (a) general economic conditions and conditions affecting RMI's industry that do not affect RMI disproportionately, (b) events caused by the execution, delivery or performance of the merger agreement or (c) adverse conditions or events expressly disclosed by RMI in a disclosure schedule to the merger agreement (any such material adverse change is referred to as a company material adverse effect );

that there be no threatened or pending action or proceeding before any court or governmental authority that would result in the merger being rescinded following consummation, that seeks to prohibit or impose any limitations on our ownership or operation of RMI's business or assets, that could be reasonably be expected to result in a company material adverse effect (as described in the preceding bullet point) or, in the case of an action brought by a governmental entity, that challenges or seeks to restrain or prohibit the consummation of the merger;

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that RMI have obtained the approval of the holders of at least 75% of its capital stock with respect to the merger agreement and transactions contemplated thereby, including the approval of the holders of at least 80% of RMI's preferred stock and the holders of at least a majority of RMI's common stock;

that holders of no more than 5% of RMI's preferred stock and 30% of RMI's common stock have exercised appraisal rights under Delaware law;

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that (a) each member of a specified group of key RMI employees, (b) at least three out of five other specified key RMI employees and (c) at least 75% of all other RMI employees to whom we or the surviving corporation have extended offers of employment shall have agreed to accept such offers of employment;

that we have received executed copies of certain closing certificates and other documents, including a complete and accurate preliminary schedule indicating the allocation of merger consideration payable at closing and the nominal earn-out consideration; and

that all outstanding options and warrants to purchase shares of RMI stock have been terminated and we have received reasonably satisfactory documentation evidencing such termination.

### *Conditions to RMI's Obligations to Effect the Merger*

The obligations of RMI to consummate the transactions contemplated by the merger agreement are subject to the satisfaction (or waiver) at or prior to the closing of the following additional conditions:

that the representations and warranties of NetLogic and merger sub contained in the merger agreement be true, complete and correct on the date of the merger agreement and on and as of the effective time with the same force and effect as if made as of such date, with certain exceptions;

that neither we nor merger sub have breached our covenants under the merger agreement that are required to be performed or complied with as of the effective time;

that no change have occurred since the date of the merger agreement that is materially adverse to our financial condition, properties, assets, liabilities or business operations or might materially impair our ability to consummate the merger, other than changes resulting from (a) general economic conditions and conditions affecting our industry that do not affect us disproportionately, (b) events caused by the execution, delivery or performance of the merger agreement and adverse conditions or (c) events expressly disclosed to RMI by us in a disclosure schedule to the merger agreement (any such change is referred to as a parent material adverse effect );

that there be no threatened or pending action or proceeding before any court or governmental authority that would result in the merger being rescinded following consummation, that seeks to prohibit or impose any limitations on our ownership or operation of RMI's business or assets, that could be reasonably be expected to result in a parent material adverse effect (as described in the preceding bullet point) or, in the case of an action brought by a governmental entity, that challenges or seeks to restrain or prohibit the consummation of the merger;

that the shares of our common stock to be issued in the merger be approved for listing on the Nasdaq Global Market or such exchange as our common stock may then be listed; and

that RMI have received a written opinion from its counsel Pillsbury Winthrop Shaw Pittman LLP, counsel to RMI, to the effect that the merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the code.

### **Termination**

The bases on which the merger agreement may be terminated and the merger may be abandoned at any time prior to the effective time include the following:

by mutual written consent duly authorized by the boards of directors of NetLogic and RMI;

by either RMI or us if the merger shall not have been consummated by October 31, 2009, referred to as the end date, unless the action, or failure to act, of such party has been a principal cause of the failure of the merger to occur before the end date and constitutes a breach of the merger agreement;

by either RMI or us if a governmental authority shall have issued or enacted any legal requirement or taken any other action (including, without limitation, the failure to have taken an action), in any case

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having the effect of permanently restraining, enjoining or otherwise prohibiting the merger, which legal requirement is final and nonappealable, as applicable;

by RMI, (a) upon a breach of any representation, warranty, covenant or agreement set forth in the merger agreement by us or merger sub, or (b) if any representation or warranty of NetLogic or merger sub shall have become untrue, in either case such that the conditions set forth in the merger agreement would not be satisfied as of the time of the breach or as of the time such representation or warranty shall have become untrue; but if the inaccuracy in our or merger sub's representations and warranties or breach by us or merger sub is curable prior to the end date through the exercise of reasonable efforts, then RMI may not terminate the merger agreement sooner than 15 days following the receipt of written notice from RMI by us of the breach;

by us, (a) upon a breach of any representation, warranty, covenant or agreement set forth in the merger agreement by RMI or the stockholders' representative, or (b) if any representation or warranty of RMI shall have become untrue, in either case such that the conditions set forth in the merger agreement would not be satisfied as of the time of the breach or as of the time such representation or warranty shall have become untrue; but if the inaccuracy in RMI's representations and warranties or breach by RMI or the stockholders' representative is curable by RMI or the stockholders' representative prior to the end date through the exercise of reasonable efforts, then we may not terminate the merger agreement solely for the reasons set forth in this provision sooner than 15 days following the receipt of written notice from us by RMI of the breach;

by us, if a company material adverse effect (as described above in Conditions to Consummation of the Merger ) shall have occurred, or we first become aware of a company material adverse effect, after the date of the merger agreement; or

by RMI, if our board of directors fails to include our board of directors' recommendation to adopt and approve the matters set forth in this proxy statement or changes its recommendation.

## **Indemnification**

The merger agreement provides that any RMI preferred stockholder who accepts payment of the applicable portion of the merger consideration agrees that NetLogic, merger sub and our respective directors, officers, employees, agents and representatives shall have full recourse against, and be entitled to be compensated and reimbursed from, the escrow funds for any and all damages and losses arising from or relating to:

any fraud, misrepresentation or breach or failure of any representation or warranty made by RMI or the stockholders' representative in the merger agreement or in any officers certificate to be true and correct in all respects as of the date of the merger agreement and as of the closing date;

any post-closing claim for material breach or non-fulfillment of any covenant or agreement made or to be performed by RMI prior to the closing in the merger agreement or in any agreement or instrument entered into by RMI in connection with the merger agreement;

any inaccuracy in the allocation schedule delivered to us by the stockholders' representative setting forth the allocation of the merger consideration among the RMI stockholders; and

any indemnity payments to any person having acted or claiming to have acted as a broker, finder or financial advisor for any RMI stockholder, to the extent not otherwise included in the transaction expenses; and

the extent to which the costs of obtaining third party consents exceed an amount specified in the merger agreement;

specified third-party intellectual property claims (to the extent described below); and

any consideration paid by us or the surviving corporation with respect to excess dissenting shares, which are any dissenting shares in excess of 2.5% of the number of shares of RMI preferred stock and 15% of the number of shares of RMI common stock.

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Except in the case of fraud or intentional misrepresentation, or a breach of the representation regarding delivery of shares of RMI stock free and clear of any liens, our sole and exclusive remedy for indemnification claims is recourse against the shares our common stock deposited in escrow. In addition to the shares deposited in escrow at closing, we have a right, solely to the extent the aggregate amount of claims made against the escrow consideration during the escrow period exceeds the total amount of the escrow funds, to withhold from, and place into escrow, a portion of the earn-out consideration otherwise payable to the former RMI stockholders at the end of the 12-month earn-out period, up to a maximum of 10% of the earned amount, for any and all damages arising from or related to the matters in the first two bullet-points above. This earn-out set-off is deposited into the escrow and treated as escrow funds under the escrow agreement and the merger agreement.

The escrow shares are deemed to have a per share value equal to the applicable closing price for purposes of satisfying indemnification claims.

Indemnification is not available to us until the aggregate cumulative amount of all damages suffered by us and subject to indemnification claims under the merger agreement (other than damages relating to the specified intellectual property claims) exceeds \$500,000, in which event we may recover the entire amount of cumulative damages. Similarly, indemnification is not available to us for damages relating to the specified intellectual property claims unless and until the aggregate cumulative amount of all damages suffered by us arising out of those claims exceeds \$250,000, in which event we are entitled to recover 50% of the damages in excess of the \$250,000 deductible.

In order to bring a claim for indemnification under the merger agreement, we must deliver an officer's certificate to the RMI stockholders representative that describes the nature and amount of the claim. The stockholders' representative has 30 days after receipt of the officer's certificate to deliver a written objection to all or part of the officer's certificate. The written objection must include the basis of the objection and the amount in dispute. We then have 30 days to respond in a written statement to the objection. If any claims remain in dispute at the end of this 30-day period, the parties have agreed to attempt in good faith for 30 days to resolve the dispute. If no agreement is reached at the end of this 30-day period, either party may demand arbitration of the matter, which is to be conducted in accordance with the commercial rules of Judicial Arbitration & Mediation Services, or JAMS. The decision of the arbitrators as to the validity and amount of any claim shall be binding and conclusive upon the parties. The non-prevailing party pays the arbitration costs and fees of JAMS and the arbitration expenses of the prevailing party, other than attorneys' fees and costs.



**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION ON RMI**

The following table sets forth certain of RMI's consolidated financial data. The consolidated financial data as of and for the years ended December 31, 2008, 2007, 2006, 2005 and 2004 is derived from RMI's audited consolidated financial statements. The audited consolidated financial statements as of December 31, 2008 and 2007, and for the years ended December 31, 2008, 2007 and 2006 are included elsewhere in this proxy statement. The selected balance sheet data as of December 31, 2006, 2005 and 2004 and selected statements of operations data for the years ended December 31, 2005 and 2004 are derived from our audited financial statements not included in this proxy statement. The consolidated financial information as of and for the six month periods ended June 30, 2009 and 2008 is derived from RMI's unaudited consolidated financial statements, which are included elsewhere in this proxy statement and which, in RMI's opinion, include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of RMI's financial position and results of operations for such period. Interim results for the six months ended June 30, 2009 are not necessarily indicative of results for the remainder of the fiscal year or for any future period.

The selected historical financial data below should be read in conjunction with the consolidated financial statements and related notes and RMI Management's Discussion and Analysis of Financial Condition and Results of Operations contained elsewhere herein.

	Year Ended December 31,					Six Months Ended	
	2008	2007	2006	2005	2004	2009	2008
	(in thousands)						
<b>Consolidated Statements of Operations Data:</b>							
Revenue	\$ 78,946	\$ 64,345	\$ 30,053	\$ 13,295	\$ 12,495	\$ 35,314	\$ 41,217
Cost of revenue	31,806	33,654	22,180	8,034	8,621	13,477	16,877
Gross profit	47,140	30,691	7,873	5,261	3,874	21,837	24,340
Operating expenses:							
Research and development	38,875	34,195	26,134	23,815	29,908	17,364	19,480
In-process research and development			3,130				
Selling, general and administrative	25,551	18,957	12,330	9,880	7,355	13,798	12,074
Total operating expenses	64,426	53,152	41,594	33,695	37,263	31,162	31,554
Loss from operations	(17,286)	(22,461)	(33,721)	(28,434)	(33,389)	(9,325)	(7,214)
Interest expense	(1,940)	(1,937)	(1,354)	(2,138)	(1,288)	(679)	(1,106)
Other income (expense), net	57	855	904	776	224	(119)	127
Loss before income taxes	(19,169)	(23,543)	(34,171)	(29,796)	(34,453)	(10,123)	(8,193)
Provision for income taxes	103	222	94			560	72
Net loss before extraordinary item	(19,272)	(23,765)	(34,265)	(29,796)	(34,453)	(10,683)	(8,265)
Extraordinary gain on the resolution of acquisition price contingency		3,185					
Net loss	\$ (19,272)	\$ (20,580)	\$ (34,265)	\$ (29,796)	\$ (34,453)	\$ (10,683)	\$ (8,265)

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	2008	2007	December 31, 2006      2005		2004	June 30, 2009
			(in thousands)			
<b>Consolidated Balance Sheet Data:</b>						
Cash and cash equivalents	\$ 14,188	\$ 14,785	\$ 18,326	\$ 13,633	\$ 36,196	\$ 20,159
Working capital	13,731	11,685	12,132	5,590	33,099	20,092
Total assets	46,469	42,817	49,002	23,099	50,219	52,938
Line of credit	489	277				758
Contingent acquisition price liability			3,765	3,765	3,765	
Notes payable and intellectual property license obligation	6,336	10,580	8,861	13,607	12,838	18,794
Shareholders' equity	27,592	19,097	27,337	1,317	27,842	19,079

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION ON NETLOGIC**

The following table sets forth certain of our consolidated financial data. The consolidated financial data as of and for the years ended December 31, 2008, 2007, 2006, 2005 and 2004, is derived from our audited consolidated financial statements. The selected balance sheet data as of December 31, 2008 and 2007 and selected statements of operations data for the years ended December 31, 2008, 2007 and 2006 are derived from our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 incorporated by reference into this proxy statement. The selected balance sheet data as of December 31, 2006, 2005 and 2004 and selected statements of operations data for the years ended December 31, 2005 and 2004 are derived from our audited financial statements not included in this proxy statement. The consolidated financial information as of and for the six month periods ended June 30, 2009 and 2008 is derived from our unaudited consolidated financial statements, which are included in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 incorporated by reference into this proxy statement and which, in our opinion, include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of our financial position and results of operations for such period. Interim results for the six months ended June 30, 2009 are not necessarily indicative of results for the remainder of the fiscal year or for any future period.

The selected historical financial data below should be read in conjunction with the consolidated financial statements for those periods and their accompanying notes.

	2008	Year Ended December 31,			2004	Six Months Ended	
		2007	2006	2005		2009	June 30, 2008
		(in thousands, except per share data)					
<b>Consolidated Statements of Operations Data:</b>							
Revenue	\$ 139,927	\$ 109,033	\$ 96,806	\$ 81,759	\$ 47,833	\$ 62,851	\$ 70,723
Cost of revenue	61,616	44,732	36,762	33,415	26,664	27,531	31,365
Gross profit	78,311	64,301	60,044	48,344	21,169	35,320	39,358
Operating expenses:							
Research and development	51,607	45,175	36,578	21,939	19,425	26,334	24,563
In-process research and development		1,610	10,700				
Selling, general and administrative	26,567	19,672	15,455	10,936	9,932	14,172	12,709
Acquisition-related costs						1,335	
Total operating expenses	78,174	66,457	62,733	32,875	29,357	41,841	37,272
Income (loss) from operations	137	(2,156)	(2,689)	15,469	(8,188)	(6,521)	2,086
Interest income	1,595	4,431	3,737	1,568	382	443	839
Interest expense				(203)	(4,076)		
Other income (expense), net	(92)	32	3	(16)	(149)	(24)	(94)
Income (loss) before income taxes	1,640	2,307	1,051	16,818	(12,031)	(6,102)	2,831
Provision for (benefit from) income taxes	(1,937)	(288)	459	379		(29)	(628)
Net income (loss)	\$ 3,577	\$ 2,595	\$ 592	\$ 16,439	\$ (12,031)	\$ (6,073)	\$ 3,459
Net income (loss) per share - basic	\$ 0.17	\$ 0.13	\$ 0.03	\$ 0.93	\$ (1.17)	\$ (0.28)	\$ 0.16
Net income (loss) per share - diluted	\$ 0.16	\$ 0.12	\$ 0.03	\$ 0.87	\$ (1.17)	\$ (0.28)	\$ 0.16
Shares used in calculation - basic	21,472	20,747	19,758	17,725	10,318	21,883	21,277
Shares used in calculation - diluted	22,314	21,938	21,107	18,992	10,318	21,883	22,214



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	2008	2007	December 31, 2006	2005	2004	June 30, 2009
	(in thousands)					
<b>Consolidated Balance Sheet Data:</b>						
Cash and cash equivalents and short-term investments	\$ 96,541	\$ 50,689	\$ 89,879	\$ 65,788	\$ 41,411	\$ 88,263
Working capital	87,853	63,956	95,986	65,162	45,283	88,961
Total assets	245,771	203,151	157,769	85,529	59,454	246,345
Software licenses and other obligations	1,219	2,528	2,625	687	1,317	4,570
Stockholders' equity	200,267	171,888	142,524	68,656	48,102	208,756

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**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

The following unaudited pro forma condensed combined consolidated financial statements are based on the historical financial statements of NetLogic and RMI after giving effect to the agreement for our merger with RMI, and the assumptions, reclassifications and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined balance sheet as of June 30, 2009 is presented as if the merger with RMI had occurred on June 30, 2009. The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2009, and year ended December 31, 2008, are presented as if the RMI merger had occurred on January 1, 2008 with recurring merger-related adjustments reflected in each of the periods.

Determination of the RMI purchase price and allocations of the RMI purchase price used in the unaudited pro forma condensed combined financial statements are based upon preliminary estimates and assumptions. These preliminary estimates and assumptions could change significantly during the purchase price measurement period as we finalize the valuations of the net tangible assets and intangible assets. Any change could result in material variances between our future financial results and the amounts presented in these unaudited condensed combined financial statements, including variances in fair values recorded, as well as expenses associated with these items.

The unaudited pro forma condensed combined financial statements are prepared for illustrative purposes only and are not necessarily indicative of or intended to represent the results that would have been achieved had the transaction been consummated as of the dates indicated or that may be achieved in the future. The unaudited pro forma condensed combined financial statements do not reflect any operating efficiencies and associated cost savings that we may achieve with respect to the combined companies.

The unaudited pro forma condensed combined financial statements should be read in conjunction with our historical consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2008, Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, the historical financial statements of RMI for the year ended December 31, 2008 (pages F-2 to F-38), the historical unaudited financial statements of RMI as of and for the six months ended June 30, 2009 (pages F-39 to F-62), and other information pertaining to NetLogic and RMI contained in this proxy statement.

**Table of Contents****UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET****JUNE 30, 2009****(in thousands)**

	Historical				
	NetLogic at June 30, 2009	RMI at June 30, 2009	Pro Forma Adjustments (Note 4)		Pro Forma Combined
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 88,263	\$ 20,159	\$ (14,533)	(a)	\$ 93,889
Accounts receivables, net	7,995	9,717			17,712
Inventories	9,656	5,791	3,000	(b)	18,447
Deferred income taxes	2,897				2,897
Prepaid expenses and other current assets	6,874	2,408	(125)	(d)	9,157
Total current assets	115,685	38,075	(11,658)		142,102
Property and equipment, net	7,918	3,670			11,588
Goodwill	68,712	7,163	35,988	(c)	111,863
Intangible asset, net	32,888		150,600	(c)	183,488
Other assets	21,142	4,030	7,975	(d)	33,147
Total assets	\$ 246,345	\$ 52,938	\$ 182,905		\$ 482,188
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>					
Current liabilities:					
Accounts payable	\$ 9,551	\$ 3,452	\$		\$ 13,003
Accrued liabilities	13,212	9,527	6,924	(d)	29,663
Deferred margin	536	452	(452)	(e)	536
Line of credit		758	(758)	(a)	
Notes payable, current		3,794	245	(f)	4,039
Software licenses and other obligations, current	3,425				3,425
Total current liabilities	26,724	17,983	5,959		50,666
Notes payable, long-term		15,000	(15,000)	(d)	
Software licenses and other obligations, long-term	1,145				1,145
Deferred tax liabilities, long-term		565	(565)	(c)	
Other liabilities	9,720	311	12,307	(g)	22,338
Total liabilities	37,589	33,859	2,701		74,149
Stockholders equity:					
Preferred stock, common stock and additional paid-in capital of NetLogic stockholders	290,810		209,635	(h)	500,445
Preferred stock, common stock and additional paid-in capital of RMI stockholders		207,772	(207,772)	(h)	
Accumulated deficit	(82,054)	(188,693)	178,341	(h)	(92,406)
Total stockholders equity	208,756	19,079	180,204		408,039
Total liabilities and stockholders equity	\$ 246,345	\$ 52,938	\$ 182,905		\$ 482,188





**Table of Contents****UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS****YEAR ENDED DECEMBER 31, 2008****(in thousands, except per share data)**

	Historical			
	NetLogic for Year Ended December 31, 2008	RMI for Year Ended December 31, 2008	Pro Forma Adjustments (Note 4)	Pro Forma Combined
Revenue	\$ 139,927	\$ 78,946	\$	\$ 218,873
Cost of revenue	61,616	31,806	22,431 (i)	115,853
Gross profit	78,311	47,140	(22,431)	103,020
Operating expenses:				
Research and development	51,607	38,875		90,482
Selling, general and administrative	26,567	25,551	2,122 (i)	54,240
Total operating expenses	78,174	64,426	2,122	144,722
Income (loss) from operations	137	(17,286)	(24,553)	(41,702)
Interest and other income (expense), net	1,503	(1,883)	1,358 (j)	978
Income (loss) before income taxes	1,640	(19,169)	(23,195)	(40,724)
Provision for (benefit from) income taxes	(1,937)	103	(9,278)(k)	(11,112)
Net income (loss)	\$ 3,577	\$ (19,272)	\$ (13,917)	\$ (29,612)
Net income (loss) per share Basic	\$ 0.17			\$ (1.12)
Net income (loss) per share Diluted	\$ 0.16			\$ (1.12)
Shares used in calculation Basic	21,472		5,026 (l)	26,498
Shares used in calculation Diluted	22,314		4,184 (l)	26,498

**Table of Contents****UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS****SIX MONTHS ENDED JUNE 30, 2009****(in thousands, except per share data)**

	Historical NetLogic for Six Months Ended June 30, 2009	RMI for Six Months Ended June 30, 2009	Pro Forma Adjustments (Note 4)	Pro Forma Combined
Revenue	\$ 62,851	\$ 35,314	\$	\$ 98,165
Cost of revenue	27,531	13,477	9,902 (i)	50,910
Gross profit	35,320	21,837	(9,902)	47,255
Operating expenses:				
Research and development	26,334	17,364		43,698
Selling, general and administrative	14,172	11,781	1,237 (i)	27,190
Acquisition-related costs	1,335	2,017		3,352
Total operating expenses	41,841	31,162	1,237	74,240
Loss from operations	(6,521)	(9,325)	(11,139)	(26,985)
Interest and other income (expense), net	419	(798)	386 (j)	7
Loss before income taxes	(6,102)	(10,123)	(10,753)	(26,978)
Provision for (benefit from) income taxes	(29)	560	(4,301)(k)	(3,770)
Net loss	\$ (6,073)	\$ (10,683)	\$ (6,452)	\$ (23,208)
Net loss per share Basic	\$ (0.28)			\$ (0.86)
Net loss per share Diluted	\$ (0.28)			\$ (0.86)
Shares used in calculation Basic	21,883		5,026 (l)	26,909
Shares used in calculation Diluted	21,883		5,026 (l)	26,909

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**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

**1. Preliminary Fair Value of Consideration Transferred**

On May 31, 2009, we entered into an Agreement and Plan of Merger Reorganization with RMI. The value of the merger consideration to be paid at the closing date as specified in the merger agreement is equal to \$181.35 million plus \$2.0 million as an advance earn-out payment. The total number of shares of our common stock to be issued to the holders of RMI preferred stock at the closing date will be equal to the amount of calculated value that is allocable to the shares of RMI preferred stock divided by the applicable closing price of our common stock. The applicable closing price will generally be the same as the average closing price of our common stock for the 20-trading day period ending on the third trading day prior to the closing date, but it cannot be more than \$34.90 or less than \$26.97. The total amount of cash to be paid to the holders of RMI common stock at the closing date will be equal to the amount of calculated value that is allocable to the shares of RMI common stock under the merger agreement, plus the \$2 million advance earn-out credit referenced above. In calculating the amount of cash payable to the holders of RMI common stock, the collar does not limit the amount of cash they are paid. The size of the cash payment may therefore be greater than or less than the portion of the nominal value allocable to the RMI common stock.

The value of the maximum remaining earn-out consideration as specified in the merger agreement is \$68.0 million, which will be allocated, determined and paid in the same manner and kind as the merger consideration payable at the closing date but will be reduced by the advance earn-out credit paid to the holders of RMI common stock at the closing date, and may be reduced further by up to \$1 million for a special bonus payment to the chief executive officer of RMI in the circumstances specified in the merger agreement. The earn-out is based on the achievement of a specified revenue target for a 12-month period after the closing date.

The revenue target for the earn-out period is based on RMI management's financial plan as of April 2009, which included projections of RMI's revenues on a quarterly basis through the fourth quarter of 2010. The revenue target for the earn-out is equal to the sum of the monthly revenue targets for each of the twelve calendar months during the earn-out period, which begins on the first day of the first full calendar month following the closing date of the acquisition (each monthly revenue target represents one-third of the projected revenue amount for the quarter in which the month falls). If the acquisition is completed in October 2009, the revenue target would be \$122.7 million. Earn-out consideration would become payable once revenue equal to 75% of \$122.7 million, or \$92.0 million, is achieved during the earn-out period, at the rate of \$2.4 million for each percentage point above 75% and \$3.4 million for each percentage point above 90%.

One hundred percent of the shares of our common stock issued as merger consideration at the closing date will be subject to a lock-up for six months following the closing date, and 50% of the shares will be subject to a lock-up for one year following the closing date. Earn-out consideration will be paid within 90 days after the end of the 12-month earn-out measurement period.

The following examples illustrate how different average closing prices of our common stock would affect the relative allocations of total merger consideration among the holders of RMI preferred stock and RMI common stock and the approximate total value of the merger consideration. The average closing prices used in these examples were chosen solely for the sake of providing a range of sample calculations. In each example, the amounts shown are estimates. For the sake of simplicity, escrow offsets are ignored, figures have been rounded and we have assumed that:

there will be no change in the number of outstanding shares of each class and series of RMI stock between May 31, 2009, the date of the merger agreement, and the closing date; and

all of the earn-out objectives will be achieved, such that the nominal value of the earn-out consideration is \$70.0 million.

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Average Closing Price	Applicable Closing Price	Approximate Amount of Cash Payable to RMI	Approximate Number of Shares Issuable to RMI Preferred Stockholders	Total Value of Merger Consideration
		Common Stockholders		
\$20.00	\$ 26.97	\$5.9 million, all of which is payable at closing	9,050,000 shares, of which 6,500,000 are issuable at closing and 2,550,000 are issuable at end of earn-out period	\$186.9 million
\$30.00	\$ 30.00	\$14.4 million, of which \$8.0 million is payable at closing and \$6.4 million is payable at end of earn-out period	7,900,000 shares, of which 5,850,000 are issuable at closing and 2,050,000 are issuable at end of earn-out period	\$251.4 million
\$40.00	\$ 34.90	\$21.6 million, of which \$9.1 million is payable at closing and \$12.5 million is payable at end of earn-out period	6,662,000 shares, of which 5,026,000 are issuable at closing and 1,636,000 are issuable at end of earn-out period	\$288.0 million
\$45.00	\$ 34.90	\$28.9 million, of which \$14.2 million is payable at closing and \$14.7 million is payable at end of earn-out period	6,560,000 shares, of which 4,940,000 are issuable at closing and 1,620,000 are issuable at end of earn-out period	\$324.1 million
\$50.00	\$ 34.90	\$36.0 million, of which \$19.7 million is payable at closing and \$16.3 million is payable at end of earn-out period	6,480,000 shares, of which 4,860,000 are issuable at closing and 1,620,000 are issuable at end of earn-out period	\$360.1 million

Based on the formulas set forth in the merger agreement, the maximum number of shares of common stock that we would be required to issue as merger consideration (including the earn-out portion, assuming attainment of all objectives) is approximately 9,050,000 shares.

For purposes of the preparation of these pro forma condensed combined financial statements, we applied the average closing price for a 20-day period ending on July 28, 2009, the third trading day prior to the most recent quarter end date, and our stock price as of July 31, 2009 of \$39.75 on RMI's projected outstanding capital stock at closing. Based on this average closing price of \$36.80 per share, an estimated 5,026,000 shares will be issued to RMI preferred shareholders and approximately \$8.4 million will be paid to RMI common shareholders at closing. Additionally, we estimate that an earn-out of \$12.3 million will be achieved, which would be settled by issuing approximately 310,000 shares of our common stock. The total purchase price can change based on the average closing price for our common stock prior to closing. Any differences between the fair value of the consideration issued will be recorded as goodwill.

**2. Preliminary Purchase Price Determination**

The merger-date fair value of the total consideration to be transferred, assuming a closing date of June 30, 2009, is estimated as follows (in thousands):

Payments to RMI preferred shareholders in stock	\$ 199,783
Payments to RMI common shareholders in cash	8,375
Acquisition-related contingent consideration	12,307
<b>Total</b>	<b>\$ 220,465</b>

In accordance with SFAS 141(R), a liability will be recognized for the estimated merger date fair value of the acquisition-related contingent consideration based on the probability of the achievement of the revenue

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target. Any change in the fair value of the acquisition-related contingent consideration subsequent to the merger date, including changes from events after the acquisition date, such as changes in our estimate of the revenue expected to be achieved and changes in our stock price, will be recognized in earnings in the period the estimated fair value changes. The fair value estimate assumes probability-weighted revenues are achieved over the earn-out period. Actual achievement of revenues at or below 75% of the revenue range for this assumed earn-out period would reduce the liability to zero. If the amount of revenue recognized is greater than 75% of the revenue target, the RMI stockholders will receive a nominal amount of earn-out consideration that increases as the percentage gets closer to 100%, up to a maximum amount of \$70 million. Specifically, the formula provides that, if the calculated percentage is greater than 75%, then the nominal amount of earn-out consideration is equal to \$2.4 million for each percentage point above 75% and by an additional \$3.4 million for each percentage point above 90%. For example, if the amount of recognized revenue is 80% of the target, the nominal earn-out amount would be \$12 million, i.e. 5.0 multiplied by \$2.4 million. If the amount of recognized revenue is 95% of the target, the nominal earn-out amount would be \$53 million, i.e. the sum of (a) 15.0 multiplied by \$2.4 million, plus (b) 5.0 multiplied by \$3.4 million. Similarly, the number of shares that we will issue in the earn-out (to the extent the revenue milestones are achieved) is determined in reference to the applicable closing price. The market price of our common stock may have changed significantly over the 12- to 15-month period between the closing date and the date the earn-out is paid. If the market price of our common stock increases substantially during this period, the market value of the stock portion of the earn-out consideration may be significantly greater than the amount allocated to it by the formulas in the merger agreement. As a result, the total value of the earn-out consideration paid by us may exceed the nominal value of \$70.0 million specified in the merger agreement (including the \$2.0 million of advance earn-out credit paid to the holders of RMI common stock at closing). A change in the fair value of the acquisition-related contingent consideration could have a material impact on our statement of operations and financial position in the period of the change in estimate. The pro forma income statements have not been adjusted to give effect to the potential change in acquisition-related contingent consideration liability.

The estimated initial earn-out liability was based on our probability assessment of RMI's revenue achievements during the earn-out period. In developing these estimates, we considered the revenue projections of RMI management, RMI's historical results, and general macro-economic environment and industry trends. This fair value measurement is based on significant revenue inputs not observed in the market and thus represents a Level 3 measurement as defined by SFAS 157, *Fair Value Measurements*. Level 3 instruments are valued based on unobservable inputs that are supported by little or no market activity and reflect our own assumptions in measuring fair value. We assumed a probability-weighted revenue achievement of approximately 80% of target. We determined that the resulting earn-out consideration would be 310,000 shares of our common stock (and no cash payment). We then applied our closing stock price of \$39.75 as of July 31, 2009 to the 310,000 shares to arrive at an initial earn-out liability of \$12.3 million.

As retention incentive awards, under the definitive agreement we have agreed (i) to issue fully vested shares of our common stock with a total nominal value of \$8.65 million to specified RMI employees at the closing date for services through the consummation of the merger, (ii) to grant restricted stock units to employees of RMI to vest over 12 months of employment with us, and (iii) to grant restricted stock units and/or stock options to employees of RMI, subject to vesting and other terms to be determined by us. The number of shares of our common stock to be provided will be determined by dividing the total amount specified in each of clauses (i), (ii) and (iii) by the applicable closing price. The maximum number of additional shares of common stock that we would be required to issue to continuing RMI employees as incentive awards is approximately 4,030,000 shares, of which 690,000 shares would be in the form of unrestricted stock and restricted stock units and 3,340,000 shares would be subject to employee stock options. We will not be assuming any outstanding stock options or warrants to purchase capital stock of RMI in the merger. We will record the estimated stock-based compensation expense of \$9.9 million relating to the fully vested shares of common stock in our statement of operations at the issue date. We will record the stock-based compensation expense associated with the restricted stock units and/or stock options that are subject to future service requirements in our statement of operations over the future service period. We have not included any of the stock-based compensation expense relating to these three types of retention incentive awards in the pro-forma condensed combined statements of operations.

**Table of Contents****3. Preliminary Allocation of Consideration Transferred**

The merger will be accounted for as a business combination under Statement of Financial Accounting Standards No. 141(R), Business Combinations ( SFAS 141(R) ). The estimated total purchase price of \$220.5 million was allocated to the net tangible and intangible assets acquired and liabilities assumed based on their fair values as of the date of the completion of the acquisition as follows (in thousands):

Current assets:	
Inventory	\$ 8,791
Other current assets	26,126
Property and equipment	3,670
Deferred tax assets	22,975
Other non-current tangible assets	4,030
Amortizable intangible assets:	
Existing and core technology	82,200
Customer contracts and related relationships	16,200
Composite intangible assets	1,500
Tradenames and trademarks	2,200
Non competition agreements	300
Backlog	3,000
Indefinite-lived intangible asset:	
In-process research and development	45,200
Accounts payable and accrued liabilities	(12,900)
Deferred tax liabilities, current	(6,549)
Principal and interest due on RMI's notes payable to NetLogic	(15,125)
Other notes payable	(4,039)
Other long-term liabilities	(265)
Goodwill	43,151
 Total	 \$ 220,465

As of the effective date of the merger, inventories are required to be measured at fair value. We do not have detailed information at this time as to the specific finished goods relating to each stage of completion of work-in-progress. The preliminary fair value adjustment to inventory of \$3.0 million is based on assumptions applied at an aggregate level to the June 30, 2009 RMI inventory balance. In estimating the fair value of finished goods and work-in-progress inventory, we made assumptions on the selling prices and selling cost associated with the inventory. We assumed that estimated selling prices would yield gross margins consistent with actual margins earned by RMI during the first half of 2009. We assumed that selling cost as a percentage of revenue would be consistent with actual rates experienced by RMI during the first half of 2009.

Existing and core technology consisted of products which have reached technological feasibility and relate to the multi-core, multi-threaded processing products (XLR and XLS) and the ultra low-power processing products (Au 1xxx). The value of the developed technology was determined by discounting estimated net future cash flows of these products. We will amortize the existing and core technology on a straight-line basis over estimated lives of 3 to 7 years.

Customer relationships relate to our ability to sell existing and future versions of products to existing RMI customers. The fair value of the customer relationships was determined by discounting estimated net future cash flows from the customer contracts. We will amortize customer relationships on a straight-line basis over an estimated life of 10 years.

Composite intangible assets relate to matured legacy products. The fair value of the developed technology was determined by discounting estimated net future cash flows of these products. We will amortize the composite intangible assets on a straight-line basis over an estimated life of 2 years.

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Tradenname and trademarks represents various RMI brands, registered product names and marks. The fair value of tradenname and trademarks was determined by estimating a benefit from owning the asset rather than paying a royalty to a third party for the use of the asset. We will amortize the asset on a straight-line basis over an estimated life of 3 years.

Non-competition agreements were valued by determining the difference in net future cash flows with and without the covenant not to compete. We will amortize the assets on a straight-line basis over an estimated life of 2.5 years.

The backlog fair value relates to the estimated selling cost to generate backlog at an expected closing date in the quarter ending September 30, 2009. The fair value of backlog at closing will be amortized over an estimated life of 4 months.

In-process research and development, or IPRD, consisted of the in-process project to complete development of the XLP product. The value assigned to IPRD was determined by considering the importance of products under development to the overall development plan, estimating costs to develop the purchased IPRD into commercially viable products, estimating the resulting net cash flows from the projects when completed and discounting the net cash flows to their present value. The fair values of IPRD were determined using the income approach, which discounts expected future cash flows to present value. The discount rate used in the present value calculations was derived from a weighted-average cost of capital analysis, adjusted to reflect additional risks related to the product's development and success as well as the product's stage of completion. Acquired IPRD assets are initially recognized at fair value and are classified as indefinite-lived assets until the successful completion or abandonment of the associated research and development efforts. Accordingly, during the development period after the acquisition date, these assets will not be amortized as charges to earnings; instead this asset will be subject to periodic asset value impairment testing. Upon successful completion of the development process for the acquired IPRD project, the asset would then be considered a finite-lived intangible asset and amortization of the asset will commence over its expected life of 8 years. Development of the XLP technology is currently estimated to be approximately 75% complete and expected to be completed in the third quarter of 2010. Efforts are ongoing to complete a tape-out model and process a wafer prototype through a third party foundry by the fourth quarter of 2009. Validation, testing and further re-work may be required prior to achieving volume production which is anticipated to occur in 2011. The estimated incremental cost to complete the XLP technology is approximately \$7.2 million. Our result of operations and financial position in 2011 could be adversely impacted if the technology is not successful and completed in the expected time frame.

At the merger date, notes payable assumed will be recorded at fair value. Fair value is determined by discounting future cash payments at a market borrowing rate.

The deferred tax liability associated with the estimated fair value adjustments of assets to be acquired and liabilities to be assumed is recorded using the estimated weighted average statutory tax rate in the jurisdictions where the fair value adjustments may occur.

Of the total estimated purchase price paid at the time of acquisition, approximately \$43.2 million has been allocated to goodwill. Goodwill represents the excess of the purchase price of an acquired business over the fair value of the underlying net tangible and intangible assets and is not deductible for tax purposes. Among the factors that contributed to a purchase price in excess of the fair value of the net tangible and intangible assets was the acquisition of an assembled workforce of experienced semiconductor engineers, synergies in products, technologies, skillsets, operations, customer base and organizational cultures that can be leveraged to enable us to build an enterprise greater than the sum of its parts. In accordance with SFAS 142, goodwill will not be amortized but instead be tested for impairment at least annually and more frequently if certain indicators of impairment are present. In the event that management determines that the value of goodwill has become impaired, we will record an expense for the amount impaired during the fiscal quarter in which the determination is made.

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Upon completion of the fair value assessment after the merger, we anticipate that the final purchase price allocation will differ from the preliminary allocation outlined above. Additionally, the fair value of assets acquired and liabilities assumed may be materially impacted by the results of RMI's operations up to the date of completion of the merger. The actual amounts recorded may differ materially from the information presented herein. Any changes to the initial estimates of the fair value of the assets and liabilities will be recorded as adjustments to those assets and liabilities, with any residual amount recorded as goodwill.

**4. Pro Forma Adjustments**

The pro forma adjustments included in the unaudited pro forma condensed combined consolidated balance sheet and statements of operations are as follows:

- (a) To record payment of the following (in thousands):

Initial cash purchase consideration for RMI	\$ 8,375
Direct acquisition costs and fees	5,400
Settlement of RMI's outstanding line of credit	758
<b>Total</b>	<b>\$ 14,533</b>

- (b) To record acquired finished good inventories at estimated selling prices less selling cost and acquired work-in-progress inventories at estimated selling prices less estimated manufacturing and selling cost.

- (c) To record the following adjustments (in thousands):

	<b>Goodwill</b>	<b>Intangible assets, net</b>	<b>Deferred tax liabilities, long term</b>
Historical balances, as reported			
NetLogic balances	\$ 68,712	\$ 32,888	\$
RMI balances	7,163		565
Pro forma adjustments:			
Eliminate RMI's goodwill	(7,163)		
Eliminate RMI's deferred tax liability			(565)
Record goodwill	43,151		
Record amortizable intangible assets:			
Existing and core technology		82,200	
Customer contracts and related relationships		16,200	
Composite intangible assets		1,500	
Tradenames and trademarks		2,200	
Non competition agreement		300	
Backlog		3,000	
Record indefinite-lived intangible asset:			
In-process research and development		45,200	
<b>Total pro forma adjustments</b>	<b>35,988</b>	<b>150,600</b>	<b>(565)</b>
Pro forma combined	\$ 111,863	\$ 183,488	\$





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(d) To record the following adjustments (in thousands):

	Prepaid expenses and other current assets	Other assets, long term	Accrued liabilities	Note payable, long-term
Record deferred tax assets, long-term	\$	\$ 22,975	\$	\$
Record deferred tax liabilities, current			6,549	
Record initial recognition of RMI acquisition-related contingent consideration liability				
Record NetLogic's direct acquisition costs			500	
Eliminate principal and interest on a term note between RMI and NetLogic	(125)	(15,000)	(125)	(15,000)
	\$ (125)	\$ 7,975	\$ 6,924	\$ (15,000)

(e) To eliminate RMI's deferred margin arising from transactions which require no further performance effort.

(f) To eliminate RMI's note payable balance of \$3,794,000 and record assumed notes payable at fair value of \$4,039,000. The fair value of notes payable was estimated by discounting remaining future payments under the notes at our estimated cost of borrowing of 5.75%.

(g) To record the initial recognition of RMI acquisition related contingent consideration liability.

(h) To record the following adjustments to stockholders' equity (in thousands):

	NetLogic's preferred stock, common stock and additional paid-in capital	RMI's preferred stock, common stock and additional paid-in capital	NetLogic's accumulated deficit	RMI's accumulated deficit	Total
Historical balances, as reported					
NetLogic stockholders' equity	\$ 290,810	\$	\$ (82,054)	\$	\$ 208,756
RMI stockholders' equity		207,772		(188,693)	19,079
Pro forma adjustments:					
Record NetLogic's issuance of common stock in connection with payment of initial stock consideration	199,783				199,783
Eliminate RMI's historical equity		(207,772)		188,693	(19,079)
Record fully vested common stock issued at closing for services through the consummation of the merger against NetLogic's accumulated deficit	9,852		(9,852)		
Record direct acquisition costs and fees due at closing against			(500)		(500)

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NetLogic's accumulated deficit

Total adjustments to stockholders equity	209,635	(207,772)	(10,352)	188,693	180,204
Pro forma combined	\$ 500,445	\$	\$ (92,406)	\$	\$ 408,039

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- (i) To eliminate RMI's historical amortization of intangible assets and to record amortization of estimated intangible assets recorded as a result of the RMI acquisition.

	Estimated Value	Expected Life (in thousands, except expected life data)	Expense for Twelve Months Ended December 31, 2008	Expense for Six Months Ended June 30, 2009
Amortization of intangible assets included in cost of revenue				
Elimination of historical charges			\$ (1,397)	\$ (513)
Addition of estimated amortization charges for:				
Existing and core technology	\$ 82,200	3-7 years	20,078	10,040
Composite intangible assets	1,500	2 years	750	375
Backlog	3,000	4 months	3,000	
			\$ 22,431	\$ 9,902
Amortization of intangible assets included in selling, general and administrative expenses				
Elimination of historical charges			\$ (351)	\$
Addition of estimated amortization charges for:				
Customer contracts and related relationships	\$ 16,200	10 years	1,620	810
Tradenames and trademarks	2,200	3 years	733	367
Non-competition agreements	300	2.5 years	120	60
			\$ 2,122	\$ 1,237

- (j) To eliminate RMI's historical debt service costs in connection with the line of credit and to record the notes payable and related interest expense on the notes payable at fair value.

	Expense for Twelve Months Ended December 31, 2008	Expense for Six Months Ended June 30, 2009
	(in thousands)	
Elimination of historical debt servicing costs	\$ 1,936	\$ 552
Interest expense on notes payable at fair value	(578)	(166)
Total	\$ 1,358	\$ 386

- (k) To record the income tax impact at the weighted average estimated statutory income tax rates of 40% for the six months ended June 30, 2009 and 40% for the year ended December 31, 2008, applicable to the jurisdictions in which the pro forma adjustment are

expected to be recorded.

- (l) To record the preliminary estimates of shares issued as initial consideration payment in connection with the merger of 5,026,000 and to eliminate the anti-dilutive effect of potential common shares. The shares to be issued were estimated based on projected RMI preferred and common shares outstanding at closing, based on an average closing price for a 20-day period ending on July 28, 2009 (which assumes a theoretical closing date of July 31, 2009).

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***Employment Agreements***

We have negotiated employment agreements associated with certain key employees. No pro forma adjustments have been recorded as these agreements do not materially differ from existing arrangements in place prior to the merger.

***Pre-Acquisition Contingencies***

We have evaluated and continue to evaluate pre-acquisition contingencies related to RMI that existed as of the acquisition date. If these pre-acquisition contingencies that existed as of the acquisition date become probable in nature and estimable during the remainder of the measurement period, amounts recorded for such matters will be made in the measurement period as an adjustment to goodwill and, if subsequent to the measurement period, in our results of operations.

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**COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA**

The following table sets forth certain historical and pro forma per share data for NetLogic and RMI. The historical data for NetLogic is derived from and should be read together with our audited consolidated financial statements and related notes thereto contained in our Form 10-K for the fiscal year ended December 31, 2008, and our unaudited condensed consolidated financial statements and related notes thereto contained in our Form 10-Q for the period ended June 30, 2009, parts of which are incorporated by reference into this proxy statement and are described under the section entitled "Where You Can Find More Information; Incorporation By Reference." The historical data for RMI is derived from RMI's audited financial statements for the year ended December 31, 2008 and unaudited financial statements for the period ended June 30, 2009, which are included elsewhere in this proxy statement and shares used in calculation of basic and diluted data prepared by RMI management.

The pro forma data for NetLogic and equivalent pro forma data for RMI are derived from and should be read together with the unaudited pro forma condensed combined financial statements of NetLogic, which are included elsewhere in this proxy statement, shares used in calculation of basic and diluted data for NetLogic prepared by our management, and shares used in calculation of basic and diluted data for RMI prepared by RMI management. For purposes of calculating the equivalent pro forma data for RMI, an assumed exchange ratio of 0.023 as if the exchange occurred on June 30, 2009, is applied to our pro forma combined data.

We completed our acquisition of net assets associated with the network search engine business of Integrated Device Technology, Inc. on July 17, 2009. Our historical results prior to that date do not include the effects of the acquisition of the NWD assets. The audited statement of net assets acquired and statement of revenues and expenses for the year ended March 31, 2009, and unaudited pro forma financial information related to the closing of the acquisition of the NWD assets has been included in our Form 8-K filing on July 20, 2009, which is incorporated by reference into this proxy statement.

**This summary of comparative historical and pro forma per share data is being provided for illustrative purposes only. The business of NetLogic and RMI may have performed differently had the merger occurred prior to the period presented. In addition, since the unaudited pro forma condensed combined financial statements have been prepared based on preliminary estimates of purchase consideration and fair values of assets acquired and liabilities assumed, the actual amounts recorded may differ materially from the information presented. You should not rely on the pro forma per share data presented as being indicative of the results that would have been achieved had NetLogic and RMI been combined during the period presented or of the future results of NetLogic following the merger.**

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	<b>Historical NetLogic</b>	<b>Historical RMI</b>	<b>Pro Forma Combined</b>	<b>Pro Forma Equivalent of one RMI share (1)</b>
<b>Net income (loss) per share - basic:</b>				
Year ended December 31, 2008	\$ 0.17	\$ (0.09)	\$ (1.12)	\$ (0.03)
Six months ended June 30, 2009	\$ (0.28)	\$ (0.05)	\$ (0.86)	\$ (0.02)
<b>Net income (loss) per share - diluted:</b>				
Year ended December 31, 2008	\$ 0.16	\$ (0.09)	\$ (1.12)	\$ (0.03)
Six months ended June 30, 2009	\$ (0.28)	\$ (0.05)	\$ (0.86)	\$ (0.02)
<b>Net asset value per share</b>				
At June 30, 2009	\$ 8.84	\$ 0.09	\$ 14.25	\$ 0.33
Shares used net asset per share calculation (in millions)	23.6	218.8	28.6	

- (1) The pro forma equivalent of one RMI share has been calculated by applying the exchange ratio of 0.023 to the pro forma combined per share data. The exchange ratio was computed by dividing 5,026,000 NetLogic shares estimated to be issued at closing in exchange for RMI shares projected to be outstanding at closing of 218.8 million. In determining the projected RMI share count of 218.8 million, we considered the outstanding preferred and common shares as of July 31, 2009 and an estimate of outstanding options and warrants that are in-the-money and exercisable at closing. The exchange ratio does not include the cash consideration payable to RMI common stock holders.



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**SUPPLEMENTAL UNAUDITED PRO FORMA CONDENSED COMBINED**

**FINANCIAL DATA OF NETLOGIC**

We completed our acquisition of net assets associated with the network search engine business of Integrated Device Technology, Inc., or IDT, which we refer to as the NWD Assets, on July 17, 2009. Our historical results prior to that date do not include the effects of the acquisition of the NWD Assets. The audited statement of net assets acquired and statement of revenues and expenses for the year ended March 31, 2009, and unaudited pro forma financial information related to the closing of the acquisition of the NWD Assets have been included in our Form 8-K filing on July 20, 2009, which is incorporated by reference in this proxy statement.

The supplemental unaudited pro forma condensed combined financial data are based on unaudited pro forma condensed combined financial data of NetLogic and RMI presented in *Unaudited Pro Forma Condensed Combined Financial Statements*, giving the effects of combining the acquisition of the NWD Assets on a pro forma basis and have been separately included in the supplemental unaudited pro forma condensed combined financial data presented in the tables below labeled *Pro Forma Combined* including NWD Assets. The statements of revenues and expenses related to the NWD Assets for the year ended March 31, 2009 and for the six months ended June 28, 2009 have been included in the pro forma combined data as if the acquisition had occurred on January 1, 2008 while the statement of NWD Assets related to the NWD Assets as of June 28, 2009 have been included in the pro forma combined data as if the acquisition occurred on that date. Because of the difference in year ends of NetLogic and the NWD Assets, the statement of revenues and expenses related to the NWD Assets for the three months ended March 29, 2009 has been included in the Unaudited Pro Forma Condensed Combined Statement of Operations for both the year ended December 31, 2008 and the six months ended June 30, 2009. Revenue and net loss for the NWD Assets for the three months ended March 29, 2009 was \$8,231,000 and \$5,986,000, respectively.

The supplemental unaudited pro forma condensed combined financial data should be read in conjunction with the unaudited pro forma condensed combined financial data of NetLogic and RMI included elsewhere herein, respective NetLogic and RMI consolidated financial statements of those periods and their accompanying notes, either incorporated by reference to this proxy statement or included elsewhere herein, and the statement of NWD Assets and statement of revenue and expenses related to NWD Assets, incorporated by reference in this proxy statement.

**This summary pro forma data is being provided for illustrative purposes only. NetLogic, RMI and the acquired NWD Assets may have performed differently had the merger occurred prior to the period presented. In addition, since the unaudited pro forma condensed combined financial statements have been prepared based on preliminary estimates of purchase consideration and fair values of assets acquired and liabilities assumed, the actual amounts recorded may differ materially from the information presented. You should not rely on the pro forma per share data presented as being indicative of the results that would have been achieved had NetLogic, RMI and the acquired NWD Assets been combined during the period presented or of our future results following the merger.**

**Table of Contents****UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET****JUNE 30, 2009****(in thousands)**

		Historical			Pro Forma
	Pro Forma	NWD Assets	Pro Forma		Combined -
	Combined	at June 28,	Adjustments		including NWD
		2009	(Note 1)		Assets
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 93,889	\$	\$ (63,000)	(a)	\$ 30,889
Accounts receivables, net	17,712				17,712
Inventories	18,447	6,841	4,800	(b)	30,088
Deferred income taxes	2,897				2,897
Prepaid expenses and other current assets	9,157				9,157
Total current assets	142,102	6,841	(58,200)		90,743
Property and equipment, net	11,588	479			12,067
Goodwill	111,863		25,080	(c)	136,943
Intangible asset, net	183,488		62,800	(c)	246,288
Other assets	33,147		215	(d)	33,362
Total assets	\$ 482,188	\$ 7,320	\$ 29,895		\$ 519,403
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>					
Current liabilities:					
Accounts payable	\$ 13,003	\$	\$		\$ 13,003
Accrued liabilities	29,663		665	(d)	30,328
Deferred margin	536				536
Notes payable, current	4,039		10,000	(e)	14,039
Software licenses and other obligations, current	3,425				3,425
Total current liabilities	50,666		10,665		61,331
Line of credit, long-term			7,000	(e)	7,000
Notes payable, long-term			20,000	(e)	20,000
Software licenses and other obligations, long-term	1,145				1,145
Other liabilities	22,338				22,338
Total liabilities	74,149		37,665		111,814
Stockholders' equity:					
Common stock and additional paid-in capital of NetLogic equity holders	500,445				500,445
IDT's investment in NWD Assets		7,320	(7,320)	(f)	
Accumulated deficit	(92,406)		(450)	(d)	(92,856)
Total stockholders' equity	408,039	7,320	(7,770)		407,589
Total liabilities and stockholders' equity	\$ 482,188	\$ 7,320	\$ 29,895		\$ 519,403



**Table of Contents****UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS****YEAR ENDED DECEMBER 31, 2008****(in thousands, except per share data)**

	<b>Pro Forma Combined</b>	<b>Historical NWD Assets for Year Ended March 29, 2009</b>	<b>Pro Forma Adjustments (Note 1)</b>		<b>Pro Forma Combined - including NWD Assets</b>
Revenue	\$ 218,873	\$ 63,591	\$		\$ 282,464
Cost of revenue	115,853	38,692	8,804	(g)	163,349
	103,020	24,899	(8,804)		119,115
Operating expenses:					
Research and development	90,482	18,727			109,209
Selling, general and administrative	54,240	8,093			62,333
Restructuring		2,147			2,147
Intangible assets impairment		262			262
Total operating expenses	144,722	29,229			173,951
Income (loss) from operations	(41,702)	(4,330)	(8,804)		(54,836)
Interest and other income (expense), net	978		(2,285)	(h)	(1,307)
Income (loss) before income taxes	(40,724)	(4,330)	(11,089)		(56,143)
Provision for (benefit from) income taxes	(11,112)		(868)	(i)	(11,980)
Net income (loss)	\$ (29,612)	\$ (4,330)	\$ (10,221)		\$ (44,163)
Net income (loss) per share Basic	\$ (1.12)				\$ (1.67)
Net income (loss) per share Diluted	\$ (1.12)				\$ (1.67)
Shares used in calculation Basic	26,498				26,498
Shares used in calculation Diluted	26,498				26,498

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## UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

SIX MONTHS ENDED JUNE 30, 2009

(in thousands, except per share data)

	Pro Forma Combined	Historical NWD Assets for Six Months Ended June 28, 2009	Pro Forma Adjustments (Note 1)		Pro Forma Combined - including NWD Assets
Revenue	\$ 98,165	\$ 20,403	\$		\$ 118,568
Cost of revenue	50,910	11,458	4,402	(g)	66,770
	47,255	8,945	(4,402)		51,798
Operating expenses:					
Research and development	43,698	6,336			50,034
Selling, general and administrative	27,190	3,447			30,637
Acquisition-related costs	3,352				3,352
Restructuring		2,810			2,810
Intangible assets impairment		262			262
Total operating expenses	74,240	12,855			87,095
Income (loss) from operations	(26,985)	(3,910)	(4,402)		(35,297)
Interest and other income (expense), net	7		(898)	(h)	(891)
Income (loss) before income taxes	(26,978)	(3,910)	(5,300)		(36,188)
Provision for (benefit from) income taxes	(3,770)		(385)	(i)	(4,155)
Net income (loss)	\$ (23,208)	\$ (3,910)	\$ (4,915)		\$ (32,033)
Net income (loss) per share Basic	\$ (0.86)				\$ (1.19)
Net income (loss) per share Diluted	\$ (0.86)				\$ (1.19)
Shares used in calculation Basic	26,909				26,909
Shares used in calculation Diluted	26,909				26,909

**Table of Contents****NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS****1. NWD Assets Pro Forma Adjustments*****Background to the Acquisition***

On July 17, 2009, we purchased intellectual property and other assets relating to the network search engine business of Integrated Device Technology, Inc., or IDT, which we refer to as the NWD Assets, for \$100 million, including approximately \$10 million in inventory, pursuant to an Asset Purchase Agreement dated April 30, 2009.

The NWD Assets were not operated as a stand-alone business, but were an integrated part of IDT's consolidated business. As such, no separate audited financial statements of the NWD Assets have ever been prepared and IDT did not maintain the distinct and separate accounts necessary to prepare the full financial statements of the NWD Assets. The statements of NWD Assets acquired include only the specific assets related to the NWD Assets that were sold to us. The statements of revenues and expenses related to the NWD Assets include the net revenues and operating expenses directly attributable to the development, manufacture, sale and distribution of network search engine products as well as an allocation of corporate research and development, selling, general and administrative expenses. The allocation of these expenses, which was determined by IDT management, is not necessarily indicative of costs that would be incurred on a stand-alone basis due to economies of scale, differences in management judgment, a requirement for more or fewer employees, and other factors. Future results of operations and financial position could differ materially from the historical amounts presented herein. The statements of revenues and expenses related to the NWD Assets do not include interest income, income taxes or any other indirect expenses not noted above. Complete financial statements for the NWD Assets were not prepared as the NWD Assets did not solely constitute a separate reportable segment of IDT and therefore it was impracticable to prepare full financial statements as required by Rule 3-05 of Regulation S-X.

***Preliminary Purchase Price Determination***

The inventory acquired was subject to post-closing adjustments, pursuant to the asset purchase agreement. For purposes of this pro forma presentation, the purchase consideration was estimated to be \$100 million.

***Preliminary Allocation of Consideration Transferred***

The acquisition was accounted for as a business combination under SFAS 141(R). The estimated total purchase price of \$100 million was allocated to the net tangible and intangible assets based on their fair values as of the date of the completion of the acquisition as follows (in thousands):

Inventory	\$ 11,641
Machinery and equipment, net	479
Amortizable intangible assets:	
Composite intangible assets	62,800
Goodwill	25,080
Total	\$ 100,000

As of the effective date of the acquisition, inventories are required to be measured at fair value. The preliminary fair value adjustment to inventory of \$4.8 million was based on assumptions applied at an aggregate level to the June 30, 2009 NWD Assets inventory balance. In estimating the fair value of the NWD Assets inventory as of June 30, 2009, we made assumptions about projected selling prices and the remaining selling and manufacturing efforts associated with the inventory. We assumed that (1) \$4.8 million of the inventory balance was work-in-progress (based on the portion of inventory represented by work-in-progress as of March 31, 2009),

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(2) work-in-progress represents 75% of completed cost, (3) selling prices would yield gross margins consistent with actual gross margins of approximately 40% earned by IDT during its fiscal year ended March 31, 2009, (4) \$1.8 million of remaining selling and manufacturing efforts associated with the inventory (based on management's assumption that work-in-progress represents 75% of completed cost, and NetLogic's incremental third-party selling costs during the first half of 2009), and (5) a profit allowance of \$0.6 million (based on management's assumption of a reasonable margin).

Composite intangible assets consist of products which have reached technological feasibility and include IDT's search accelerator, network search engine and route accelerator product families. The value of the developed technology was determined by discounting estimated net future cash flows of these products. Composite intangible assets are comprised of existing technology and customer relationships. Because no future products were planned in the business acquired, and market participants would continue to sell products solely under existing relationships until the products are obsolete, both components of the asset are deemed to have the same useful lives and treated as a composite asset. There are six composite assets, each represented by a product line with its own fair value supported by an underlying cashflow projection. Their respective useful lives of 2 to 9 years are based on the period of remaining significant cashflow streams by product. We are amortizing these composite intangible assets on a straight-line basis over the respective estimated lives.

Of the total estimated purchase price paid at the time of acquisition, approximately \$25.1 million has been allocated to goodwill. Goodwill represents the excess of the purchase price of an acquired business over the fair value of the underlying net tangible and intangible assets and is deductible for tax purposes. Among the factors that contributed to a purchase price in excess of the fair value of the net tangible and intangible assets were expected benefits from economies of scale by combining the NWD Assets with our business. In accordance with SFAS 142, goodwill will not be amortized but instead be tested for impairment at least annually and more frequently if certain indicators of impairment are present. In the event that management determines that the value of goodwill has become impaired, we will record an impairment charge during the fiscal quarter in which the determination is made.

On June 19, 2009, NetLogic and its material subsidiaries entered into a credit agreement with a group of financial institutions to provide \$55 million of new credit facilities for a three-year term. The credit facilities consist of a \$25 million senior secured revolving credit facility and \$30 million of senior secured term loans. The proceeds of the loans financed a portion of the purchase consideration for the NWD Assets. Borrowings under the credit facility bear interest at annual rate equal to the higher of the leading bank's prime rate or the Federal Funds Effective Rate, as published by the Federal Reserve Bank of New York, plus 0.50% plus a margin ranging from 0.50% to 1.75%.

***Pro Forma Adjustments***

The pro forma adjustments, included in the unaudited pro forma condensed combined consolidated balance sheet and statement of operations, are as follows:

- (a) To record payment of estimated cash consideration of the acquisition of the NWD Assets of \$100,000,000, net of proceeds from the facility drawdown of \$37,000,000 to partially finance the acquisition of the NWD Assets at close.
- (b) To record acquired finished good and work-in-progress inventories at estimated selling prices less selling cost.
- (c) To record acquired intangible assets and goodwill resulting from the transaction.
- (d) To record NetLogic's direct acquisition costs payable of \$450,000 and direct financing costs payable of \$215,000 for legal, accounting, valuation and other professional services. Direct acquisition costs are charged to the accumulated deficit. Direct financing costs are included as deferred charges.

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- (e) To record drawdown of \$30,000,000 in notes payable and \$7,000,000 under a line of credit arrangement.
- (f) To eliminate IDT's investment in the NWD Assets.
- (g) To record the amortization of intangible assets arising from the acquisition of the NWD Assets.

	Estimated Value	Expected Life (in thousands, except expected life data)	Expense for Twelve Months Ended December 31, 2008	Expense for Six Months Ended June 30, 2009
CG2-CR	\$ 400	2 years	\$ 200	\$ 100
Toy CAM	300	2 years	150	75
CG2	6,000	5 years	1,200	600
CG4	5,900	6 years	983	492
Block Ternary	7,800	5 years	1,560	780
Non-Cisco	42,400	9 years	4,711	2,355
	\$ 62,800		\$ 8,804	\$ 4,402

- (h) To record the amortization of deferred charges, accretion of debt discounts and estimated interest expenses in connection with debt financing of the acquisition. Deferred charges are amortized on a straight-line basis over the contractual term of the facility. The debt discount is accreted on the effective interest rate method over the contractual term of the notes payable. Interest expense is estimated based on current rates and is subject to market rate fluctuations during the facility term.

	Estimated Value	Expected Life (in thousands, except for expected life data)	Expense for Twelve Months Ended December 31, 2008	Expense for Six Months Ended June 30, 2009
Amortization of deferred charges	\$ 513	3 years	\$ 171	\$ 86
Accretion of debt discounts	375	3 years	202	72
Interest expense			1,912	740
Total			\$ 2,285	\$ 898

- (i) Adjustment to record the income tax impact of the pro forma adjustments at the weighted average estimated statutory income tax rates of 8% for the six months ended June 30, 2009 and 8% for the year ended December 31, 2008, applicable to the jurisdictions in which the pro forma adjustments are expected to be recorded.

## Forward Looking Information



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The following information contains forward-looking statements. Please refer to the disclosure and disclaimer regarding forward-looking statements contained elsewhere in this proxy statement under the heading CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS.

We believe the historical financial statements of the NWD Assets are not indicative of future financial condition or results of operations because of changes in the business that we will make on an ongoing basis compared with how it was managed historically. These changes will result in the omission of various operating expenses. Due to overlapping products and technologies of the NWD Assets with our own, we will significantly reduce the ongoing research and development activities related to the NWD Assets and employ less than ten people to support the business on an ongoing basis, which is substantially less than the number of people

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similarly employed by IDT during the fiscal year ended March 31, 2009 and quarter ended June 28, 2009. Despite the significant decrease in ongoing cash operating expenses, we will incur a significant amount of intangible amortization on an ongoing basis related to the approximately \$63 million of capitalized intangible assets recorded in connection with the acquisition. Given the relatively long product cycles of the customer network equipment that utilizes the products that we acquired with the NWD assets, we believe the revenues from these products will generate cash flows ranging from the next two to nine years despite our limited ongoing investment. For our third quarter ending September 2009, we believe the acquired NWD Assets will contribute approximately \$4.2 million in post-acquisition revenues and for the fourth quarter ending December 31, 2009, we anticipate revenues of \$7.0 to \$7.5 million from this source. We expect gross margins to remain consistent with gross margins generated by IDT during their fiscal year ended March 31, 2009 of approximately 40% before accounting for the amortization of intangible assets and the fair market value adjustment for inventory. We expect to record amortization expense of less than \$2.0 million and net interest expense of approximately \$0.6 million related to the acquisition in the third quarter ending September 30, 2009, and amortization expense of \$2.2 million and interest expense of \$0.6 million in the fourth quarter ending December 31, 2009.

**Table of Contents****HISTORICAL COMMON STOCK MARKET PRICE AND DIVIDENDS**

Historical market price data for RMI has not been presented as there is no established trading market in RMI common stock.

Shares of our common stock are traded on the Global Select Market of the NASDAQ Stock Market under the symbol NETL. The following table sets forth, for the periods indicated, the intra-day high and low per share sale prices of our common stock, as reported on the Global Select Market.

	<b>Price Range Per Share</b>	
	<b>High</b>	<b>Low</b>
<b>Fiscal 2009</b>		
Second quarter	\$ 38.50	\$ 26.77
First quarter	\$ 28.57	\$ 19.68
<b>Fiscal 2008</b>		
Fourth quarter	\$ 30.45	\$ 14.42
Third quarter	\$ 39.10	\$ 26.98
Second quarter	\$ 40.26	\$ 23.44
First quarter	\$ 32.90	\$ 20.15
<b>Fiscal 2007</b>		
Fourth quarter	\$ 38.69	\$ 27.46
Third quarter	\$ 37.25	\$ 26.76
Second quarter	\$ 35.17	\$ 26.08

**Dividends**

RMI has never paid cash dividends on its common stock and does not anticipate paying any cash dividends in the foreseeable future. The merger agreement prohibits the declaration and payment of dividends by RMI prior to closing without our consent.

NetLogic has never paid cash dividends on our common stock, and we do not anticipate paying any cash dividends in the foreseeable future. We expect to retain earnings, if any, to fund the development and growth of its business. Under a credit agreement dated June 19, 2009 with a syndication of banks, we are prohibited from the declaration and payment of dividends.

**Table of Contents****RMI'S BUSINESS****Overview**

RMI is a leading fabless semiconductor company that provides high performance, power-optimized processor solutions for several target markets: infrastructure equipment, enterprise systems, security and storage appliances, data center systems and industrial and connected media devices. RMI's processors enable secure delivery, use and sharing of information and rich media content. Its proprietary architecture and innovative processor designs deliver high throughput, increased processing capacity and advanced functionality within a given power budget. RMI's processors can replace a number of single function semiconductors with a highly integrated, multi-function processing solution that is scalable and programmable, allowing its customers to rapidly and cost-effectively bring a wide variety of product offerings to market.

From the company's launch in 2002, RMI has been primarily engaged in the design and development of high performance processor solutions. RMI offers a family of high-performance multi-core, multi-threaded XLP, XLR and XLS Processors targeted at carrier-class infrastructure systems and equipment, including 3G/4G mobile wireless infrastructure, enterprise networking, data center, security and storage markets. The XLR Processor family was introduced in May 2005, the XLS Processor family was introduced in February 2007, and the XLP Processor family was announced in May 2009. In addition, RMI offers a family of ultra low-power processors, originating from the ultra low-power processor product line RMI acquired from Advanced Micro Devices, Inc. in July 2006, which is targeted at high-volume enterprise networked client, industrial and connected media applications. RMI introduced its Au1210 and Au1250 Processors targeted at connected media applications in January 2007. In February 2009, RMI introduced its Au1300 Processor family, targeted at mobile media devices with 3D graphics acceleration, performance up to 800 MHz and power rates of less than 1/2 watt at speed. RMI shipped its one-millionth processor in October 2005, its five-millionth processor in February 2008 and its eight-millionth processor in March 2009.

RMI sells directly to OEMs, ODMs and distributors, as well as to contract manufacturers who build products for the OEMs who are its customers. To further accelerate the adoption of its processor solutions, RMI has developed an extensive ecosystem of partners that facilitate delivery of end-to-end solutions. In 2008, RMI's products were incorporated into the product offerings of more than 200 companies.

**RMI's Solution**

RMI offers highly scalable processor solutions that allow system designers the flexibility to optimize performance, power consumption and cost for a wide variety of applications across all three segments of the evolving global connectivity network: infrastructure equipment, enterprise systems and connected media devices.

RMI believes its solutions offer the following key features and benefits to its customers:

*High performance with low power usage.* In the infrastructure equipment and enterprise systems markets, RMI offers multi-core processors with proprietary four-way multi-threaded processor core architecture. RMI's multi-threading capability allows each thread to act as a virtual central processing unit, or vCPU, within the processor core, thereby making each processor core capable of much higher throughput. With up to eight processor cores and up to 32 vCPUs enabled by four-way multi-threading, its products can achieve a throughput rate up to 40Gbps. RMI's XLR, XLS and XLP Processors offer processing speeds of up to 1.4GHz, 1.5GHz and over 2.0GHz, respectively. RMI's proprietary processor architecture also implements a high-speed Memory Distributed Interconnect network, consisting of a Fast Messaging Network™ and point-to-point interconnects, enabling high-speed communication between cores, accelerators and network interfaces and more efficient memory access. Autonomous Acceleration Engines® enable its processors to offload computationally intensive software code from the processing core to an on-chip hardware component for faster and more power-efficient execution. As a result, RMI processors can perform multiple complex and specialized tasks such as network traffic prioritization and application and content inspection without utilizing processor core resources. RMI's architecture allows its customers to maximize processor utilization and

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throughput at a specified power budget for each target application. In the connected media device market, its power-optimized single-core processor solutions offer media-rich and multi-application processing capabilities at high processing speeds up to 700 MHz. For very low power applications, these processor solutions consume less than 450 mW at 600 MHz. RMI's autonomous Media Acceleration Engines® off-load processor-intensive tasks, such as video transcoding, to an on-chip hardware component, leaving ample available processing capacity for its customers to implement and run a variety of additional multimedia applications simultaneously and without degrading performance.

*High level of integration.* RMI's solutions can replace a number of single function semiconductors through a highly integrated processing solution which provides its customers with greater ease of design and faster time-to-market for their products. In addition, all of its products incorporate security processing engines or algorithms for secure connectivity and communications. In the communications equipment market, RMI's processor architecture integrates network accelerators, memory access accelerators, compression and decompression engines, and high performance network interconnects. This allows RMI's customers to develop systems with fewer semiconductor components as well as systems that perform a broader range of functions. This level of integration eliminates the need for separate co-processors, digital signal processors and the associated complexity of software for each additional processing component.

*Scalable platform solutions.* RMI provides a scalable platform of processing solutions that spans a wide range of performance and functional requirements and end-market applications. RMI's processor solutions achieve scalability through various combinations of its innovative processor architecture, optimized processing capacity utilization, programmability, and software- and pin-compatibility. Specifically, RMI's enterprise and infrastructure customers can meet their various and increasing performance requirements by selecting from its broad range of processor solutions that incorporate or utilize different numbers of processor cores and vCPUs with minimal changes to the software code and system design. This enables RMI's customers to leverage their investment in common software tools and code implementation to easily customize its solutions for use in their evolving product offerings.

*Accelerated time to market.* RMI's processor solutions feature comprehensive software development kits, full reference designs, device drivers, support for standards-based operating systems, such as Linux and Windows CE, and a simple programming environment based on the commonly used C/C++ programming language. This allows RMI's customers to quickly migrate existing software to run on RMI's processors and more easily develop applications to satisfy varying functional requirements, thereby accelerating the time to market for their products. RMI has also developed strong relationships with third parties that form the ecosystem required for RMI's customers to deliver an end-to-end solution quickly. This ecosystem consists of providers of operating systems, software tools, applications, development boards and supporting devices designed for specific applications of RMI's products.

### **RMI's Products**

RMI offers a range of high performance, highly integrated, feature-rich SoC processor solutions. These processor solutions provide high throughput, power efficiency, application and content awareness and security for the evolving global connectivity network. RMI's products serve the infrastructure equipment, enterprise systems and connected media markets within this network with a wide range of feature and performance configurations.

#### *XLR® Processor Family*

RMI's multi-core, multi-threaded XLR Processor® family is a high throughput, feature-rich processor solution for a wide variety of high-performance infrastructure equipment, enterprise networking, security and storage systems. RMI's XLR Processors enable applications, such as integrated security, triple-play Web services, virtualized storage, load balancing and server offload, as well as content and application aware, multi-service routing and switching. RMI's processors are fully programmable using standard C/C++ programming

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language, which eliminates the need for microcoding or proprietary scripting. RMI's industry-standard interfaces provide an extensive set of connectivity options. All XLR Processors are software- and pin- compatible and available in a variety of power options, enabling scalable system designs within a single platform.

### *XLS® Processor Family*

RMI's XLS Processor® family offers mid- to entry- level derivative versions of XLR's multi-core, multi-threaded architecture. RMI's XLS Processor leverages the XLR's performance, scalability and technology innovations and incorporates additional advanced connectivity standards. XLS Processors address applications that demand smaller form factor and lower power consumption. RMI's XLS Processors are pin compatible within each series and software compatible across all XLS and XLR processor families.

### *XLP Processor Family*

RMI's latest generation XLP Processor family is based on the XLR Processor multi-core, multi-threaded architecture. The XLP Processor family will feature a multi-issue design and up to three times higher throughput per watt than the XLR processors with memory cache systems, internal and peripheral interconnects expanded to match the higher throughput. The XLP Processors are expected to enable applications, such as integrated security, quad-play Web services, virtualized storage, load balancing and server offload, as well as content and application aware, multi-service routing and switching. The XLP processors are designed on an advanced 40nm process and are expected to be available for sampling to customers in the fourth quarter of 2009.

### *XL®7110 Processor*

RMI's XL7110 Processor is a legacy product that RMI acquired in July 2003 from SandCraft Inc.

### *Ultra Low-Power Processor Family*

RMI's ultra low-power processor family, previously marketed by RMI under the Alchemy® name, consists of high performance, feature-rich, very low power processor solutions targeted at portable applications that deliver a rich multimedia experience to end users. RMI's media processors integrate a variety of peripheral components, such as memory, LCD display and camera controllers, wireless interfaces, AES security cryptography engine and a fully integrated media acceleration engine. RMI's processors support all digital video formats, including MPEG, DivX, and WMV9, and deliver full D1 or high definition performance, all without the need to transcode content between source and target applications. RMI's processors also support widely used operating systems such as WinCE 5.0, 6.0 and Linux.

## **RMI's Technology**

RMI believes its advanced processor technologies enable its multi-core, multi-threaded processor solutions to deliver very high performance per watt to its customers. It believes this is accomplished by tight integration of key technologies and an innovative architecture. RMI has leveraged its technology advantages across its product platform.

### *High Performance Processor Core Technology, Multi-threading*

RMI believes its expertise is in designing high speed, low power processor cores and incorporating them in high performance, scalable processor solutions. RMI's XLR Processor design is the industry's first multi-core, multi-threaded implementation of the MIPS® instruction set architecture. Its processor solutions significantly improve throughput by incorporating onto a single chip multiple sets of identical 4-way multi-threaded processor cores. Each of the four tightly integrated hardware threads on RMI's core acts as a vCPU. Unlike single-threaded designs, RMI's multi-core, multi-threaded architecture is well suited for a network-oriented, layer 4 through 7 processing environment and is capable of significantly reducing the performance delays associated with memory latency. RMI's use of multi-threading reduces the overall number of cores needed to be placed on a SoC to achieve a desired performance level, thus reducing processor cost, die size and internal interconnect complexity.

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**Table of Contents***Low Power Design*

RMI employs low power chip design techniques across RMI's product families. These design techniques include extensive clock gating, low voltage, low leakage cell libraries, memory controllers that automatically enable configurable DDR memory power management and overall system power awareness. RMI optimizes the power performance ratio of RMI's multi-core, multi-threaded processors through the use of advanced manufacturing process technologies and dynamic frequency control, and RMI plans to introduce extensive power gating technology into its next generation processor solutions. In addition, given the importance of power efficiency in the enterprise networked client, industrial and connected media devices, RMI's ultra low-power processors implement fast branch resolution technology and a tightly coupled system bus to further decrease total power consumption.

*Fast Messaging Network Technology*

RMI's Fast Messaging Network is an innovative way of enabling point-to-point on-chip communications, allowing its multi-core, multi-threaded architecture to deliver highly efficient parallel data processing performance. The Fast Messaging Network works in conjunction with RMI's on-chip Memory Distributed Interconnect® and I/O Distributed Interconnect® networks to connect all cores, caches, I/O and processing agents within the SoC. The Fast Messaging Network eliminates data locks and relieves system loading by supporting hundreds of millions of in-flight messages and packet descriptors between all on-chip elements. The result is a highly scalable on-chip communications architecture designed to eliminate communications bottlenecks between processor cores, acceleration engines, interfaces and memory and thereby maximize processor throughput.

*Autonomous Acceleration Engines®: Network, Compression and Security*

RMI's processors are equipped with a variety of highly-optimized autonomous acceleration engines that offload key functions from the processor cores and thereby streamline processing efficiency. In RMI's XLR, XLS and XLP processors, a proprietary Autonomous Network Acceleration Engine® interface supports higher-layer programmable parsing, packet direction management, checksum verification and load-balanced packet distribution across the multiple processor threads. In RMI's XLS and XLP processors, a proprietary Compression/Decompression Engine offloads the compression functions to an autonomous IP block, freeing up additional processing capacity within each core for greater efficiency and throughput. In its ultra low-power processors, Autonomous Security Acceleration Engines® and Advanced Encryption Standard Cryptography Engines enable RMI to completely off-load encryption/decryption and authentication-related hashing operations from its processor cores. Unlike solutions that integrate security within the processor core, its use of autonomous on-chip security engines enables device manufacturers to avoid slowing down the processor with the security function and frees up processing power for other device requirements.

*Media Acceleration Engine Technology*

RMI's proprietary, low power Media Acceleration Engine incorporated in RMI's ultra low-power processors enables the play back of premium video content at very high resolution. The computational demand of decoding high-quality MPEG/WMV video content is typically a major challenge for traditional processors. With most traditional devices, native D1 (720x480 resolution) video content must be transcoded to a lower bit-rate and resolution because of insufficient processing power or excessive power consumption required to play high-quality, rich media. Transcoding, traditionally requiring the use of additional digital signal processor blocks, can take as long as the playback time of the file itself, which diminishes the user experience. RMI's Media Acceleration Engine addresses this challenge by supporting most digital media codecs and delivering up to 720p resolution without the need for a digital signal processor to transcode content. In addition, RMI's Media Acceleration Engine offloads power-intensive tasks such as motion compensation, scaling, color space conversion and filtering from the processor core, thus freeing the core to handle additional user interface functions, advanced audio processing and other demands.

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### **RMI's Customers**

RMI sells its products to OEMs worldwide, either directly or through contract manufacturing organizations, ODMs and distributors. In 2008, RMI's products were incorporated through sales to its OEMs or distributors into the product offerings of more than 200 companies, including Aruba Networks, Cisco Systems, Dell, Digital Cube, Hewlett-Packard, Huawei, H3C, Juniper Networks, McAfee, Samsung, and Thinkware.

RMI receives a substantial portion of its revenues from a limited number of customers. For the years ended 2008 and 2007, its top five customers accounted for 44.5% and 51.3% of its revenues, respectively.

### **RMI's Sales and Marketing**

RMI sells its products worldwide through multiple channels that include distributors, independent sales representatives and direct sales. RMI's direct sales personnel are based in the United States, China, Japan, Korea, Taiwan and Europe. RMI also has field applications engineering and technical marketing personnel based in each of these countries that support all of its channels. These personnel provide technical support and assistance to existing and potential customers in designing, testing and qualifying products that incorporate RMI's products. RMI intends to expand its direct sales and support staffing in key regions as opportunities develop.

RMI's sales cycle typically runs six to 18 months for connected media devices and 12 months to more than three years for infrastructure equipment and enterprise systems. This cycle involves RMI's technical marketing, sales and field application engineers actively engaging with the system design, engineering and procurement groups at each customer. If successful, this process results in the customer's decision to use RMI's product in their system, followed by a lengthy period of design-in, testing and verification that precedes the first volume shipments of RMI's product to the customer. Once one of RMI's products is incorporated into a customer's design, it is likely to be used for the life cycle of the customer's product since a redesign generally would be time consuming and expensive.

### **RMI's Research and Development**

RMI devotes substantial resources to its research and development activities to further enhance the performance, integration and cost effectiveness of its products and to develop new products for existing and emerging markets. RMI works closely with its customers to understand and meet their requirements and align its research and development efforts to meet market requirements and future direction. Frequent interaction between its silicon, software and systems design teams gives RMI a comprehensive view necessary to deliver complex, high-performance, low-power products to its customers.

RMI's hardware and software engineering design teams are located in Cupertino, California, Austin, Texas, Bangalore, India, and Beijing, China. RMI also uses contractors for specific skills or to supplement RMI's existing resources, as needed.

### **RMI's Manufacturing**

RMI uses third-party foundries and assembly and test contractors to manufacture, assemble and test RMI's semiconductor products. This outsourced manufacturing approach significantly reduces RMI's capital requirements and allows it to focus its resources on the design, development and marketing of its products. RMI's engineers work closely with RMI's foundries and other contractors to increase yields, lower manufacturing costs and improve quality.

RMI currently outsources wafer manufacturing of all of its products to Taiwan Semiconductor Manufacturing Company, or TSMC, with the exception of the XL7110, which is manufactured by United Microelectronics Corporation, or UMC. Both TSMC and UMC are located in Taiwan. RMI works closely with TSMC and UMC to forecast on a monthly basis its manufacturing capacity and lead time requirements. RMI's SoCs are currently fabricated using complementary metal-oxide semiconductor, or CMOS, process technology in several advanced, sub-micron feature sizes.



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RMI's products are shipped from its third-party foundries to third-party assembly and test facilities where they are assembled into finished packages and tested. RMI outsources all product packaging and substantially all testing requirements for these products to several assembly and test subcontractors, including ASE Electronics in Taiwan and Singapore and ISE in the United States. RMI's products are designed to use standard packages and to be tested with widely available test equipment.

RMI has implemented significant quality assurance and test procedures to assure high levels of product quality for its customers. RMI's designs are subjected to extensive circuit simulation under extreme conditions of temperature, voltage and processing before being committed to manufacture. RMI has completed and has been awarded ISO 9001:2000 certification. In addition, all of RMI's independent foundries and assembly and test subcontractors have been awarded ISO 9001 certification.

### **RMI's Competition**

RMI competes primarily with other suppliers of high performance processor products used in infrastructure equipment, enterprise systems and connected media device applications. With respect to the infrastructure equipment and enterprise systems markets, RMI's principal competitors include AMCC, AMD, Broadcom, Cavium Networks, Freescale, Hifn, Intel, Marvell, and PMC-Sierra. With respect to the connected media device markets, RMI's principal competitors include Freescale, Intel, nVidia, Samsung, Sigma Designs, Marvell, CSR PLC and Texas Instruments. RMI also faces competition from a number of private companies in the markets in which it participates, including Tiler and others.

The markets for RMI's products are highly competitive and are characterized by rapid technological change, declining average selling price and continuously evolving customer requirements. RMI believes that the principal competitive factors in its markets include:

the ability to develop processing solutions and architectures that are technologically superior to those offered by competitors;

product performance, feature set and cost;

time to market;

the ability to provide a reliable supply of products in sufficient quantities to meet customer forecasts and purchase orders;

initial product adoption into customer designs and leveraging initial design commitments to expand customer relationships;

the quality and diversity of ecosystem partners that provide reference designs, tool support and other services to customers; and

product roadmap.

RMI believes that it currently competes favorably with respect to each of these factors. Many of RMI's present or potential competitors may have greater name recognition and deeper penetration of RMI's target markets, broader and more diversified products and services, larger scale sales forces and budgets, more established relationships with customers, better sales channels and greater financial, technical and other resources. Increased competition could harm RMI's business by, for example, increasing pressure on its profit margins or causing it to lose customers. In addition, delivery of products with defects or reliability, quality or compatibility problems may damage RMI's reputation and competitive position.

### **RMI's Intellectual Property and Proprietary Rights**

RMI relies on a combination of intellectual property rights, including patents, trade secrets, copyrights and trademarks and contractual protections.



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RMI has 63 issued patents and 63 pending patent applications in the United States, and two issued and 15 pending foreign patent applications. The 63 issued patents in the United States expire in the years beginning in 2017 through 2029. The two issued foreign patents expire in 2022 and 2024. RMI's issued patents and pending patent applications relate to multi-core and multi-threaded microprocessor design techniques, integrated SoC components, architectures and design techniques and other processing solutions concepts, as well as certain hardware and software technology patents not directly related to its principal product lines. RMI focuses its patent efforts in the United States, and, when justified by cost and strategic importance, it files corresponding foreign patent applications in strategic jurisdictions such as China, India, Japan, Hong Kong, Taiwan and Europe.

In addition to its own intellectual property, RMI also relies on third-party technologies for the development of its products. RMI licenses certain technology from MIPS Technologies, Inc., pursuant to a license agreement entered into in July 2003 wherein RMI was granted a non-exclusive, worldwide license to MIPS Technologies' micro-processor core technology to develop, implement and use in its products. The term of the agreement will expire in July 2017. The agreement permits RMI to continue selling in perpetuity products developed during the term of the agreement containing the licensed technology.

### **RMI's Employees**

As of June 30, 2009, RMI had 280 employees consisting of 152 employees in research and development, 85 employees in sales and marketing, 23 employees in general and administration and 20 employees in operations. A total of 110 of these employees were located outside of the United States. In addition, RMI had 30 independent contractors, primarily serving a research and development function. None of RMI's employees is represented by labor unions or covered by a collective bargaining agreement. RMI has not experienced any work stoppages, and it considers its employee relations to be good.

### **RMI's Facilities**

RMI subleases approximately 52,000 rentable square feet of office space in Cupertino, California and leases approximately 16,000 rentable square feet of office space in Austin, Texas, pursuant to leases that expire in March 2010 and December 2010, respectively. RMI leases approximately 13,360 square feet of office space for research and development in Bangalore, India and leases additional office space used for research and development, marketing and customer development and technical support activities in Shenzhen, Beijing and Shanghai, China. RMI also maintains international customer development and technical support offices in Seoul, South Korea Taipei, Taiwan, Tokyo, Japan, and Toulouse, France.

### **Legal Proceedings**

In June 2009, EL & Associates, a semiconductor design firm based in Pleasanton, CA, filed a lawsuit against RMI in Santa Clara Superior Court for non-payment of amounts allegedly owed under a purchase order and statement of work, or SOW, dated January 14, 2008. Pursuant to the SOW, the plaintiff was to perform certain testability analysis, test insertion and pattern generation services relating to the RMI's Au1300 processor design, in exchange for milestone-based payments totaling \$80,000. RMI completed two milestone payments totaling \$20,000. Thereafter, as a result of plaintiff's continued poor performance under the SOW, RMI ceased making further payments and in May 2008 the plaintiff ceased further work on the project. The complaint filed against RMI alleges breach of contract, promissory estoppel, fraud, common counts and quantum meruit and seeks damages in the amount of \$174,719 plus unspecified interest, attorneys' fees and exemplary damages according to proof. RMI does not believe the plaintiff's allegations have merit and intends to vigorously defend against them in court.

Other than the EL & Associates lawsuit, RMI is not currently a party to any material litigation, and is not aware of any pending or threatened litigation against it that would adversely affect its business, operating results, financial condition or cash flows.

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**Table of Contents****RMI MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Overview**

RMI is a leading fabless semiconductor company that provides high performance, power-optimized processor solutions for several target markets: infrastructure equipment, enterprise systems, security and storage appliances, data center systems and industrial and connected media devices. RMI's processors enable secure delivery, use and sharing of information and rich media content. RMI's proprietary architecture and innovative processor designs deliver high throughput, increased processing capacity and advanced functionality within a given power budget. RMI's processors can replace a number of single function semiconductors with a highly integrated, multi-function solution that is scalable and programmable, allowing its customers to rapidly and cost-effectively bring a wide variety of product offerings to market.

From the company's launch in 2002, RMI has been primarily engaged in the design and development of high performance processor solutions. In July 2003, RMI began commercial shipments of its XL7110 Processor, which it acquired from SandCraft, Inc., for use in enterprise systems applications. Currently, RMI's initial efforts were focused on the development of multi-core, multi-threaded processor solutions targeted at the infrastructure equipment and enterprise system markets. Currently, RMI markets a family of high-performance multi-core, multi-threaded XLP, XLR® and XLS® Processors targeted at carrier-class infrastructure systems and equipment, including 3G/4G mobile wireless infrastructure, enterprise networking, data center, security and storage markets. The XLR Processor family was introduced in May 2005, the XLS Processor family was introduced in February 2007, and the XLP Processor family was announced in May 2009. In addition, RMI offers a family of ultra low-power processors, originating from the ultra low-power processor product line RMI acquired from Advanced Micro Devices, Inc. in July 2006, which is targeted at high-volume enterprise networked client, industrial and connected media applications. RMI introduced its Au1210® and Au1250® Processors targeted at connected media applications in January 2007. In February 2009, RMI introduced its Au1300® Processor family, targeted at mobile media devices with 3D graphics acceleration, performance up to 800 MHz and power rates of less than 1/2 watt at speed. RMI shipped its one-millionth processor in October 2005, its five-millionth processor in February 2008 and its eight-millionth processor in March 2009. Since its inception, RMI has invested heavily in new product development and has not yet achieved profitability on a quarterly or annual basis, except for the fourth quarter of 2007. RMI's revenue has grown from \$30.1 million in 2006 to \$78.9 million in 2008 and \$35.3 million in the six months ended June 30, 2009, driven primarily by increasing demand for its products in its target markets as well as the acquisition of the ultra low-power processor product line in 2006.

RMI does not have long-term purchase commitments from any of its customers or distributors, as sales of its products are generally made under individual purchase orders. However, RMI believes that once one of its products is incorporated into a customer's design, it is likely to remain designed in for the life cycle of that customer's product because a redesign would generally be time consuming and expensive for its customers. Conversely, if RMI fails to achieve initial customer adoption, it may be disadvantaged in pursuing opportunities for future sales to that customer for a lengthy period of time.

Over the life cycle of its products, RMI typically experiences declining average selling prices, which can vary in significance depending on the type of product. RMI typically experiences more rapid decline in average selling prices of its products sold in the connected media devices market as compared to the infrastructure equipment and enterprise systems markets. In addition, its average selling prices may decline as a result of competitive pricing pressures and a change in the mix of its products and customers. RMI partially offsets generally declining average selling prices, and the potential impact lower selling prices may have on gross margin, by increasing the mix of higher average selling price products, which generally have higher gross margins, increasing sales to the higher average selling price market segments, such as enterprise systems and infrastructure equipment, introducing higher performance products which have higher average selling prices, reducing product costs by negotiating reduced prices from its suppliers, and implementing process improvements that increase product yields and reduce production costs.

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It is difficult for RMI to forecast the demand for its products, in part because of the highly complex supply chain between its products and the end-user of the equipment and devices that incorporate its products. In addition, demand for new features changes rapidly. Due to its lengthy product development and sales cycles, it is critical for RMI to anticipate changes in demand for its various product features and the applications they serve to allow sufficient time for product design. RMI's failure to accurately forecast demand can lead to product shortages that can impede production by its customers and harm RMI's relationship with these customers or lead to excess or obsolete inventory.

**Revenue**

RMI derives revenue primarily from sales of semiconductor products. It has experienced revenue growth due to an increase in the number of its products, an expansion of its customer base and an increase in the number of product designs that incorporate its products within any one customer. To date, RMI has derived a substantial portion of its revenues from a relatively small number of customers. Its customers representing greater than 10% of revenue since 2006 were:

End Customer	Year ended December 31,			Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
<b>Percentage of total revenue</b>							
Dell	11%	11%	*	24%	10%	18%	10%
Huawei	*	*	*	*	*	13%	*
Thinkware	11%	*	*	10%	13%	*	12%
Cisco Systems	11%	17%	44%	*	11%	*	12%
Digital Cube	*	11%	*	*	*	*	10%

\* *Less than 10% of total revenue.*

RMI anticipates that sales of its products to these customers will decline over time on a percentage basis as total revenue grows, but RMI expects these customers will continue to account for a significant portion of its revenue. The loss of one or more of RMI's principal customers or the reduction or deferral of purchases of its products by one of these customers could cause its revenue to decline materially, if it is unable to increase its revenues from other customers.

RMI generally recognizes revenue from sales to direct customers and contract manufacturers as title and risk of loss passes upon shipment. For sales to direct customers and contract manufacturers when title and risk of loss do not pass upon shipment, RMI obtains evidence of delivery prior to recognizing revenue.

RMI uses distributors to provide valuable assistance to end-users in delivery of its products and related services. RMI's distributors are used extensively to support its international sales logistics in Asia. Total revenue through distributors was \$31.1 million, \$28.2 million, and \$5.6 million in 2008, 2007, and 2006, respectively, and \$5.6 million, \$9.0 million, \$10.5 million, and \$18.2 million for the three months and six months ended June 30, 2009 and 2008, respectively, which accounted for 39%, 44%, 19%, 31%, 43%, 30%, and 44% of revenue, respectively. RMI has purchase agreements with its distributors. However, these purchase agreements do not commit the distributor to purchase specific quantities of its products. Furthermore, RMI believes that distributors do not have long-term contracts with any of their OEM or ODM customers. In accordance with standard market practice, its distributor agreements limit the distributor's ability to return product up to a portion of purchases in the preceding quarter and limit price protection for inventory on-hand if it subsequently lowers prices on its products. RMI recognizes sales through distributors at the time of shipment to end customers.

RMI derives the largest portion of its revenues from sales to foreign OEMs, ODMs, contract manufacturers, and distributors, particularly in Asia. It believes that a substantial majority of its revenue will continue to come

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from customers and contract manufacturers located in Asia, where most of the devices that use its products are manufactured. As a result of this regional customer concentration, RMI may be subject to economic and political events and other developments that impact its customers in Asia. Since its sales are denominated in U.S. dollars, foreign currency fluctuations may alter the cost of RMI's products to, and demand from, its foreign customers. Further, weakness of the U.S. dollar against a foreign currency will increase the cost of RMI's foreign operations when stated in U.S. dollars in its financial statements.

*Geographic revenue data*

The following table is based on the geographic location to which RMI ships products. For sales to its distributors, their geographic location may be different from the geographic locations of the ultimate end customers. Sales by geography for the periods indicated were (in thousands):

	Year ended December 31,			Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
United States	\$ 10,960	\$ 7,536	\$ 4,812	\$ 1,662	\$ 2,146	\$ 4,194	\$ 4,723
Asia/Pacific	62,325	51,810	21,614	15,109	17,034	28,823	33,166
Rest of the World	5,661	4,999	3,627	1,490	1,573	2,297	3,328
Total revenues	\$ 78,946	\$ 64,345	\$ 30,053	\$ 18,261	\$ 20,753	\$ 35,314	\$ 41,217

*Cost of Revenue*

The following table sets forth the significant components of RMI's total cost of revenue for the periods presented (in thousands):

	Year ended December 31,			Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
Cost of product revenue	\$ 30,409	\$ 28,112	\$ 13,302	\$ 6,508	\$ 8,290	\$ 12,964	\$ 16,046
Purchase price in excess of standard cost		1,920	4,604				
Amortization of purchased technology	1,397	3,622	4,274	257	407	513	831
Total cost of revenue	\$ 31,806	\$ 33,654	\$ 22,180	\$ 6,765	\$ 8,697	\$ 13,477	\$ 16,877

*Cost of product revenue*

Cost of product revenue includes all costs associated with the production of RMI's products, including amounts paid to third parties for outsourced wafer fabrication, assembly, and test services and warehousing and shipping logistics, and overhead costs associated with manufacturing planning and the management of its contract manufacturers. Additionally, royalties paid to technology licensors, inventory valuation charges taken for excess and obsolete inventory, and changes in product cost due to changes in sort, assembly and test yields are included in cost of product revenue. Additionally, starting in the second half of 2008, RMI began to capitalize and amortize to cost of product revenue the cost of masks sets used in the production of its products. Prior to that time, it expensed cost of mask sets to R&D expense as incurred.

RMI currently purchases products and services from its suppliers in U.S. dollars. A substantial portion of its costs of product revenue is purchased from suppliers located in foreign countries. The costs associated with its suppliers located in foreign countries are denominated in the currency of their location. Fluctuation in the U.S. dollar against foreign currencies will cause its suppliers' costs to fluctuate when stated in U.S. dollars. These fluctuations could cause the prices at which RMI purchases product from those suppliers to vary. To date, RMI is not aware of price changes from its suppliers based on fluctuations of a supplier's foreign currency denominated costs.



**Table of Contents***Purchase price in excess of standard cost*

In connection with the acquisition of the ultra low-power processor product line from AMD in July 2006, RMI acquired existing inventory related to this product line. Upon acquisition of this inventory, the amount RMI was required to record as the cost of this inventory is equal to its fair value, which is approximately equivalent to its selling price at the time of acquisition. Accordingly, the recorded cost for the acquired inventory was significantly higher than what RMI believes would be the cost to manufacture these products. RMI believes it has a reasonable basis to estimate the standard cost of these products because it continued to develop and sell these products once the initial inventory reserves were exhausted. RMI refers to the difference between its standard cost of these products and the recorded cost of the acquired inventory as the purchase price in excess of standard cost. RMI has estimated that its purchase price in excess of standard cost was \$1.9 million and \$4.6 million for the years ended December 31, 2007 and 2006, respectively and was fully amortized as of the end of 2007.

*Amortization of purchased technology*

Amortization of purchased technology represents the amortization of existing technology acquired in RMI's business combinations accounted for using the purchase method of accounting. In connection with the acquisition of the ultra low-power processor product line from AMD in July 2006, RMI recorded a core technology intangible asset of \$5.7 million. It records the amortization to cost of revenue in proportion to the economic benefits consumed based on the discounted estimated cash flows over the estimated useful life of the asset, which is three years. RMI expects to have fully amortized the purchased technology acquired from AMD in 2009. In connection with the acquisition of the assets of SandCraft, it also recorded a core technology intangible asset of \$2.3 million. It recorded the amortization to cost of revenue on a straight line basis over the expected useful life of three years. The core technology intangible asset from SandCraft was fully amortized in 2006. In July 2003, RMI obtained a nonexclusive intellectual property license for a term of seven years. This license was amended in July 2008 to extend the term to July 2017. This intellectual property license is used to integrate the licensed technology into its products. Amortization is being recorded to cost of revenue. The initial license fee was amortized on a straight line basis over the initial terms. Upon amendment in July 2008, the unamortized license fee was summed with the amendment license fee and the total is being amortized using a straight-line method over the 9 year period from July 2008 to July 2017.

**Gross Margin**

The following table sets forth the gross profit and gross margin for the periods presented (dollars, in thousands):

	Gross Profit Amount						Gross Margin							
	Year Ended		Three Months		Six Months		Year Ended		Three Months		Six Months			
	December 31,		Ended		Ended		December 31,		Ended		Ended			
	2008	2007	2006	2009	2008	2009	2008	2008	2007	2006	2009	2008	2009	2008
Product	\$ 48,537	\$ 36,233	\$ 16,751	\$ 11,753	\$ 12,463	\$ 22,350	\$ 25,171	61.5%	56.3%	55.7%	64.4%	60.1%	63.3%	61.1%
Purchase price in excess of standard cost		(1,920)	(4,604)											
Amortization of purchased technology	(1,397)	(3,622)	(4,274)	(257)	(407)	(513)	(831)							
Total gross profit	\$ 47,140	\$ 30,691	\$ 7,873	\$ 11,496	\$ 12,056	\$ 21,837	\$ 24,340	59.7%	47.7%	26.2%	63.0%	58.1%	61.8%	59.1%

Generally, its gross profit and gross margin, excluding the purchase price in excess of standard cost and amortization of purchased technology, have increased over time, primarily due to cost reductions and economies of scale resulting from an increase in unit volume. This trend may not continue in the future, and will depend on a variety of factors including: (1) overall customer demand for its products; (2) product mix; (3) average selling prices; (4) competitive product offerings; (4) its ability to attain volume manufacturing pricing; (5) its ability to improve sort, assembly, and test efficiencies and yields of its products; and (5) its ability to properly forecast demand and thereby limit inventory surplus or obsolescence.





**Table of Contents***Operating Expenses**Research and development*

The following table sets forth RMI's research and development expenses for the periods presented (dollars in thousands):

	Year ended December 31,			Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
Research and development expenses	\$ 38,875	\$ 34,195	\$ 26,134	\$ 8,630	\$ 9,822	\$ 17,364	\$ 19,480
Percentage of total revenue	49.2%	53.1%	87.0%	47.3%	47.3%	49.2%	47.3%

RMI's research and development expenses primarily consist of personnel costs, contract consultants, cost of wafer purchases and fabrication masks for prototype products, engineering design tools, and intellectual property license fees and other costs associated with design and development of its products. Personnel costs include share-based compensation expense related to stock options calculated under SFAS 123R.

RMI believes that its future performance will depend in large part on its ability to maintain and enhance its current product line, develop new products that achieve market acceptance, maintain technological competitiveness, and meet an expanding range of customer requirements. Intellectual property license fees and other costs associated with design and development occur irregularly and are expensed at the time of purchase, which may cause its research and development expenses to fluctuate. RMI expects research and development expenses to increase in absolute dollars in the future as it increases its product development and enhancements, although RMI generally expects these expenses to decrease as a percentage of revenue. As a percentage of revenue, these expenses will fluctuate from one period to another.

*Sales, general and administrative*

The following table sets forth RMI's sales, general and administrative expenses for the period presented (dollars in thousands):

	Year ended December 31,			Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
Sales, general & administrative	\$ 24,547	\$ 18,183	\$ 12,169	\$ 7,780	\$ 6,309	\$ 13,798	\$ 11,898
Percentage of total revenue	31.1%	28.3%	40.5%	42.6%	30.4%	39.1%	28.9%

RMI's sales, general and administrative expenses primarily consist of personnel costs, including contract labor and other compensation, sales commissions to independent sales representatives, and costs associated with customer support, promotional activities, travel, business insurance, professional fees, and related facilities costs. Personnel costs include share-based compensation expenses related to stock options calculated under SFAS 123R.

RMI expects sales, general and administrative expenses to increase in absolute dollars in the future as it expands its target markets and introduces new products, although it generally expects these expenses to decrease as a percentage of revenue.

*In-process research and development*

RMI's methodology for allocating the purchase price for purchase acquisitions to in-process research and development (IPR&D) is determined through established valuation techniques and analysis, as applied in the semiconductor industry. The IPR&D expense in 2006, which is related to the acquisition of the AMD product line, was primarily for the development of the ultra low-power processor's next generation product. This IPR&D was expensed upon the acquisition of the ultra low-power processor product line because technological

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feasibility had not been established and no future alternative uses existed. Total IPR&D expense of \$3.1 million was charged to product development expenses on the date the assets were acquired.

The fair value of the existing purchased technology, as well as the technology under development, is determined using the income approach, which discounts expected future cash flows to present value. The discount rate used in the present value calculation was derived from a weighted average cost of capital analysis. RMI considers this pricing model for acquired products and technology to be standard within the semiconductor industry.

The key assumptions underlying the valuation of RMI's 2006 ultra low-power processor product line purchase acquisition for which in-process research and development was recorded were as follows: 1) estimated cost to complete technology at time of acquisition was approximately \$5.8 million; and 2) risk adjusted discount rate of 40%. Other key assumptions include an expected completion date of approximately one year and revenue and expense projections, assuming that the product has entered the market.

*Interest expense and other income, net*

The following table sets forth RMI's interest expenses and other income, net for the periods presented (in thousands):

	Year ended December 31,			Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
Interest expense	\$ (1,940)	\$ (1,937)	\$ (1,354)	\$ (369)	\$ (519)	\$ (679)	\$ (1,106)
Interest income	487	983	902	18	99	54	229
Change in fair value of contingent debt milestone derivative liability	(352)	(118)		(60)	(42)	(143)	(92)
Foreign exchange gain(loss)	(75)	(10)	1	(25)	(7)	(27)	(9)
Other, net	(3)		1			(3)	(1)
	\$ (1,883)	\$ (1,082)	\$ (450)	\$ (436)	\$ (469)	\$ (798)	\$ (979)
Percentage of total revenue	-2.4%	-1.7%	-1.5%	-2.4%	-2.3%	-2.3%	-2.4%

Interest expense and other income, net, primarily includes interest expense on RMI's outstanding debt and revolving line of credit, interest income on cash and cash equivalents, change in fair value of its contingent debt milestone derivative liability charged to current period expenses, and losses or gains on conversion of non-U.S. dollar transactions into U.S. dollars. Cash has historically been invested in money market funds.

*Provision for income taxes*

The following table sets forth RMI's provision for income taxes for the periods presented (in thousands):

	Year ended December 31,			Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
Provision for income taxes	\$ 103	\$ 222	\$ 94	\$ 303	\$ 21	\$ 560	\$ 72
Percentage of loss before taxes	-0.5%	-0.9%	-0.3%	-5.7%	-0.5%	-5.5%	-0.9%
Percentage of total revenue	0.1%	0.3%	0.3%	1.7%	0.2%	1.6%	0.2%

As of December 31, 2008, RMI had cumulative net operating loss carry-forwards for federal and California income tax reporting purposes of approximately \$125.9 million and \$103.5 million, respectively. The federal net operating loss carry-forwards expire, if not utilized, in years 2019 through 2028. The California net operating loss carry-forwards expire, if not utilized, in years 2011 through 2028.

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As of December 31, 2008, RMI also had cumulative carry-forwards for research and development credits of approximately \$5.7 million and \$6.1 million, which can be used to reduce federal and California income taxes, respectively. Federal research and development tax credits will expire, if not utilized, in years 2020 through 2028. California research and development credits can be carried forward indefinitely.

The Tax Reform Act of 1986 and similar state legislation impose substantial restrictions on the utilization of net operating losses and tax credits in the event of an ownership change of a corporation. RMI experienced an ownership change as a result of a preferred stock financing in January 2003. Accordingly, RMI's net operating loss carry forward prior to that date of approximately \$10.0 million is estimated to be limited to \$0.5 million per year. The acquisition of RMI by NetLogic will constitute an ownership change as well. RMI's ability to utilize net operating losses and credit carry-forwards subsequent to this ownership change may also be significantly limited if it experiences an ownership change again in the future, which could result in the expiration of its net operating losses and tax credits before it can fully utilize them.

### *Extraordinary Item*

In the fourth quarter of 2007, RMI recognized an extraordinary gain of \$3.2 million as a result of the expiration of the contingent purchase price provision contained in the SandCraft asset purchase agreement. It does not anticipate recognizing similar gains in future periods.

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

RMI's management's discussion and analysis of RMI's financial position and results of operations is based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires it to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. RMI bases its estimates on historical experience, knowledge of current conditions and beliefs of what could occur in the future given available information. It considers the following accounting policies to be both those most important to the portrayal of its financial condition and those that require the most subjective judgment. If actual results differ significantly from management's estimates and projections, there could be a material effect on its financial statements. RMI believes the following accounting policies are the most critical to aid in fully understanding and evaluating its reported financial results include the following:

The preparation of RMI's financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires it to make judgments, assumptions, and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. RMI believes that the judgments, assumptions, and estimates upon which it relies are reasonable based upon information available to it at the time that these judgments, assumptions, and estimates are made. However, any differences between these judgments, assumptions, and estimates and actual results could have a material impact on its statement of operations and financial condition. The accounting policies that reflect RMI's most significant judgments, assumptions, and estimates and which it believes are critical in understanding and evaluating its reported financial results include: (1) revenue recognition; (2) sales returns and other allowances, allowance for doubtful accounts, and warranty reserve; (3) valuation of inventory; (4) accounting for income taxes; (5) valuation of long-lived and intangible assets and goodwill, and (6) share-based compensation.

### *Revenue recognition*

RMI derives its revenue primarily from the sale of semiconductor products to direct customers and through distributors. It recognizes product revenue in accordance with SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*. It recognizes revenue for products when persuasive evidence of an arrangement exists, the product has been delivered, title and risk of loss have been transferred to the customer, the fee is fixed or determinable,

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and collection of the resulting receivable is reasonably assured. Arrangements involving more than one deliverable are accounted for in accordance with Emerging Issues Task Force (EITF) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables* (EITF 00-21).

Evidence of an arrangement is manifested by a master distribution or purchase agreement or an individual binding purchase order. In most cases, sales are governed by a master agreement against which individual binding purchase orders are placed on a transaction-by-transaction basis.

At the time of the transaction, RMI assesses whether the fee associated with the transaction is fixed or determinable, and whether or not collection is reasonably assured. It assesses whether the fee is fixed or determinable based upon the terms of the binding purchase order, including the payment terms associated with the transaction. For sales to direct customers, if it cannot be concluded that a fee associated with the transaction is fixed or determinable, RMI recognizes revenue as payments from customers become due (assuming all other conditions for revenue recognition have been satisfied). Because of frequent price adjustments, sales made to distributors under agreements that permit price adjustments are deferred until the distributors sell the product. Deferred income on shipments to distributors reflects the amount of gross profit to be realized when distributors sell through the product. Accounts receivable from distributors is recorded and inventory is relieved when title to inventory transfers at which point RMI has a legally enforceable right to collection under normal payment terms.

RMI assesses probability of collection based on a number of factors, including past transaction history with the customer and its credit-worthiness. It requires collateral from certain customers. If RMI determines that collection of a fee is not reasonably assured, it defers the fee and recognizes revenue at the time collection becomes reasonably assured, which is generally upon receipt of cash.

RMI's arrangements do not generally include acceptance clauses. However, if an arrangement includes an acceptance provision, recognition of revenue occurs upon the earlier of receipt of a written customer acceptance or expiration of the acceptance period.

RMI also enters into agreements with some customers to provide engineering design services. Engineering design service arrangements are accounted for under the percentage of completion method in accordance with Statement of Position No. 81-1, *Accounting for Performance in Construction-Type and Certain Production-Type Contracts* (SOP 81-1).

RMI collects and remits sales taxes on products and services that it purchases and sells under its contracts with customers, and reports such amounts under the net method in its consolidated statements of operations. Accordingly, there are no sales taxes included in revenue. In addition, RMI records costs related to shipping and handling of products in cost of revenue for all periods presented.

### *Sales returns and allowances*

RMI provides its customers limited return rights under its standard warranty, which for most customers is effective for a period of one year after the sale. It has entered into master purchase agreements with some customers that provide for a warranty period of two years. Its warranty obligation is limited to replacing or repairing defective products or, at its option, issuing a credit for amounts billed. RMI records an estimate for sales returns based on historical data and current business expectations and reduces revenue for estimated future returns through the allowance for sales returns.

### *Valuation of inventory*

RMI inventories are stated at the lower of cost or market. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis. RMI continually assesses the valuation of its inventory and periodically writes down the value for estimated excess and obsolete inventory based upon assumptions about future demand and market conditions. Such estimates are difficult to make since they are based, in part, on estimates of current and future economic conditions. Reviews for excess inventory are done on a quarterly basis and required reserve levels are calculated with reference to its projected ultimate usage of that inventory. In order

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to determine the ultimate usage, RMI takes into account forecasted demand, projected obsolescence, current inventory levels, and purchase commitments. The excess balance determined by this analysis becomes the basis for its excess inventory charge. If actual demand is lower than its forecasted demand, and it fails to reduce manufacturing output accordingly, RMI could be required to record additional inventory write-downs, which would have a negative effect on its gross profit and earnings. Inventory write-downs result in an adjustment to the cost basis of the inventory and are not reversed prior to sale or disposition of the related inventory.

*Share-based compensation*

On January 1, 2006, RMI adopted SFAS No. 123(R) *Share-Based Payment* (SFAS 123R), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on estimated fair value. SFAS 123R requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods. Prior to the adoption of SFAS 123R, RMI accounted for stock-based awards to employees and directors using the intrinsic value method of under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25).

RMI adopted SFAS 123R using the prospective transition method, which requires it to recognize share-based compensation expense on a prospective basis only for share-based awards granted after the effective date of January 1, 2006. It adopted SFAS 123R prospectively because prior to the period of adoption it was a non-public entity that used the minimum value method for pro forma disclosures under SFAS 123. In accordance with the prospective transition method, RMI's consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123R. Awards granted prior to the effective date of SFAS 123R continued to be accounted for under the intrinsic value method under APB 25 subsequent to the effective date.

RMI accounts for stock issued to non-employees in accordance with the provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (SFAS 123), and Emerging Issues Task Force Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* (EITF 96-18).

Upon adoption of SFAS 123R, RMI uses the Black-Scholes option-pricing model, or the Black-Scholes model, to estimate the fair value of options. Its determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by stock prices of its peer group of publicly traded entities as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, its expected stock price volatility over the term of the awards and actual and projected employee stock option exercise behaviors. Option-pricing models were developed for use in estimating the value of traded options that have no vesting or hedging restrictions and are fully transferable. Because RMI's employee stock options have certain characteristics that are significantly different from traded options, and because changes in the subjective assumptions can materially affect the estimated value, in management's opinion, the existing valuation models may not provide an accurate measure of the fair value of its employee stock options. Although the fair value of employee stock options is determined in accordance with SFAS 123R and Staff Accounting Bulletin No. 107 *Share-Based Payment* (SAB 107) using an option-pricing model, that value may not be indicative of the fair value observed in a willing buyer/willing seller market transaction.

*Accounting for income taxes*

RMI accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of its assets and liabilities and their financial statement reported amounts. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or

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settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in the period that includes the enactment date. A valuation allowance is provided to reduce deferred tax assets to an amount for which realization is more likely than not.

In the first quarter of 2009, RMI adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of SFAS No. 109* (FIN 48), and related guidance. As a result of the implementation of FIN 48, it recognizes liabilities for uncertain tax positions based on the two-step process prescribed in the interpretation. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires it to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as it has to determine the probability of various possible outcomes. RMI reevaluates these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

RMI's management does not believe it is more likely than not that its deferred tax asset will be realized. Accordingly, a full valuation allowance has been established and no deferred tax or related tax benefits have been recognized by RMI.

**Table of Contents****Results of Operations**

The following table sets forth RMI's operating results for the specified periods by amount and as a percentage of its total revenue for those periods:

	Years ended December 31,			Three months ended June 30,		Six months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
Revenue	\$ 78,946	\$ 64,345	\$ 30,053	\$ 18,261	\$ 20,753	\$ 35,314	\$ 41,217
Cost of revenue:							
Product	30,409	30,032	17,906	6,508	8,290	12,964	16,046
Amortization of purchased technology	1,397	3,622	4,274	257	407	513	831
Total cost of revenue	31,806	33,654	22,180	6,765	8,697	13,477	16,877
Gross profit	47,140	30,691	7,873	11,496	12,056	21,837	24,340
Operating expenses:							
Research and development	38,875	34,195	26,134	8,630	9,822	17,364	19,480
Sales, general and administrative	24,547	18,183	12,169	7,780	6,309	13,798	11,898
Delayed public offering	653						
Amortization of purchased intangible assets	351	774	161		88		176
In-process research and development			3,130				
Total operating expenses	64,426	53,152	41,594	16,410	16,219	31,162	31,554
Loss from operations	(17,286)	(22,461)	(33,721)	(4,914)	(4,163)	(9,325)	(7,214)
Other income (expense)							
Interest expense	(1,940)	(1,937)	(1,354)	(369)	(519)	(679)	(1,106)
Other income, net	57	855	904	(67)	50	(119)	127
Other expense, net	(1,883)	(1,082)	(450)	(436)	(469)	(798)	(979)
Loss before income taxes	(19,169)	(23,543)	(34,171)	(5,350)	(4,632)	(10,123)	(8,193)
Provision for income taxes	103	222	94	303	21	560	72
Net loss before extraordinary item	(19,272)	(23,765)	(34,265)	(5,653)	(4,653)	(10,683)	(8,265)
Extraordinary gain on the resolution of acquisition purchase price contingency		3,185					
Net loss	\$ (19,272)	\$ (20,580)	\$ (34,265)	\$ (5,653)	\$ (4,653)	\$ (10,683)	\$ (8,265)



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	Years ended December 31,			Three months ended June 30,		Six months ended June 30,	
	2008	2007	2006	2009	2008	2009	2008
Revenue	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of revenue:							
Product	38.5%	46.7%	59.6%	35.6%	39.9%	36.7%	38.9%
Amortization of purchased technology	1.8%	5.6%	14.2%	1.4%	2.0%	1.5%	2.0%
Total cost of revenue	40.3%	52.3%	73.8%	37.0%	41.9%	38.2%	40.9%
Gross profit	59.7%	47.7%	26.2%	63.0%	58.1%	61.8%	59.1%
Operating expenses:							
Research and development	49.2%	53.1%	87.0%	47.3%	47.3%	49.2%	47.3%
Sales, general and administrative	31.1%	28.3%	40.5%	42.6%	30.4%	39.1%	28.9%
Delayed public offering	0.8%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Amortization of purchased intangible assets	0.4%	1.2%	0.5%	0.0%	0.4%	0.0%	0.4%
In-process research and development	0.0%	0.0%	10.4%	0.0%	0.0%	0.0%	0.0%
Total operating expenses	81.6%	82.6%	138.4%	89.9%	78.2%	88.2%	76.6%
Loss from operations	(21.9)%	(34.9)%	(112.2)%	(26.9)%	(20.1)%	(26.4)%	(17.5)%
Other income (expense)							
Interest expense	(2.5)%	(3.0)%	(4.5)%	(2.0)%	(2.5)%	(1.9)%	(2.7)%
Other income, net	0.1%	1.3%	3.0%	(0.4)%	0.2%	(0.3)%	0.3%
Other expense, net	(2.4)%	(1.7)%	(1.5)%	(2.4)%	(2.3)%	(2.3)%	(2.4)%
Loss before income taxes	(24.3)%	(36.6)%	(113.7)%	(29.3)%	(22.3)%	(28.7)%	(19.9)%
Provision for income taxes	0.1%	0.3%	0.3%	1.7%	0.2%	1.6%	0.2%
Net loss before extraordinary item	(24.4)%	(36.9)%	(114.0)%	(31.0)%	(22.4)%	(30.3)%	(20.1)%
Extraordinary gain on the resolution of acquisition purchase price contingency	0.0%	4.9%	0.0%	0.0%	0.0%	0.0%	0.0%
Net loss	(24.4)%	(32.0)%	(114.0)%	(31.0)%	(22.4)%	(30.3)%	(20.1)%

**Comparison of three months ended June 30, 2009 and 2008**

**Revenue.** Revenue for the three months ended June 30, 2009 decreased by \$2.5 million, or 12.0%, from \$20.8 million for the same period in the prior year to \$18.3 million. This decrease in revenue was primarily a result of a 34% decline in unit sales volume, partially offset by a 33% increase in the average selling price of RMI's products. Volume decline was driven by decreases in products sold into consumer markets and in certain older generation products sold into the enterprise market, both of which were primarily attributable to the significant world wide economic downturn. The increase in average selling price resulted primarily from the growth in the current generation enterprise and infrastructure products which generally carry a higher average selling price than consumer and legacy enterprise products.

**Cost of revenue.** Total cost of revenue for the three months ended June 30, 2009 decreased by \$1.9 million, or 22.2%, from \$8.7 million for the three months ended June 30, 2008 to \$6.8 million. This decrease in cost of revenue was the result of the lower revenue cited above. The decrease was also attributable to the proportionally higher mix of higher gross margin products. In addition, RMI has also negotiated price reductions with its key suppliers.

**Gross margin.** Gross margin, which is gross profit as a percentage of revenue, was 63.0% for the three months ended June 30, 2009 as compared to 58.1% in the same period of the prior year. This slight increase resulted primarily from the lower per unit cost of revenue attributed to the increase in the portion of current



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generation enterprise and infrastructure products sold during the quarter. Current generation enterprise and infrastructure products generally have a higher gross margin than consumer and legacy enterprise products.

*Research and development expenses.* Research and development expenses for the three months ended June 30, 2009 decreased by \$1.2 million, or 12.1%, from \$9.8 million for the same period in 2008 to \$8.6 million. The reduction in research and development expenses resulted primarily from (1) lower consulting service fees of \$0.6 million; (2) decreased spending in R&D product qualification and testing expenses of \$0.5 million; (3) decreased expenses in development tools of \$0.4 million; and (4) lower expenditures in salary and other personnel related expenses of \$0.3 million. These lower expenses were partially offset by increased spending in mask tooling and test chip purchase costs of \$0.6 million.

*Sales, general and administrative expenses.* Sales, general and administrative expenses for the three months ended June 30, 2009 increased by \$1.5 million, or 23.3%, from \$6.3 million for the three months ended June 30, 2008 to \$7.8 million. This increase resulted primarily from the legal, audit, and outside services costs related to the merger activity with NetLogic of \$1.5 million.

*Interest expense and other income, net.* Interest expense and other income, net for the three months ended June 30, 2009 decreased from by \$33,000, or 7%, from \$469,000 for the three months ended June 30, 2008 to \$436,000. The decrease in interest expense and other income, net was due to lower interest charges resulting from lower amount outstanding on RMI's term loan, offset by an increase in other expenses.

***Comparison of six months ended June 30, 2009 and 2008***

*Revenue.* Revenue for the six months ended June 30, 2009 decreased by \$5.9 million, or 14.3%, from \$41.2 million for the same period in the prior year to \$35.3 million. This decrease in revenue was primarily a result of a 35% decline in unit sales volume, partially offset by a 32% increase in the average selling price of RMI's products. Volume decline was driven by decreases in products sold into consumer markets and in certain older generation products sold into the enterprise market, both of which were primarily attributable to the significant worldwide economic downturn. The increase in average selling price resulted primarily from the growth in the current generation enterprise and infrastructure products which generally carry a higher average selling price than consumer and legacy enterprise products.

*Cost of revenue.* Total cost of revenue for the six months ended June 30, 2009 decreased by \$3.4 million, or 20.1%, from \$16.8 million for the six months ended June 30, 2008 to \$13.5 million for the same period in the current year. This decrease in cost of revenue was the result of the lower revenue cited above. The decrease was also attributable to the proportionally higher mix of higher gross margin products. In addition, RMI has also negotiated price reductions with its key suppliers.

*Gross margin.* Gross margin, which is gross profit as a percentage of revenue, was 61.8% for the six months ended June 30, 2009 as compared to 59.1% for the same period of the prior year. This increase resulted primarily from the lower per unit cost of revenue attributed to the increase in the portion of current generation enterprise and infrastructure products sold during the period. Current generation enterprise and infrastructure products generally have a higher gross margin than consumer and legacy enterprise products.

*Research and development expenses.* Research and development expenses for the six months ended June 30, 2009 decreased by \$2.1 million, or 10.9%, from \$19.5 million for the six months ended June 30, 2008 to \$17.4 million for the same period in 2009. The reduction in research and development expenses resulted primarily from (1) lower consulting service fees of \$1.0 million; (2) decreased expenses in development tools of \$0.9 million; (3) decreased spending in R&D product qualification and testing expenses of \$0.5 million; and (4) lower expenditures in salary and other personnel related expenses of \$0.2 million. These lower expenses were partially offset by increased spending in mask tooling and test chip purchase costs of \$0.5 million.

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*Sales, general and administrative expenses.* Sales, general and administrative expenses for the six months ended June 30, 2009 increased by \$1.9 million, or 16.0%, from \$11.9 million for the six months ended June 30, 2008 to \$13.8 million. This increase resulted primarily from (1) an increase in legal, audit, and outside services costs of \$1.5 million related to the merger activity with NetLogic; and (2) an increase in personnel related expenses, including share-based compensation expense, of \$0.4 million.

*Interest expense and other income, net.* Interest expense and other income, net for the six months ended June 30, 2009 decreased by \$0.2 million or 18.5% from (\$1.0) million for the six months ended June 30, 2008 to (\$0.8) million. The decrease in interest expense and other income, net was due to lower interest charges resulting from lower amount outstanding on RMI's term loan as it amortizes over the term.

**Comparison of years ended December 31, 2008 and 2007**

*Revenue.* Revenue for the year ended December 31, 2008 increased by \$14.6 million, or 22.7%, from \$64.3 million in 2007 to \$78.9 million. The increase in revenue resulted primarily from an increase of 16.6% in unit volume as well as a 5.3% increase in RMI's average selling price. The growth in volume reflected increased sales of its products sold to enterprise and infrastructure markets as products under development by its customers were being introduced to the market and sales were increasing. RMI also experienced growth year over year in sales of its products to the consumer market place. The increase in average selling price was primarily due to the increase in the proportion of its sales derived from the enterprise and infrastructure markets that generally have a higher average selling price than products sold into its consumer markets.

*Cost of revenue.* Total cost of revenue for the year ended December 31, 2008 decreased by \$1.8 million, or 5.5%, from \$33.7 million in the prior year to \$31.8 million. Cost of revenue in 2007 included the amortization of the purchase price in excess of standard cost of inventories acquired in relation to the 2006 ultra low-power processor acquisition. This cost was fully amortized in 2007. In addition, expense related to the amortization of purchased technology acquired through the 2006 ultra low-power processor acquisition decreased \$2.2 million year-to-year. Product cost of revenue, which is total cost of revenue excluding the purchase price in excess of standard cost and the amortization of intangibles, increased by \$2.3 million or 8.2%. The increase in RMI's product cost of revenue resulted primarily from the increase in revenue. Its product costs, however, did not grow proportionally with its revenue growth due to (1) an increase in the proportional mix of its enterprise and infrastructure products which generally have a higher cost of revenue but a lower cost in relation to the selling price; and (2) the continued reduction of production costs on a per unit basis as volume increases.

*Gross Margin.* Gross margin for the year ended December 31, 2008 was 59.7% compared with 47.7% in the prior year. Gross margin based on product cost, excluding the purchase price in excess of standard cost and amortization of purchased technology, was 61.5% in 2008 compared with 56.3% in 2007. This improvement in product gross margin resulted from an increase in the proportion of revenue derived from the enterprise and infrastructure markets which generally have a higher gross margin than products sold to consumer markets. Product gross margin also increased due to improvements in product yields and cost reductions resulting from negotiations with its manufacturing suppliers.

*Research and development expenses.* Research and development expenses for the year ended December 31, 2008 increased by \$4.7 million, or 13.7%, from \$34.2 million in 2007 to \$38.9 million. The increase in research and development expenses was primarily due to (1) an increase in personnel-related expenses of approximately \$3.6 million resulting from increased headcount and higher share-based compensation expense for R&D personnel; (2) an increase of approximately \$1.3 million in fees related to the licensing of design tools; (3) an increase of approximately \$0.8 million in license fees and costs associated with purchases of intellectual property used in the development of RMI's products; (4) an increase of approximately \$0.7 million in test and product qualification related expenses, including engineering test boards; (5) an increase in consulting fees of approximately \$0.3 million; and (6) increase in depreciation of \$0.2 million. These increases in research and development expenses were partially offset by a decrease of approximately \$1.6 million in expenses associated

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with the purchase of fabrication masks as RMI changed its application of accounting principles in the second half of 2008 to capitalize fabrication masks to be used for the production of its products, and a reduction of \$0.7 million in the cost of test wafers used in its product development.

*Sales, general and administrative expenses.* Sales, general and administrative expenses for the year ended December 31, 2008 increased by \$6.4 million, or 35.0%, from \$18.2 million in prior year to \$24.5 million. The increase in sales, general and administrative expenses resulted primarily from (1) an increase of approximately \$1.9 million in salary and benefits resulting from increased headcount; (2) an increase of approximately \$1.7 million in share-based compensation expense; (3) an increase of approximately \$1.3 million in outside professional services such as tax consulting, recruiting, and legal fees; (4) an increase of approximately \$0.5 million in outside sales commission; and (5) an increase of approximately \$0.8 million in travel and entertainment, facilities, and other administrative expenses associated with increased sales activity and headcount.

*Interest expense and other income, net.* Interest expense and other income, net for the year ended December 31, 2008 decreased by \$0.8 million or 74% from (\$1.1) million in 2007 to (\$1.9) million. The decrease in interest expense and other income, net was primarily attributable to lower interest income earned on RMI's invested cash due to lower interest rates and a lower average cash balance during 2008. In addition, RMI incurred charges related to the change in fair value of its contingent debt milestone derivative liability.

***Comparison of years ended December 31, 2007 and 2006***

*Revenue.* Revenue for the year ended December 31, 2007 increased by \$34.3 million, or 114.1%, from \$30.1 million in 2006 to \$64.3 million. Unit shipments increased 171% from 2006 to 2007 primarily due to increased demand in its enterprise system and connected media device markets and the inclusion of a full year of the revenue from shipments of the ultra low-power processor product line that RMI acquired in July 2006. The effect of these increases was partially offset by a 19% decrease in average selling price year-to-year, which resulted primarily from increased sales of products into the connected media device market segment, which generally has lower average selling prices than the other market segments in which it sells products.

*Cost of revenue.* Total cost of revenue for the year ended December 31, 2007 increased by \$11.5 million, or 51.7%, from \$22.2 million in 2006 to \$33.7 million. The increase in RMI's cost of revenue was primarily driven by the increase in unit volume experienced in 2007 compared with 2006. The volume driven increase in total cost of revenue was partially offset by decreases in both purchase price in excess of standard cost and amortization of purchased technology, which decreased \$2.7 million and \$0.7 million, respectively, in 2007 compared with 2006. Thus, RMI's cost of product, which is total cost of revenue less purchase price in excess of standard cost and amortization of purchased technology, for the year ended December 31, 2007 increased by \$14.8 million, or 111%, from \$13.3 million in 2006 to \$28.1 million in 2007. The increase in its cost of product resulted primarily from overhead costs necessary to support its increase in revenue and royalty expenses incurred on products sold. RMI's product costs, however, did not grow proportionally with its revenue growth due to more efficient use of its overhead costs in the product procurement area and more favorable costs from its suppliers as a result of its increased volumes, which allowed it to negotiate better pricing terms.

*Gross Margin.* Gross margin for the year ended December 31, 2007 was 47.7% compared with 26.2% in 2006. Gross margin based on product cost, excluding the purchase price in excess of standard cost and amortization of purchased technology, increased from 55.7% in 2006 to 56.3% in 2007 primarily due to (1) increased volume across RMI's end markets, but mostly in its enterprise system and connected media device markets, and (2) cost reductions from its suppliers as a result of increased volume.

*Research and development expenses.* Research and development expenses for the year ended December 31, 2007 increased by \$8.1 million, or 30.8%, from \$26.1 million in 2006 to \$34.2 million in 2007. This increase resulted primarily from (1) an increase of \$5.8 million in personnel-related expenses attributable to increased employee headcount, including the addition of eight employees from AMD as a result of the acquisition of the

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ultra low-power processor product line; (2) an increase of approximately \$0.4 million in mask tooling, test product wafers, test hardware and program development expenses for new products; (3) an increase of \$1.3 million in fees paid to outside consultants and contractors used in the development of new products; and (4) an increase of \$0.7 million in other development related expenses primarily related to the tape out of products under development.

*Sales, general and administrative expenses.* Sales, general and administrative expenses for the year ended December 31, 2007 increased by \$6.0 million, or 49.4%, from \$12.2 million in 2006 to \$18.1 million in 2007. This increase resulted primarily from (1) an increase of approximately \$4.5 million in compensation and benefits related expenses due to increased headcount; (2) an increase of approximately \$0.2 million in legal fees associated with patent filings; and (3) an increase of \$0.9 million in consulting fees attributed to RMI's Oracle ERP implementation and additional marketing consulting services.

*Interest expense and other income, net.* Interest expense and other income, net for the year ended December 31, 2007 decreased by \$632,000 or 140% from \$0.5 million in 2006 to \$1.1 million in 2007. The decrease in interest expense and other income, net resulted primarily from interest charges on additional borrowings in December 2006 of \$3.3 million and \$11.7 million in 2007 under RMI's term loans.

*Extraordinary Items.* The extraordinary item in 2007 is a result of the expiration and reversal of the contingent earn-out liability associated with RMI's 2003 SandCraft acquisition.

## **Liquidity and Capital Resources**

From its inception, RMI has satisfied its liquidity needs primarily through a combination of private sales of preferred stock, cash collections as a result of the sale of its product, borrowing from its term loans and accounts receivable collateralized line of credit, and cash received from the exercise of stock options. RMI's cash and cash equivalents and short term investments were \$14.2 million and \$14.8 million as of December 31, 2008 and 2007, respectively and \$20.2 million as of June 30, 2009. Restricted cash consists of a \$0.25 million certificate of deposit used to collateralize a letter of credit for its facility lease in Cupertino and included in purchased intangibles and other assets, net.

In December 2004, RMI entered into a loan agreement for \$10.0 million with Silicon Valley Bank, or SVB, Gold Hill Ventures, and Venture Lending and Leasing IV, or VLL, collateralized by all of its intellectual property and substantially all of its assets. Concurrently, RMI granted warrants to purchase an aggregate of 1,169,874 shares of Series B-2 Preferred Stock to SVB, Gold Hill Ventures and VLL. This loan was completely amortized in December 2007.

In December 2006, RMI entered into a loan agreement with VLL and SVB for up to \$15.0 million in term debt collateralized by all of its intellectual property and substantially all of its assets. This loan agreement called for loan draws on the quarterly basis of \$3.3 million for the fourth quarter of 2006 and the first quarter of 2007 and a draw of \$3.4 million in the second quarter of 2007 based on the achievement of revenue milestones by RMI. It has drawn all of these funds. Concurrent with the execution of the term loan, RMI granted VLL and SVB warrants to purchase an aggregate of 355,416 shares of its Series C Preferred Stock. In addition, RMI exercised its option to draw an additional \$5.0 million under the terms of the loan agreement in September 2007. Concurrent with this draw, RMI issued VLL warrants to purchase 177,708 shares of its Series C Preferred Stock. RMI was required to repay the loans in 34-equal consecutive monthly installments beginning the month following the draw. It made an advance payment of the last installment of each draw, which has been deducted from the gross proceeds of the loan. RMI will be required to make a milestone payment to the lenders at the occurrence of its initial public offering, a change of control, or liquidation. As of June 30, 2009, the estimated fair value of the milestone liability was \$1.8 million. This amount is recorded as a debt discount and is being amortized over the term of the loan using the yield-interest method. The unamortized balance of this debt discount as of June 30, 2009 is \$94,000.

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In March 2007, RMI established a revolving line of credit of \$10.0 million subject to a qualifying accounts receivable borrowing base with SVB. This line subsequently was amended in March 2009 and the term was extended to March 2011. Borrowings under this line of credit carry an interest rate ranging from bank's prime rate plus 0.75% to bank's prime rate plus 1.5%. As of June 30, 2009, the amount of borrowings outstanding under this revolving credit line is \$758,000.

The following table sets forth RMI's cash flows from operating activities, investing activities and financing activities for the years ended December 31, 2008, 2007, and 2006 and for the six months ended June 30, 2009 and 2008 (in thousands):

	Year ended December 31,			Six Months ended June 30,	
	2008	2007	2006	2009	2008
Net cash used in operating activities	\$ (15,570)	\$ (14,193)	\$ (21,514)	\$ (5,769)	\$ (3,598)
Net cash used in investing activities	(3,478)	(2,288)	(970)	(821)	(2,698)
Net cash provided by financing activities	18,451	12,940	27,177	12,561	20,880
Total cash provided/(used)	\$ (597)	\$ (3,541)	\$ 4,693	\$ 5,971	\$ 14,584

**Operating Activities**

Net cash used in RMI's operating activities in the six months ended June 30, 2009 was primarily due to its net loss of (\$10.7) million adjusted by non-cash items such as depreciation and amortization of \$1.9 million, share-based compensation expense of \$2.1 million, amortization of loan discounts of \$0.2 million, and deferred tax provision of \$0.1 million, and changes in operating assets and liabilities of \$0.4 million.

Net cash used in RMI's operating activities in the six months ended June 30, 2008 was primarily due to its net loss of (\$8.3) million adjusted by non-cash items such as depreciation and amortization of \$1.7 million, share-based compensation expense of \$1.5 million, amortization of loan discounts of \$0.4 million, and deferred tax provision of \$0.1 million, and changes in operating assets and liabilities of \$0.8 million.

Net cash used in RMI's operating activities in 2008 was primarily due to its net loss of (\$19.3) million adjusted by non-cash items such as depreciation and amortization of \$3.8 million, share-based compensation expense of \$3.8 million, amortization of loan discounts of \$0.8 million, and other non-cash items of \$0.5 million, changes in operating assets and liabilities of (\$5.3) million resulting from sales growth and expanded operations.

Net cash used in RMI's operating activities in 2007 was primarily due to its net loss of (\$20.6) million adjusted by non-cash items such as depreciation and amortization of \$5.8 million, extraordinary gain of (\$3.2) million (see explanation below), share-based compensation expense of \$1.5 million, amortization of loan discounts of \$0.8 million and other non-cash items of \$0.3 million, and changes in operating assets and liabilities of \$1.2 million. Two items had a material impact on RMI's net loss but had no impact on RMI's cash balance. First, the recognition of the extraordinary gain of \$3.2 million as a result of the expiration of the contingent purchase price provision contained in the SandCraft asset purchase agreement yet resulted in no increase in its cash balance. Second, intangible amortization related to RMI's ultra low-power processor acquisition increased RMI's net loss by \$5.4 million but did not reduce its cash balance.

**Investing Activities**

Net cash used in RMI's investing activity is primarily attributable to purchases of intangible intellectual property for its research and development activities, and purchases of property and equipment to support the growth of its business.

**Table of Contents****Financing Activities**

Net cash provided by RMI's financing activities in the six months ended June 30, 2009 consisted primarily of the following: (1) proceeds from issuance of notes payable to NetLogic Microsystems of \$15.0 million; and (2) principal payments of its term debt of \$2.75 million.

Net cash provided by RMI's financing activities in the six months ended June 30, 2008 consisted primarily of the following: (1) proceeds from the issuance of Series D Preferred Stock for \$23.1 million; and (2) principal payments of its term debt of \$2.4 million.

Net cash provided by RMI's financing activities in 2008 primarily consisted of proceeds from the issuance of Series D Preferred Stock for \$23.1 million, proceeds from draws on its accounts receivable line for credit of \$0.2M less payments of term loan \$4.2 million.

Net cash provided by RMI's financing activities in 2007 primarily consisted of proceeds from the issuance of Series C Preferred Stock for \$10.0 million, issuance of common stock for \$0.6 million, proceeds from term debt of \$11.7 million less payments of term loan and long term license obligations of \$9.5 million.

Net cash provided by RMI's financing activities in 2006 consisted of proceeds from the issuance of Series C Preferred Stock for \$31.5 million, issuance of common stock of \$0.2 million, proceeds from term debt of \$3.3 million, less payments of term debt and long term license obligations \$7.9 million.

**Contractual Obligations and Commitments**

As of June 30, 2009, the following table summarizes RMI's future contractual obligations for the periods presented (in thousands):

Contractual Obligations	Total	Payments Due by Period		
		Less Than One Year	1 to 3 Years	3 to 5 Years
Debt obligations	\$ 21,391	\$ 2,760	\$ 18,631	\$
Operating lease obligations	1,219	623	596	
Time-based license obligations	4,224	1,272	2,952	
Inventory purchase obligations	8,179	8,179		
Other non-cancellable purchase obligations	2,878	1,949	929	
Total	\$ 37,891	\$ 14,783	\$ 23,108	\$

**Off-Balance Sheet Arrangements**

At December 31, 2008, RMI did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

**Quantitative and Qualitative Disclosures about Market Risk***Interest Rate Risk*

RMI's exposure to market risk for changes in interest rates relates primarily to its cash, cash equivalents, revolving line of credit, and notes payable. RMI mitigates default risk by investing only in money market instruments. As of December 31, 2008, it held primarily money-market securities and did not have any other financial instruments. RMI considers its exposure to interest rate fluctuations in general to be minimal. The interest rate on its notes payable is fixed while the interest rate on its revolving line of credit is dependent on the



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lender's prime rate. The fair value of its notes payable will decrease as interest rate rises. However, the interest expense on its revolving line of credit will increase as the interest rate rises. RMI believes that a 10% change in interest rates would not have a material impact.

*Foreign Currency Risk*

RMI considers its exposure to foreign currency exchange rate fluctuations in general to be moderate. It invoices all of its foreign customers from the United States in U.S. dollars and all revenue is collected in U.S. dollars. For the year ended December 31, 2008, RMI earned approximately 86% of its revenue from international markets. Because its sales are currently denominated in U.S. dollars, the weakness of a foreign country's currency against the dollar could increase the price of its products in such country and reduce its product unit sales by making its products more expensive in the local currency. RMI's primary manufacturing suppliers' operations are located in Taiwan. Its procurement costs from its manufacturing suppliers are priced and billed to it in U.S. dollars. A weakened dollar could decrease supplier's revenue in local currency while costs in local currency remain unchanged thus decreasing its supplier's margins. This could result in increased cost of RMI's products in US dollars, if its suppliers increase their prices to offset their lower margins. Its cost of revenue may increase as a result of higher production cost incurred by its suppliers. In addition, as its base of international operations expands, a greater percentage of RMI's employee base will be paid in local currency. This expansion increases its exposure to foreign currency volatility. As a result, RMI's operating results may become subject to significant fluctuations based upon changes in the exchange rates of some currencies in relation to the U.S. dollar and diverging economic conditions in foreign markets in which it does business. RMI has minimal cash balances denominated in foreign currencies. It does not enter into forward exchange contracts to hedge exposures denominated in foreign currencies and does not use derivative financial instruments for trading or speculative purposes. Because its business model includes significant international participation, RMI's exposure to foreign currency risk is greater.

**Table of Contents****BENEFICIAL OWNERSHIP OF NETLOGIC COMMON STOCK**

The following table and footnotes set forth as of August 31, 2009 the beneficial ownership of our common stock held by:

each person or group of persons known to NetLogic to own beneficially more than 5% of the outstanding shares of our common stock;

each director and executive officer of NetLogic; and

all current directors and executive officers of NetLogic as a group.

Beneficial ownership is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934 and includes all shares over which the beneficial owner exercises voting or investment power. Options and warrants to purchase our common stock that are presently exercisable or exercisable within 60 days of the date of this proxy statement are included in the total number of shares beneficially owned for the person holding those options or warrants and are considered outstanding for the purpose of calculating percentage ownership of the particular holder. All information is taken from or based upon ownership filings made by such persons with the SEC or upon information provided by such persons. Except as otherwise indicated, and subject to community property laws where applicable, we believe, based on information provided by these persons, that the persons named in the table have sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them. Unless otherwise stated, the business address of each of our executive officers and directors is 1875 Charleston Road, Mountain View, California 94043.

Percentage of common stock beneficially owned Pre-Merger is based on 22,375,975 shares of common stock outstanding as of August 31, 2009. Percentage of common stock beneficially owned Post-Merger assumes that 5,026,000 shares that we would be required to issue as merger consideration (using an average closing price of \$40.26 as if the closing had occurred on August 31, 2009) were issued as of the record date and thus is based on 27,401,975 shares of common stock outstanding. We have excluded from this calculation approximately 248,000 fully vested shares of common stock that will be issued to designated RMI employees immediately after the merger because they have not been allocated yet.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (pre- Merger)	Percent of Class (post-Merger)
The Godinho Family Revocable Living Trust dated April 21, 1995(1) c/o NetLogic Microsystems, Inc. 1875 Charleston Rd. Mountain View, CA 94043	2,528,321	11.3%	9.2%
Warburg Pincus Private Equity VIII L.P. and affiliated entities(2) c/o Warburg Pincus LLC 450 Lexington Avenue New York, NY 10017	1,640,472	*	6.0%
Norman Godinho(1)	2,528,321	11.3%	9.2%
Ronald Jankov(3)	902,841	3.9%	3.2%
Michael Tate(4)	91,108	*	*
Steven Domenik(5)	56,216	*	*
Varadarajan Srinivasan(6)	203,476	*	*
Leonard Perham(7)	193,151	*	*
Douglas Broyles(8)	120,733	*	*
Mozafar Maghsoudnia(9)	77,636	*	*
Marcia Zander(10)	123,844	*	*
Alan Krock(11)	22,499	*	*
All directors and executive officers as a group (14 persons)(12)	4,569,572	19.5%	16.1%

\* Represents holdings of less than one percent.

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- (1) Includes 43,333 shares of our common stock issuable upon the exercise of options, 150,000 shares held by The Godinho Bypass Trust DTD June 12, 1995; 52,500 shares held by The Godinho Children's Trust, DTD November 7, 1983; and 2,284,155 shares held by The Godinho Family Revocable Living Trust dated April 21, 1995, Norman Godinho, Trustee. Mr. Godinho reported that he has sole voting and investment power with respect to 100% of these shares. Mr. Godinho disclaims beneficial ownership of the shares held by The Godinho Bypass Trust DTD June 12, 1995 and The Godinho Children's Trust, DTD November 7, 1983.
- (2) Includes WP VIII Finance, LP., Warburg Pincus Private Equity VIII, L.P. (WP VIII), Warburg Pincus Netherlands Private Equity VIII I.C.V. and Warburg Pincus Germany Private Equity VIII K.G. Warburg Pincus Partners, LLC (WP Partners), a subsidiary of Warburg Pincus & Co. (WP), is the sole general partner of WP VIII. WP is the managing member of WP Partners. WP VIII is managed by Warburg Pincus LLC (WP LLC). Charles R. Kaye and Joseph P. Landy are Managing Members and Co-Presidents of WP LLC and Managing General Partners of WP, and may be deemed to control voting and dispositive power over the shares held by the Warburg Pincus entities. All of the shares listed as beneficially owned by the Warburg Pincus entities following the merger will be issued on the closing date as merger consideration.
- (3) Includes 248,560 shares of our common stock issuable upon the exercise of options and 347,460 shares of our common stock held by Global Link 1 Capital, of which Mr. Jankov is a trustee. Mr. Jankov is our President and Chief Executive Officer and one of our directors.
- (4) Includes 61,875 shares of our common stock issuable upon the exercise of options. Mr. Tate is our Vice President and Chief Financial Officer.
- (5) Includes 43,333 shares of our common stock issuable upon the exercise of options, 12,027 shares of our common stock directly owned by Mr. Domenik, 18 shares directly owned by SRB Associates VIII L.P. ( SRB VIII ) and 2,505 shares directly owned by Sevin Rosen Bayless Management Company ( SRBMC ). Mr. Domenik is a general partner of SRB VIII and a director of SRBMC. Mr. Domenik reported that he has shared voting and investment power with respect to, and disclaims beneficial ownership of, the shares held by SRB VIII and SRBMC except to his pecuniary interest therein.
- (6) Includes 131,926 shares of our common stock issuable upon the exercise of options. Mr. Srinivasan is our Vice President of Product Development and Chief Technical Officer.
- (7) Includes 43,333 shares of our common stock issuable upon the exercise of options.
- (8) Includes 43,333 shares of our common stock issuable upon the exercise of options.
- (9) Includes 72,394 shares of our common stock issuable upon the exercise of options. Mr. Maghsoudnia is our Vice President of Worldwide Manufacturing.
- (10) Includes 121,537 shares of our common stock issuable upon the exercise of immediately-exercisable options. Ms. Zander is our Vice President of Sales.
- (11) Includes 24,166 shares of our common stock issuable upon the exercise of options.
- (12) Includes 1,046,929 shares of our common stock issuable upon the exercise of options and vested restricted stock units.



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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

On June 1, 2009, pursuant to the merger agreement, NetLogic loaned \$15,000,000 to RMI, which delivered to NetLogic a Secured Promissory Note, or Note, due November 30, 2010 and bearing interest at a 10% annual rate. The Note is secured by substantially all of RMI's assets, but repayment of the Note and NetLogic's security interest have been subordinated to the loans and security interests of RMI's pre-existing institutional lenders. Based on information provided to NetLogic by RMI, the total principal amount of such senior loans at May 31, 2009 was approximately \$5.1 million. Repayment of the Note will be accelerated upon an event of default, as that term is defined in the note, which includes a termination of the merger agreement by NetLogic as a result of certain breaches by RMI and a change of control of RMI. A change of control of RMI includes a sale of all or substantially all of RMI's assets and an acquisition of capital stock representing at least 50% of the voting power of RMI (other than in connection with the acquisition of RMI by NetLogic under the merger agreement). Upon a change of control, RMI is obligated to pay NetLogic \$5.0 million from the proceeds of the change of control in addition to all unpaid principal and accrued interest then due under the Note. Upon consummation of the merger, we expect to retain this obligation.

**FUTURE STOCKHOLDER PROPOSALS**

To be considered for inclusion in the NetLogic's proxy statement relating to the 2010 Annual Meeting of Stockholders pursuant to Rule 14a-8 of Regulation 14A under the Securities Exchange Act of 1934, stockholder proposals must be received no later than December 11, 2009.

For any stockholder nominations or stockholder proposals to be properly submitted by a stockholder for the 2010 Annual Meeting of Stockholders, the stockholder must give timely notice in writing to NetLogic. For stockholder nominations or stockholder proposals (other than stockholder proposals made in accordance with Rule 14a-8) to be considered timely, the stockholder's notice must be received by NetLogic not less than 90 or more than 120 calendar days in advance of the anniversary of the previous year's annual meeting of stockholders. To be timely for the 2010 Annual Meeting of Stockholders, a stockholder's notice must be received by NetLogic between January 15, 2010 and February 14, 2010. However, in the event that the annual meeting is called for a date that is not within 30 calendar days of the anniversary of the date on which the immediately preceding annual meeting of stockholders was called, to be timely, notice by the stockholder must be so received not later than the close of business on the tenth calendar day following the date on which public announcement of the date of the annual meeting is first made. All stockholder proposals should be addressed to the attention of the Secretary at our principal office and contain the information required by our bylaws.

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**WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE**

The SEC allows NetLogic to incorporate by reference certain information into this proxy statement, which means that NetLogic can disclose important information to its stockholders by referring its stockholders to other documents that NetLogic filed separately with the SEC. NetLogic stockholders should consider the incorporated information as if NetLogic reproduced it in this proxy statement, except for any information directly superseded by information contained in this proxy statement.

NetLogic incorporates by reference into this proxy statement the following financial statements and other information (SEC File No. 000-50838), which contain important information about NetLogic and its business and financial results:

The financial statements, selected financial data, selected quarterly financial data, management's discussion and analysis of financial condition and results of operations and market risk disclosures and risk factors contained in NetLogic's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on March 4, 2009, and NetLogic's Quarterly Reports on Form 10-Q for the period ended March 31, 2009, filed with the SEC on May 5, 2009 and for the period ended June 30, 2009, filed with the SEC on August 5, 2009;

The pro forma financial statements of NetLogic relating to its acquisition of assets from Integrated Device Technology, Inc. contained in the Current Report on Form 8-K filed by NetLogic with the SEC on July 20, 2009;

The Current Reports on Form 8-K filed by NetLogic with the SEC on May 6, 2009 and June 25, 2009;

The description of NetLogic's common stock contained in NetLogic's Registration Statement on Form S-3 filed with the SEC on May 10, 2006, as amended and declared effective on June 5, 2006; and

The description of NetLogic's Series A Junior Participating Preferred Stock Purchase Rights contained in NetLogic's Registration Statement on Form 8-A filed with the SEC on July 8, 2004.

NetLogic may file additional documents with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 on or after the date of this proxy statement and before the special meeting. The SEC allows NetLogic to incorporate by reference into this proxy statement such documents. NetLogic stockholders should consider any statement contained in this proxy statement (or in a document incorporated into this proxy statement) to be modified or superseded to the extent that a statement in a subsequently filed document modifies or supersedes such statement.

This proxy statement is accompanied by a copy of each of the following documents, which are incorporated by reference into this proxy statement to the extent set forth above:

Annual Report on Form 10-K, filed with the SEC on March 4, 2009;

Quarterly Report on Form 10-Q, filed with the SEC on May 5, 2009;

Current Report on Form 8-K, filed with the SEC on May 6, 2009;

Quarterly Report on Form 10-Q, filed with the SEC on August 5, 2009;

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Current Report on Form 8-K, filed with the SEC on June 25, 2009;

Current Report on Form 8-K, filed with the SEC on July 20, 2009;

Description of NetLogic's Common Stock, contained in the Registration Statement on Form S-3 filed with the SEC on May 10, 2006;  
and

Description of NetLogic's Series A Junior Participating Preferred Stock Purchase Rights contained in NetLogic's Registration Statement on Form 8-A filed with the SEC on July 8, 2004.



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**RMI Corporation and Subsidiaries**

**At June 30, 2009 and December 31, 2008 and**

**For the Three and Six Months Ended June 30, 2009 and June 30, 2008**

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**INDEPENDENT AUDITORS REPORT**

The Board of Directors

RMI Corporation:

We have audited the accompanying consolidated balance sheets of RMI Corporation and subsidiaries (the Company) as of December 31, 2008 and 2007, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of RMI Corporation and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2008 in conformity with U.S. generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has incurred recurring losses from operations and has an accumulated deficit that raise substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters is also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**KPMG LLP**

Mountain View, California

May 22, 2009

**Table of Contents****CONSOLIDATED BALANCE SHEETS**

(in thousands, except share data)

	December 31,	
	2008	2007
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 14,188	\$ 14,785
Accounts receivable, net of allowances of \$351 and \$304 in 2008 and 2007, respectively	6,801	5,084
Inventories	7,621	6,930
Prepaid expenses and other current assets	1,905	1,604
<b>Total current assets</b>	<b>30,515</b>	<b>28,403</b>
Property and equipment, net	4,645	3,018
Goodwill	7,163	7,163
Purchased intangibles and other assets, net	4,146	4,233
<b>Total assets</b>	<b>\$ 46,469</b>	<b>\$ 42,817</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,756	\$ 2,853
Accrued payroll and related benefits	2,406	2,386
Other accrued liabilities	5,560	6,049
Deferred income on shipments to distributors	547	909
Line of credit	489	277
Notes payable, current	5,026	4,244
<b>Total current liabilities</b>	<b>16,784</b>	<b>16,718</b>
Notes payable, non-current	1,310	6,336
Deferred tax liability	471	282
Other liabilities	312	384
<b>Total liabilities</b>	<b>18,877</b>	<b>23,720</b>
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Series A convertible preferred stock, \$0.001 par value. Authorized, issued, and outstanding 6,650,000 shares as of December 31, 2008 and 2007; aggregate liquidation preference of \$7,875 as of December 31, 2008		
	7	7
Series B-1 convertible preferred stock, \$0.001 par value. Authorized, issued, and outstanding 35,491,041 shares as of December 31, 2008 and 2007; aggregate liquidation preference of \$28,900 as of December 31, 2008		
	35	35
Series B-2 convertible preferred stock, \$0.001 par value. Authorized 70,167,963 shares; issued and outstanding 68,489,838 shares as of December 31, 2008 and 2007; aggregate liquidation preference of \$70,253 as of December 31, 2008		
	68	68
Series C convertible preferred stock, \$0.001 par value. Authorized 52,000,000 shares; issued and outstanding 50,730,394 shares as of December 31, 2008 and 2007, respectively; aggregate liquidation preference of \$71,368 as of December 31, 2008		
	50	50
Series D convertible preferred stock, \$0.001 par value. Authorized 16,000,000 shares; issued and outstanding 15,822,785 and 0 shares as of December 31, 2008 and 2007, respectively; aggregate liquidation preference of \$25,000 as of December 31, 2008		
	16	
Common stock, \$0.001 par value. Authorized 278,000,000 shares; issued and outstanding 33,502,724 and 32,464,750 shares as of December 31, 2008 and 2007, respectively; aggregate liquidation preference of		
	41	30

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\$3,350 as of December 31, 2008

Additional paid-in capital	205,385	177,645
Accumulated deficit	(178,010)	(158,738)
Total shareholders' equity	27,592	19,097
Total liabilities and shareholders' equity	\$ 46,469	\$ 42,817

*The accompanying notes are an integral part of these consolidated financial statements.*

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**Table of Contents****CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands)

	Year Ended December 31,		
	2008	2007	2006
Revenue	\$ 78,946	\$ 64,345	\$ 30,053
Cost of revenue:			
Cost of revenue excluding amortization of purchased technology	30,409	30,032	17,906
Amortization of purchased technology	1,397	3,622	4,274
Total cost of revenue	31,806	33,654	22,180
Gross profit	47,140	30,691	7,873
Operating expenses:			
Research and development	38,875	34,195	26,134
Sales, general and administrative	24,547	18,183	12,169
Delayed public offering	653		
Amortization of other purchased intangible assets	351	774	161
In-process research and development			3,130
Total operating expenses	64,426	53,152	41,594
Loss from operations	(17,286)	(22,461)	(33,721)
Other income (expense)			
Interest expense	(1,940)	(1,937)	(1,354)
Other income, net	57	855	904
Other expense, net	(1,883)	(1,082)	(450)
Loss before income taxes	(19,169)	(23,543)	(34,171)
Provision for income taxes	103	222	94
Net loss before extraordinary item	(19,272)	(23,765)	(34,265)
Extraordinary gain on the resolution of acquisition purchase price contingency (Note 5(b))		3,185	
Net loss	\$ (19,272)	\$ (20,580)	\$ (34,265)

*The accompanying notes are an integral part of these consolidated financial statements.*

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## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

(in thousands, except share data)

	Series A		Convertible preferred stock				Series D		Common stock		Additional paid-in capital	Accumulated deficit	Total share- holders equity
	Shares	Amount	Series B-1 Shares	Amount	Series B-2 Shares	Amount	Series C Shares	Amount	Shares	Amount			
<b>Balances as of December 31, 2005</b>	<b>6,650,000</b>	<b>7</b>	<b>35,491,041</b>	<b>35</b>	<b>68,489,838</b>	<b>68</b>			<b>26,214,954</b>	<b>24</b>	<b>105,075</b>	<b>(103,893)</b>	<b>1,316</b>
Issuance of restricted common stock upon exercise of stock options									1,057,878	1	80		81
Repurchases of restricted common stock									(367,333)				
Vesting of restricted common stock											75		75
Share-based compensation on options granted to employees											282		282
Share-based compensation on options granted to non-employees											8		8
Fair value of common stock warrants issued to placement agent in connection with sales of Series C convertible preferred stock											50		50
Fair value of warrants issued to purchase shares of Series C preferred stock in connection with loan agreement											356		356
Issuance of Series C convertible preferred stock for acquisition of business and inventory						20,078,002	20				28,226		28,246
Issuance of Series C convertible preferred stock, net of issuance costs of \$1,435						23,189,686	23				31,165		31,188

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Net loss										(34,265)	(34,265)			
<b>Balances as of December 31, 2006</b>	<b>6,650,000</b>	<b>7</b>	<b>35,491,041</b>	<b>35</b>	<b>68,489,838</b>	<b>68</b>	<b>43,267,688</b>	<b>43</b>		<b>26,905,499</b>	<b>25</b>	<b>165,317</b>	<b>(138,158)</b>	<b>27,337</b>
Issuance of restricted common stock upon exercise of stock options										5,566,751	4	439		443
Repurchases of restricted common stock										(7,500)				
Vesting of restricted common stock											1	182		183
Share-based compensation on options granted to employees												1,309		1,309
Share-based compensation on options granted to non-employees												154		154
Fair value of common stock warrants issued to placement agent in connection with sales of Series C convertible preferred stock												19		19
Fair value of warrants issued to purchase shares of Series C preferred stock in connection with loan agreement												190		190
Issuance of Series C convertible preferred stock, net of issuance costs of \$457												10,035		10,042
Net loss													(20,580)	(20,580)

<b>Balances as of December 31, 2007</b>	<b>6,650,000</b>	<b>7</b>	<b>35,491,041</b>	<b>35</b>	<b>68,489,838</b>	<b>68</b>	<b>50,730,394</b>	<b>50</b>		<b>32,464,750</b>	<b>30</b>	<b>177,645</b>	<b>(158,738)</b>	<b>19,097</b>
Issuance of restricted common stock upon exercise of stock options										604,735	6	101		107
Repurchases of restricted common stock										(80,207)				
Vesting of restricted common stock												53		53
Issuance of common stock upon exercise of warrants										513,446	5	36		41





**Table of Contents****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

	Year Ended December 31,		
	2008	2007	2006
<b>Cash flows from operating activities:</b>			
Net loss	\$ (19,272)	\$ (20,580)	\$ (34,265)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>			
Depreciation and amortization	3,836	5,842	5,611
Extraordinary gain		(3,185)	
In-process research and development			3,130
Change in fair value of contingent debt milestone derivative	352	118	
Amortization of loan discounts	757	750	386
Share-based compensation and expense	3,842	1,463	290
Deferred tax provision	188	188	94
<b>Changes in operating assets and liabilities:</b>			
Accounts receivable, net	(1,717)	(1,970)	(2,168)
Inventories	(691)	1,612	1,495
Prepaid expenses and other current assets	(301)	(518)	(425)
Accounts payable	(97)	(566)	2,266
Accrued payroll and related benefits	20	984	363
Other accrued liabilities	(841)	1,140	1,512
Deferred income on shipments to distributors	(362)	633	276
Other, net	(1,284)	(104)	(79)
<b>Net cash used in operating activities</b>	<b>(15,570)</b>	<b>(14,193)</b>	<b>(21,514)</b>
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	(3,478)	(2,288)	(945)
Cash paid for acquisition			(25)
<b>Net cash used in investing activities</b>	<b>(3,478)</b>	<b>(2,288)</b>	<b>(970)</b>
<b>Cash flows from financing activities:</b>			
Net proceeds from issuance of convertible preferred stock	23,092	9,919	31,544
Net proceeds from issuance of common stock	148	617	190
Repurchase of common stock			(33)
Proceeds from line of credit	212	277	
Proceeds from issuance of notes payable		11,670	3,330
Principal payments of notes payable	(5,001)	(6,481)	(5,960)
Principal payments of intellectual property license obligation		(3,062)	(1,894)
<b>Net cash provided by financing activities</b>	<b>18,451</b>	<b>12,940</b>	<b>27,177</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(597)</b>	<b>(3,541)</b>	<b>4,693</b>
Cash and cash equivalents at beginning of year	14,785	18,326	13,633
<b>Cash and cash equivalents at end of year</b>	<b>\$ 14,188</b>	<b>\$ 14,785</b>	<b>\$ 18,326</b>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid for interest	\$ 1,236	\$ 1,125	\$ 839
<b>Noncash financing and investing activities:</b>			
Fair value of common stock warrants issued in connection with preferred stock issuances	632	19	50

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Fair value of convertible preferred stock warrants issued in connection with loan agreements	190	356
Fair value of embedded derivatives separated from notes payable	968	253
Fair value of preferred stock issued for acquisition of business and inventory	123	28,246

*The accompanying notes are an integral part of these consolidated financial statements.*

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### **Note 1 The Company**

RMI Corporation, formerly known as Raza Microelectronics, Inc., was formed in September 2002 as a wholly-owned subsidiary of Foundries Holdings, LLC (FHLLC) as a result of the reorganization of various development stage companies majority owned by FHLLC. On September 17, 2002, Transpera Inc., a majority-owned subsidiary of FHLLC and a development stage company, merged with Raza Microelectronics, Inc. ( Raza Micro ), a wholly owned subsidiary of FHLLC with no previous material activities. Transpera, Inc. continued as the surviving entity and changed its name to Raza Microelectronics, Inc. On October 10, 2002, Raza Micro merged with SiSilk Networks, Inc., a majority-owned subsidiary of FHLLC and a development stage company, with Raza Micro continuing as the surviving entity. In January 2003, Raza Micro issued additional shares such that FHLLC was no longer the majority stockholder. Raza Micro changed its name to RMI Corporation in December 2007.

RMI Corporation and its subsidiaries (the Company ) are engaged in the design, production, and sale of semiconductor processor solutions for networking, communication and consumer applications. The Company s headquarters is located in Cupertino, California with branch and subsidiary offices in Texas, India, Hong Kong, Korea, Japan, Taiwan, China, United Kingdom, France, and Cayman Islands.

### **Note 2 Summary of Significant Accounting Policies**

The following is a summary of the Company s significant accounting policies:

#### ***(a) Basis of Presentation***

The consolidated financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP) and include RMI Corporation and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated.

The Company has incurred recurring losses from operations and had an accumulated deficit of \$178.0 million as of December 31, 2008 that raise substantial doubt about its ability to continue as a going concern. The Company plans to finance its operations through raising additional capital or through other strategic alternatives such as a sale or merger. There can be no assurance that the Company will be successful with these plans. The consolidated financial statements do not include any adjustment that might result from the outcome of this uncertainty.

#### ***(b) Use of estimates***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from those estimates.

#### ***(c) Foreign currencies***

The functional currency for all of the Company s foreign subsidiaries is the U.S. dollar. The Company remeasures assets and liabilities at the period end exchange rate for monetary items and at historical exchange rates for non-monetary items. Revenues and expenses are remeasured at the average exchange rate during the period except for income and expenses related to non-monetary items which are remeasured using historical exchange rates. Foreign currency gains (losses) for the years ended December 31, 2008, 2007, and 2006 were not significant and are included in other income, net.

#### ***(d) Cash equivalents***

The Company considers all highly liquid investments purchased with an original maturity or remaining maturity at the date of purchase of three months or less to be cash equivalents. Cash equivalents consist of

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money market funds which are available to be redeemed at par value at any time in order to meet liquidity needs.

**(e) Fair value of financial instruments**

The carrying value of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and line of credit approximate their fair values due to their relatively short maturities. The Company does not hold any investments other than cash equivalents. As of December 31, 2008 and 2007, the fair value of notes payable was \$6.9 million and \$11.9 million, respectively. The Company estimates the fair value of notes payable by discounting the future cash flows of the notes using the market rate of interest on the reporting date as determined by the Prime lending rate on that date and the spread of the Company's historical borrowing rate over the Prime lending rate.

**(f) Concentrations of risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. The Company's cash equivalents consist of money market accounts with a large financial institution. Cash bank balances generally exceed the amount of federal deposit insurance provided on such balances.

Sales to foreign customers for the years ended December 31, 2008, 2007, and 2006, all of which were denominated in U.S. dollars, accounted for 86%, 88%, and 84%, respectively of total revenue.

The Company performs ongoing credit evaluations of its customers' financial condition and requires collateral from certain customers in the form of standby letters of credit. The Company records an allowance for doubtful accounts for its best estimate of the amount of probable credit losses in the existing accounts receivable. The Company determines the allowance based on historical write-off experience and probability of collection. Doubtful accounts expense was not significant in 2008, 2007, and 2006. The Company does not have any off-balance-sheet credit exposure related to its customers.

See Note 10 for individual customers whose revenue or accounts receivable balances were 10% or higher of respective consolidated amounts. An end customer is a customer who uses our products in its systems design but does not purchase products directly from the Company because of its use of outsourced manufacturers. A ship to customer purchases products directly from the Company and includes outsourced manufacturers of the end customers.

Summarized below are individual customers whose accounts receivable balances were 10% or higher of respective consolidated amounts at each period end:

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Percentage of gross accounts receivable</b>		
Customer I	14%	*
Customer F	13%	11%
Customer J	10%	*
Customer E	*	24%
Customer G	*	11%

\* Less than 10% of accounts receivable for the respective period end.

The Company outsources its manufacturing to third party wafer foundries and contract manufacturers and some of the key components in the Company's products come from single or limited sources of supply. The

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inability of any supplier or manufacturer to fulfill supply requirements of the Company could have a negative impact on its business.

### ***(g) Inventories***

Inventories are stated at the lower of cost or market. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis. Inventories consist primarily of finished goods, work-in-process and raw materials. The Company writes-down the value of inventories for estimated excess and obsolete amounts based upon assumptions about future demand and market conditions. Inventory write downs result in an adjustment to the cost basis of the inventory and are not reversed prior to sale or disposition of the related inventory.

### ***(h) Property and equipment***

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from three to five years. Leasehold improvements are amortized over the lower of the useful life or the related remaining lease term which are periods that range from three to five years. Depreciation and amortization expense for the years ended December 31, 2008, 2007 and 2006 was \$1.9 million, \$1.4 million, and \$1.2 million, respectively.

In 2008, the Company capitalized the cost of photomask purchases. A photomask is a type of tooling purchased from the foundry and used in the qualification and manufacturing of the Company's products. In 2008, these costs were capitalized since the Company determined in this period, from its historical experience, that tooling purchased in connection with the qualification of a product had a probable alternate future use in the manufacturing of the product. In 2008, \$1.3 million of photomask tooling purchases was capitalized and is being amortized to cost of revenue over useful lives of 2-3 years. Prior to 2008, all costs of photomask purchases were expensed to research and development expense as incurred.

### ***(i) Purchased intangibles***

Purchased intangibles consist of purchased technology, customer relationships, order backlog and intellectual property license. Intangible assets are either amortized on a straight-line basis or in proportion to the economic benefits consumed over their estimated useful lives which are periods that range from nine months to seven years. Amortization of intangible assets was \$2.0 million, \$4.4 million, and \$4.4 million in 2008, 2007, and 2006, respectively.

### ***(j) Goodwill and impairment of goodwill***

Goodwill represents the excess of the aggregate purchase price over the fair value of the net tangible and intangible assets acquired by the Company. Goodwill is tested for impairment each fiscal year or more often if an event or circumstances indicate that an impairment loss may have been incurred. Goodwill impairment is determined using a two-step approach in accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). The two-step impairment test identifies potential goodwill impairment and measures the amount of a goodwill impairment loss, if any. Under the first step, the fair value of the reporting unit is compared with its carrying value, including goodwill. If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting unit and the enterprise must perform step two of the impairment test. Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation, in accordance with SFAS No. 141, *Business Combinations* (SFAS 141). The residual fair value after this allocation is the implied fair

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value of the reporting unit's goodwill. An impairment charge is recognized if a reporting unit's goodwill carrying amount exceeds its implied fair value. The Company has allocated all goodwill to a single company-wide reporting unit. Based on the impairment tests performed, there was no impairment of goodwill in 2008, 2007, or 2006.

The Company's goodwill is amortized and deductible for tax purposes which gives rise to a deferred tax liability due to the indefinite life for financial reporting purposes.

***(k) Impairment of long-lived assets***

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets, including intangible assets, may not be recoverable. When such events or changes in circumstances occur, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company records an impairment charge based on the excess of the carrying amount over the fair value of the assets.

***(l) Share-based compensation***

On January 1, 2006, the Company adopted SFAS No. 123(R) *Share-Based Payment* (SFAS 123R), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on estimated fair value. SFAS 123R supersedes the Company's previous accounting using the intrinsic value method of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25), for periods beginning in 2006. SFAS 123R requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service period. In March 2005, the SEC issued Staff Accounting Bulletin No. 107, *Share-Based Payment* (SAB 107), relating to SFAS 123R. The Company has applied the provisions of SAB 107 in its adoption of SFAS 123R.

The Company adopted SFAS 123R using the prospective transition method, which requires the Company to recognize share-based compensation expense on a prospective basis only for share-based awards granted after the effective date of January 1, 2006. The Company adopted SFAS 123R prospectively because prior to the period of adoption it was a non-public entity that used the minimum value method for pro forma disclosures under SFAS 123. In accordance with the prospective transition method, the Company's consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123R. In addition, awards granted prior to the effective date of SFAS 123R continued to be accounted for under the intrinsic value method under APB 25 subsequent to the effective date.

The Company accounts for stock issued to non-employees in accordance with the provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (SFAS 123), and Emerging Issues Task Force Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* (EITF 96-18).

Share-based compensation expense recognized for the year ended December 31, 2008 was \$3.8 million which consisted of share-based compensation expense related to employee stock options of \$3.7 million and expense related to non-employee stock options of \$147,000. As part of a termination agreement with certain key employees, the Company agreed to accelerate the vesting of options representing 55,209 shares of common stock. This modification to accelerate vesting of the associated stock options resulted in the recognition of share-based compensation expense of \$63,000 in 2008. Share-based compensation expense recognized for the year ended December 31, 2007 was \$1.5 million which consisted of share-based

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compensation expense related to employee stock options of \$1.3 million and expense related to non-employee stock options of \$154,000. As part of a termination agreement with an executive, the Company agreed to waive its repurchase right on 145,833 shares of common stock which were acquired by the executive through the exercise of unvested options. This waiver resulted in a modification to accelerate vesting of the associated stock options and the recognition of share-based compensation expense of \$129,000 in 2007. Share-based compensation expense recognized for the year ended December 31, 2006 was \$290,000 which consisted of share-based compensation expense related to employee stock options in the amount of \$282,000 and expense related to non-employee stock options of \$8,000.

Share-based compensation expense recognized in the consolidated statements of operations for the years ended December 31, 2008, December 31, 2007 and December 31, 2006, are based on awards ultimately expected to vest and has been reduced for estimated forfeitures. In conjunction with the adoption of SFAS 123R, the Company continued to use the single option method of straight-line expense amortization over the vesting period.

See Note 7(d) for additional information on share-based compensation.

### ***(m) Revenue recognition***

The Company derives its revenue primarily from the sale of semiconductor products to direct customers and through distributors. The Company recognizes product revenue in accordance with SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*. The Company recognizes revenue for products when persuasive evidence of an arrangement exists, the product has been delivered, title and risk of loss have been transferred to the customer, the fee is fixed or determinable, and collection of the resulting receivable is reasonably assured. Arrangements involving more than one deliverable are accounted for in accordance with Emerging Issues Task Force (EITF) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables* (EITF 00-21).

Evidence of an arrangement is manifested by a master distribution or purchase agreement or an individual binding purchase order. In most cases, sales are governed by a master agreement against which individual binding purchase orders are placed on a transaction-by-transaction basis.

At the time of the transaction, the Company assesses whether the fee associated with the transaction is fixed or determinable, and whether or not collection is reasonably assured. The Company assesses whether the fee is fixed or determinable based upon the terms of the binding purchase order, including the payment terms associated with the transaction. For sales to direct customers, if it cannot be concluded that a fee associated with the transaction is fixed or determinable, the Company recognizes revenue as payments from customers become due (assuming all other conditions for revenue recognition have been satisfied). Because of frequent price adjustments, sales made to distributors under agreements that permit price adjustments are deferred until the distributors sell the product. Deferred income on shipments to distributors reflects the amount of gross profit to be realized when distributors sell through the product. Accounts receivable from distributors is recorded and inventory is relieved when title to inventory transfers at which point the Company has a legally enforceable right to collection under normal payment terms.

The Company assesses probability of collection based on a number of factors, including past transaction history with the customer and its credit-worthiness. The Company requires collateral from certain customers. If the Company determines that collection of a fee is not reasonably assured, it defers the fee and recognizes revenue at the time collection becomes reasonably assured, which is generally upon receipt of cash.

The Company's arrangements do not generally include acceptance clauses. However, if an arrangement includes an acceptance provision, recognition of revenue occurs upon the earlier of receipt of a written customer acceptance or expiration of the acceptance period.

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The Company also enters into agreements with some customers to provide engineering design services. Engineering design service arrangements are accounted for under the percentage of completion method in accordance with Statement of Position No. 81-1, *Accounting for Performance in Construction-Type and Certain Production-Type Contracts* (SOP 81-1). Revenue for the year ended December 31, 2008, 2007, and 2006 included \$675,000, \$1.7 million and \$1.4 million, respectively, of engineering design service revenue accounted for under SOP 81-1.

The Company collects and remits sales taxes on products and services that it purchases and sells under its contracts with customers, and reports such amounts under the net method in its consolidated statements of operations. Accordingly, there are no sales taxes included in revenue. The Company records costs related to shipping and handling of products in cost of revenue for all periods presented.

***(n) Sales returns and allowances***

The Company provides its customers limited return rights under its standard warranty, which for most customers is effective for a period of one year after the sale. The Company has entered into master purchase agreements with some customers that provide for a warranty period of two years. The Company's warranty obligation is limited to replacing or repairing defective products or, at its option, issuing a credit for amounts billed. The Company records an estimate for sales returns based on historical data and current business expectations and reduces revenue for estimated future returns through the allowance for sales returns. In 2008, 2007 and 2006, sales returns and warranty expenses were not significant.

***(o) Income taxes***

The Company accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of the Company's assets and liabilities and their financial statement reported amounts. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is provided to reduce deferred tax assets to an amount for which realization is more likely than not.

In accordance with FASB Staff Position FIN 48-3, *Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises*, the Company has elected to defer the application of FASB Interpretation No. 48.

***(p) Reclassifications***

Certain reclassifications have been made to prior-period balances to present the financial statements on a consistent basis with current year presentation. Such reclassifications have not changed previously reported net income (loss) or shareholders' equity.

***(q) Recent accounting pronouncements***

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (SFAS 162). This standard identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (the GAAP hierarchy). SFAS No. 162 became effective on November 15, 2008. The adoption of SFAS No. 162 did not have a material effect on the Company's consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities - An Amendment of SFAS No. 133* (SFAS 161). This standard amends SFAS No. 133, *Accounting*



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for *Derivative Instruments and Hedging Activities* by requiring expanded disclosure about an entity's derivative instruments and hedging activities, but does not change the scope or accounting for SFAS No. 133. SFAS No. 161 requires qualitative, quantitative and credit-risk disclosures. Required qualitative disclosures include 1) how and why an entity is using derivative instruments or hedging activity, 2) how an entity is accounting for its derivative instruments and hedging items under SFAS No. 133, and 3) how the instruments affect an entity's financial position, financial performance and cash flow. The qualitative disclosure should include information about the fair value of the derivative instruments, including gains and losses. Credit-risk disclosures should include information about the existence and nature of credit risk related contingent features included in derivative instruments. SFAS No. 161 also amends SFAS No. 107, *Disclosures about Fair Value of Financial Assets*, to clarify that derivative instruments are subject to SFAS No. 107's concentration-of-credit-risk disclosures. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, and will be adopted by the Company in the first quarter of 2009. The Company does not expect the adoption of SFAS 161 to have a material impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51* (SFAS 160), which establishes new accounting and reporting standards for noncontrolling interest (minority interest) and for the deconsolidation of a subsidiary. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company does not expect the adoption of SFAS 160 to have a material impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS 141R), which requires the recognition of assets acquired, liabilities assumed, and any noncontrolling interest in an acquiree at the acquisition date fair value with limited exceptions. SFAS 141R will change the accounting treatment for certain specific items and includes a substantial number of new disclosure requirements. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The adoption of SFAS 141R will be effective for acquisitions consummated on or after January 1, 2009 and have an impact on its accounting for future business combinations.

In June 2007, the FASB ratified EITF consensus conclusion on EITF 07-03, *Accounting for Advance Payments for Goods or Services to Be Used in Future Research and Development*. EITF 07-03 addresses the diversity which exists with respect to the accounting for the non-refundable portion of a payment made by an entity for future research and development activities. Under this conclusion, an entity is required to defer and capitalize non-refundable advance payments made for research and development activities until the related goods are delivered or the related services are performed. EITF 07-03 is effective for interim or annual reporting periods in fiscal years beginning after December 15, 2007 and requires prospective application for new contracts entered into after the effective date. The Company adopted this consensus in 2008. The adoption of EITF 07-3 had no material impact to the Company's consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 is expected to expand the use of fair value accounting but does not affect existing standards which require certain assets or liabilities to be carried at fair value. Under SFAS 159, a company may choose, at specified election dates, to measure eligible items at fair value and report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company did not elect to value any of its financial assets or liabilities in accordance with SFAS No. 159.

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In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157) which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. Fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts. SFAS 157 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Fair value measurements would be separately disclosed by level within the fair value hierarchy. The Company has adopted SFAS 157 for the fiscal year beginning January 1, 2008. In February 2008, the FASB issued FASB Staff Position ( FSP ) 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13* and FSP FAS 157-2, *Effective Date of FASB Statement No. 157*. These FSPs (1) defer the effective date in SFAS 157 for one year for certain nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis, (2) exclude certain leasing transactions accounted for under SFAS No. 13, *Accounting for Leases*, from the scope of SFAS 157, and (3) include several specific examples of items eligible or not eligible for the one-year deferral. The provisions of SFAS 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. FSP 157-1 is effective upon the initial adoption of SFAS 157. FSP 157-2 defers the effective date of certain provisions of SFAS No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of the FSP. However, the effective date for financial assets and liabilities remains intact. There was no material impact to the Company's consolidated financial statements as a result of the adoption of SFAS No. 157. See Note 9 for the disclosures required by SFAS 157. In October 2008, the FASB issued FASB Staff Position ( FSP ) 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active*. FSP 157-3 clarifies the application of SFAS 157 in a market that is not active and addresses application issues such as the use of internal assumptions when relevant observable data does not exist, the use of observable market information when the market is not active and the use of market quotes when assessing the relevance of observable and unobservable data. FSP 157-3 is effective for all periods presented in accordance with SFAS 157. The guidance in FSP 157-3 is effective immediately and did not have a material impact on the Company's consolidated financial statements. In addition, the Company does not expect the adoption of SFAS 157 for nonfinancial assets and liabilities to have a material impact on its consolidated financial statements.

In July 2006, the FASB issued Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109* (SFAS 109). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS 109. In December 2008, the FASB issued FSP FIN 48-3, *Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises*. This FSP defers the effective date of FIN 48 for certain nonpublic enterprises, including nonpublic not-for-profit organizations, for fiscal years beginning after December 15, 2008. The Company elected to defer the application of FIN 48 in accordance with this FSP. The Company believes the adoption of this interpretation will not have a material impact on its consolidated financial statements.

**Table of Contents****Note 3 Balance Sheet Components**

	December 31, 2008	2007 (in thousands)
<b>Inventories:</b>		
Finished goods	\$ 2,565	\$ 3,959
Work-in-process	4,284	2,479
Raw materials	772	492
	<b>\$ 7,621</b>	<b>\$ 6,930</b>
<b>Property and equipment, net:</b>		
Computers and equipment	\$ 9,187	\$ 6,194
Office equipment and furniture	405	331
Leasehold improvements	1,190	1,104
Software	2,370	2,063
	<b>13,152</b>	<b>9,692</b>
Less: accumulated depreciation and amortization	(8,507)	(6,674)
	<b>\$ 4,645</b>	<b>\$ 3,018</b>
<b>Purchased intangibles and other assets, net:</b>		
Purchased intangible assets, net	\$ 3,752	\$ 3,792
Restricted cash under terms of lease agreement	250	250
Other assets	144	191
	<b>\$ 4,146</b>	<b>\$ 4,233</b>
<b>Other accrued liabilities:</b>		
Contingent debt milestone derivative liability	\$ 1,691	\$ 1,339
Accrued royalty	272	363
Accrued interest	71	125
Other accrued liabilities	3,526	4,222
	<b>\$ 5,560</b>	<b>\$ 6,049</b>

**Note 4 Goodwill and Purchased Intangibles**

In connection with the acquisition of the ultra low-power processor product line from Advanced Micro Devices, Inc. ( AMD ) in July 2006, the Company recorded Goodwill of \$7.2 million. There were no changes in Goodwill in 2008 and 2007. As discussed in Note 2(j) the Company does not amortize goodwill but instead tests for impairment annually or more frequently if certain events or circumstances indicate that the carrying value may not be recoverable.

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Intangible assets as of December 31, 2008 and 2007 consist of the following (in thousands):

	Weighted Average Amortization Period	December 31, 2008			December 31, 2007		
		Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Purchased technology	36 month	\$ 7,998	\$ (7,642)	\$ 356	\$ 7,998	\$ (6,824)	\$ 1,174
Intellectual property license	151 month	7,926	(4,530)	3,396	5,981	(3,714)	2,267
Customer relationships	12 month	1,287	(1,287)		1,287	(936)	351
Backlog	8 month	1,345	(1,345)		1,345	(1,345)	
<b>Total intangibles</b>	<b>81 month</b>	<b>\$ 18,556</b>	<b>\$ (14,804)</b>	<b>\$ 3,752</b>	<b>\$ 16,611</b>	<b>\$ (12,819)</b>	<b>\$ 3,792</b>

All of the Company's intangible assets excluding goodwill are subject to amortization. Estimated future amortization expense to be included in cost of revenue and in operating expenses is as follows (in thousands):

Year Ended December 31,	Cost of Revenue	Operating Expenses	Total Amortization
2009	\$ 670	\$ 237	\$ 907
2010	314	236	550
2011	314	236	550
2012	314		314
2013	314		314
Thereafter	1,117		1,117
<b>Total</b>	<b>\$ 3,043</b>	<b>\$ 709</b>	<b>\$ 3,752</b>

In October 2008, the Company signed purchased agreement to acquire a nonexclusive, worldwide, nontransferable intellectual property license for \$1.6 million. This license is used to integrate the licensed technology into the Company's products. Under this licensing arrangement, the Company made cash payments of \$129,000 in 2008. The payments under this arrangement were based on predetermined quarterly payment which is payable over 36 months. Amortization of this intellectual property intangible is recorded to research and development expense in proportion to the economic benefits consumed based on when the licensed technology is incorporated into the Company's products under development. As of December, 31, 2008, \$945,000 of intellectual property license has been capitalized and \$236,000 has been expensed to research and development.

In July 2006, in connection with the acquisition of the ultra low-power processor product line, the Company recorded a purchased technology intangible asset of \$5.7 million. Amortization is recorded to cost of revenue in proportion to the economic benefits consumed based on the estimated discounted cash flows over the estimated useful life of the asset, which is three years. Amortization expense for the years ended December 31, 2008, 2007, and 2006 was \$818,000, \$2.6 million, and \$1.9 million, respectively. The Company also recorded a customer relationships intangible asset of \$1.3 million which related to non-contractual relationships with ultra low-power processor customers. Amortization is recorded to sales and marketing expense in proportion to the economic benefits consumed. Amortization expense for the years ended December 31, 2008, 2007, and 2006 was \$351,000, \$774,000, and \$162,000, respectively. In addition, the Company recorded a backlog intangible asset of \$1.2 million which related to customer orders scheduled for delivery within one year from acquisition. Amortization is recorded to cost of revenue in proportion to the economic benefits consumed over the useful life of one year. Amortization expense for the years ended December 31, 2007 and 2006 was \$153,000 and \$1.0 million, respectively. This backlog intangible asset was fully amortized at the end of fiscal 2007. See Note 5(a) for additional information about the acquisition of the ultra low-power processor product line.

In July 2003, in connection with the acquisition of the SandCraft, Inc. assets, the Company recorded a purchased technology intangible asset of \$2.3 million. Amortization is recorded to cost of revenue using the



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default straight-line method, which is used when a pattern of consumption cannot be reliably determined over the estimated useful life of the asset, which is three years. Amortization expense for the years ended December 31, 2006 was \$416,000. The purchased technology intangible asset was fully amortized in 2006. See Note 5(b) for additional information about the acquisition of SandCraft, Inc.

In July 2003, the Company acquired a nonexclusive, worldwide, nontransferable intellectual property license for a term of seven years. The intellectual property license is used to integrate the licensed technology into the Company's products. Under the licensing arrangement, the Company made cash payments of \$200,000 in 2003 and issued shares of Series B Preferred Stock with an aggregate fair value of \$650,000. During the years ended December 31, 2007, 2006, and 2005, the Company made further payments of approximately \$3.1 million, \$2.1 million and \$1.0 million, respectively. The payments under the arrangement were based on the greater of a predetermined minimum quarterly payment threshold or a percentage of net revenue received from the sale of products that contain the intellectual property. As of December 31, 2007, the Company has fully paid the license fee obligation of this license arrangement.

The Company recorded the estimated net present value of the license fee of approximately \$6.0 million as an intangible asset and a liability in the consolidated balance sheets. Amortization is recorded to cost of revenue using straight-line method over the useful life of seven years. Interest expense was accreted on the discounted liability until it was fully retired in 2007.

In June 2008, this licensing arrangement for a nonexclusive, worldwide, nontransferable intellectual property license was amended primarily to extend the term and modify the royalties provision of the arrangement. In consideration for acquiring an additional term of seven years through 2017, the Company paid a nonrefundable extension fee of \$1.0 million in 2008. The Company recorded the extension fee as an addition to the existing intangible asset and, together with the unamortized portion of this asset immediately prior to the extension of term, is amortized using straight-line method over its remaining useful life of 10 years. Total amortization expense for the years ended December 31, 2008, 2007, and 2006 was \$579,000, \$878,000, and \$878,000, respectively.

Under the terms of the original license agreement, the Company is also required to pay quarterly royalties to the licensor based on the number of units sold containing the licensed technology or the corresponding net revenue recognized. Under the amended terms of the licensing agreement, the quarterly royalties to the licensor is a graduated percentage of net revenue. The percentage rate is dependent on cumulative units sold containing the licensed technology. The Company incurred royalty expense under this agreement of approximately \$1.2 million, \$1.3 million, and \$580,000, for the years ended December 31, 2008, 2007, and 2006, respectively, which was charged to cost of revenue.

**Note 5 Acquisitions****(a) Ultra Low-Power Processor Product Line**

On July 6, 2006, the Company completed the acquisition of the Alchemy product line and operations from AMD for approximately \$28.4 million in purchase consideration, consisting of 20,078,002 shares of Series C convertible preferred stock with a fair value of approximately \$28.2 million and additional consideration of \$151,000 consisting of the assumption of certain liabilities, a cash payment, and acquisition expenses. In accordance with SFAS 141, this transaction was accounted for under the purchase method. The Company acquired the Alchemy product line to broaden its current product offerings and establish a strategic relationship with AMD, which became a preferred stock investor by virtue of the acquisition.

The fair value of the Series C preferred stock issued as consideration for the acquisition was based on cash prices paid by other investors in sales of Series C preferred stock during fiscal year 2006. The allocation of the purchase price was based upon the independent appraisals of the fair value of the identified intangible assets. The

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excess of the purchase price over the fair value of the assets acquired and liabilities assumed was allocated to goodwill in accordance with SFAS 141 and 142.

The table below sets forth the estimated fair values of the assets acquired and liabilities assumed as of the closing date of July 6, 2006 (in thousands):

<b>Fair Values</b>	
Inventories	\$ 9,990
Property and equipment	25
In-process research and development	3,130
Intangible assets:	
Purchased technology	5,706
Customer relationships	1,287
Backlog	1,191
Goodwill	7,163
Total assets acquired	28,492
Total liabilities assumed	95
Net assets acquired	\$ 28,397

The Company's methodology for allocating a portion of the purchase price for purchase acquisitions to in-process research and development (IPR&D) is determined using the multi-period excess earnings method based on the income approach, which discounts expected future cash flows to present value using estimates and assumptions determined by management. The IPR&D acquired pertains to the development project of a next generation product in one of the product families within the Alchemy product line. The expected revenue contribution of this next generation product once it is developed and in full production, is expected to last through 2010, indicating a useful life to be 5 years. The discount rate used for the valuation of the IPR&D was 40% since it was still in the development stage and thus has some inherent risk of failure associated with it. At the date of acquisition, the estimated time to complete this development is one year with an estimated cost of the efforts necessary to complete this project of \$2.0 million. IPR&D was expensed upon acquisition in 2006 because technological feasibility has not been established and no future alternative use exists. Total IPR&D expense of \$3.1 million was charged to operations in 2006 on the date the assets were acquired.

Following the allocation of the initial purchase price to the fair value of assets acquired, the Company issued 87,100 shares of the Company's Series C preferred stock at a price of \$1.4068 per share on February 28, 2007 in payment for inventory on hand at distributors and for a certain consulting agreement with AMD. The liability to issue these shares was recorded in accrued liabilities as of December 31, 2006.

The results of operations of Alchemy have been included in the Company's consolidated financial statements subsequent to the date of acquisition. The financial information in the table below summarizes the combined revenue of the Company and Alchemy product line, on a pro forma basis, as though the business combination occurred as of the beginning of each of the periods presented (in thousands):

<i>(unaudited)</i>	<b>Year Ended December 31,</b>	
	<b>2006</b>	<b>2005</b>
Proforma revenue	\$ 39,679	\$ 25,829
Reported revenue	\$ 30,053	\$ 13,295

The unaudited pro forma revenue information is presented for informational purposes only and is not indicative of the results that would have been achieved if the acquisition had taken place at the beginning of each of the periods presented. Pro forma net loss was not presented because no discrete financial information

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regarding costs and expenses was available for Alchemy as it was formerly a component of AMD and no discrete accounting was maintained with regards to the product line's operations.

**(b) SandCraft, Inc.**

On July 18, 2003, the Company completed the acquisition of the assets of SandCraft, Inc. ( SandCraft ) for approximately \$2.5 million in initial purchase consideration consisting of (1) cash of approximately \$2.5 million; and (2) warrants issued to purchase 500,000 shares of the Company's common stock at an exercise price of \$0.08 per share. These warrants had an estimated fair value of \$35,000. In accordance with the purchase agreement, these warrants cannot be exercised until the earlier of July 29, 2008, an initial public offering, an acquisition or transaction whereby the stockholders of the Company own less than 50% of the outstanding voting power of the capital stock, or a sale of substantially all of the assets of the Company. Additional information regarding these warrants is provided in Note 7(c).

The purchase agreement with SandCraft also required the Company to pay up to an additional \$12.5 million, payable as a percentage of revenues from SandCraft related products, if certain predetermined production yield rates were met. The contingent purchase price was payable commencing July 2003 and each quarter thereafter through December 2007.

The Company acquired the assets of SandCraft to expand its product offering. In accordance with SFAS 141 this transaction was accounted for as a purchase business combination. The Company allocated the initial aggregate purchase price of \$2.5 million based upon the estimated fair value of the assets acquired. The Company obtained independent appraisals of the fair value of the identified intangible assets. The following is the allocation of the purchase consideration (in thousands):

<b>Fair Values</b>	
Property and equipment	\$ 1,206
In-process research and development	2,801
Intangible assets:	
Purchased technology	2,139
Backlog	154
Goodwill	(3,765)
 Total assets acquired	 \$ 2,535

The acquired purchased technology was amortized over its estimated useful life of three years and as of December 31, 2007 this intangible asset is fully amortized. IPR&D of \$2.8 million was charged to operations upon acquisition because technological feasibility had not been established and no future alternative uses exist.

Following the allocation of the initial purchase price to the fair value of assets acquired, the Company recorded an amount of negative goodwill. The negative goodwill of \$3.8 million represented assets acquired in excess of the initial purchase price and was recorded as a liability since there was a contingent earn-out provision related to production yields as described above. The earn-out contingency expired in December 2007 and the Company recognized an extraordinary gain in the consolidated statements of operations of approximately \$3.2 million which represents the remaining amount of the contingent earn-out liability net of all earn-out payments on the date of expiration of the earn-out period. As of the date of expiration, the carrying value of assets acquired from SandCraft had been fully depreciated or amortized.

The results of operations of SandCraft have been included in the Company's consolidated financial statements subsequent to the date of acquisition.



**Table of Contents****Note 6 Debt**

Notes payable consists of the following (in thousands):

		December 31,	
		2008	2007
Loans from lending syndicate, interest rate at 12.0%, maturity date	October 1, 2009	\$ 981	\$ 2,151
Loans from lending syndicate, interest rate at 12.0%, maturity date	January 1, 2010	1,288	2,421
Loans from lending syndicate, interest rate at 12.0%, maturity date	April 1, 2010	1,589	2,691
Loans from lending syndicate, interest rate at 12.0%, maturity date	July 1, 2010	2,811	4,408
Unamortized loan discounts		(333)	(1,091)
Total notes payable		6,336	10,580
Less: current portion		(5,026)	(4,244)
Notes payable, non-current		\$ 1,310	\$ 6,336

**(a) 2006 Loan Agreement**

On December 26, 2006, the Company entered into a loan agreement ( 2006 Loan Agreement ) with a lending syndicate for an initial aggregate loan commitment of \$10.0 million available to the Company in three tranches based on different dates of availability and the achievement of certain financial and non financial conditions: (1) \$3.3 million, (2) \$3.3 million, and (3) \$3.4 million. All three tranches became available and were drawn down in full prior to June 30, 2007. Additionally, under the 2006 Loan Agreement, an incremental loan of \$5.0 million was available from one of the members of the lending syndicate in September 2007 after additional financial and nonfinancial conditions were met by the Company. This additional \$5.0 million loan was drawn down by the Company in September 2007.

The Company borrowed \$11.7 million and \$3.3 million under the 2006 Loan Agreement during the year ended December 31, 2007 and December 31, 2006, respectively. The Company is required to repay each term loan in 32 equal consecutive monthly installments of principal and interest. The Company has made advance payments of the last installment of the loans, which have been applied to the loan principal. Borrowings under the 2006 Loan Agreement are collateralized by all the intellectual property and substantially all of the Company's assets.

In connection with the 2006 Loan Agreement, the Company granted the lending syndicate warrants to purchase 355,416 shares of Series C Preferred Stock for an aggregate amount of \$500,000. The warrants had an estimated fair value of \$356,000 which was recorded as a loan discount and is being amortized over the term of the first loan using the effective interest method. The unamortized balance of the loan discount as of December 31, 2008 is \$29,000. In addition, the Company issued warrants to purchase 177,708 shares in September 2007 with an estimated fair value of \$190,000 in connection with the incremental loan of \$5.0 million. The fair value of these warrants was recorded as loan discount and is being amortized over the term of the incremental loan using the effective interest method. The unamortized balance of the debt discount as of December 31, 2008 is \$58,000. Additional information regarding these warrants is provided in Note 7(c).

In connection with borrowings under the 2006 Loan Agreement, the Company is required to make an additional milestone payment, separate from the repayment of any loan principal, to the lenders at the occurrence of an initial public offering, change of control, or liquidation of the Company (each a Milestone Event ). The payment amount is determined based on the amount borrowed under the 2006 Loan

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Agreement and the length of time between the signing of the loan agreement and a Milestone Event. The contingent milestone payment feature of the loan was determined to be an embedded derivative instrument which is not clearly and closely related to the host debt contract. Accordingly, under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, the derivative instruments are required to be accounted for separately based on fair value. The fair value of the derivative instruments is determined based on discounted cash flows that have been probability weighted for different milestone payment scenarios. The aggregate amount of loan proceeds allocated to the derivative instruments on the date of issuance was \$1.2 million.

The allocation of a portion of loan proceeds to the derivative instrument results in additional loan discounts which are being amortized over the term of the loans using the effective interest method. The unamortized balance of the loan discounts as of December 31, 2008 is \$246,000. As of December 31, 2008 and 2007, the aggregate fair value of the contingent milestone derivatives liability was \$1.7 million and \$1.3 million, respectively. Changes in the fair value of the contingent milestone payment derivatives are recognized in other income, net in the consolidated statements of operations.

The 2006 Loan Agreement contains financial and nonfinancial covenants, as described below:

*Financial Statements:* The Company must provide financial statements to each lender on a monthly basis that are certified by a responsible officer not later than 30 days after each month end. The Company is to provide audited financial statements no later than 180 days after the end of the fiscal year

The Company must also provide to each lender its financial projections and business plans as most recently approved by the Company's board of directors. Additionally, the Company must report to the lenders any pending legal action or matter that could reasonably have a material adverse effect against the Company.

*Existence & Maintenance of Collateral:* The Company must maintain and preserve its present form of business including all rights and privileges, necessary or desirable in the normal course of its business and keep all collateral in good working order and condition in all material aspects.

*Liens:* The Company must not create, incur, assume, or permit to exist any lien or grant any other person a negative pledge on any collateral, except permitted liens.

*Indebtedness:* During the term of the agreement without prior consent, the Company may not be indebted for borrowed money, the deferred purchase price of property, or leases which could be capitalized in accordance with generally accepted accounting principles or become liable as a surety, guarantor, accommodation party, or otherwise.

***(b) 2004 Revolving Line of Credit as amended in 2007***

On March 8, 2007 the Company reestablished a revolving line of credit with one of the lenders in the syndicate by amending and reinstating its previous 2004 Revolving Line of Credit ( amended 2004 Revolving Line of Credit ). This revolving line of credit provides a commitment of \$10.0 million subject to a qualifying accounts receivable borrowing base. The 2006 Loan Agreement and the amended 2004 Revolving Line of Credit have cross default provisions. This line of credit expires on March 8, 2009. As of December 31, 2008, the amount of borrowings outstanding under the amended 2004 Revolving Line of Credit was \$489,000 and incurred interest at annual rates ranging from 4.9% to 8.15%. The interest rate is variable and is based on the lender's prime rate plus 0.9%.

*Financial Covenants:* The Company must maintain unrestricted cash, cash equivalents, and eligible accounts receivable at or in excess of 175% of the Company's liability under the amended 2004 Revolving Line of Credit.

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Amendments to the amended 2004 Revolving Line of Credit and borrowing and repayment activities subsequent to December 31, 2008 are discussed in Note 13.

**Note 7 Shareholders Equity****(a) Common Stock**

The Company is authorized to issue up to 278,000,000 shares of Common Stock. The Company reports shares of Common Stock that are issued upon early exercise of options to be outstanding in the consolidated financial statements, as the stockholders are entitled to dividends and voting rights, but records the proceeds as a liability on the balance sheet until the shares vest. As of December 31, 2008, the Company has classified proceeds received from early exercise of unvested options as accrued liabilities in the amount of \$53,000. The Company maintains a repurchase right at the original price paid by the employees with respect to unvested restricted Common Stock. As of December 31, 2008 341,383 common shares were subject to the repurchase right of the Company. The repurchase right lapses in accordance with the original vesting schedule of the option.

The Company's Common shareholders are entitled to a liquidation preference of \$0.10 per share.

**(b) Convertible Preferred Stock**

In June 2008, the Company completed the sale of 15,822,785 shares of its Series D preferred stock at a purchase price of \$1.58 per share for net proceeds of \$23.1 million, after placement agent fees and expenses of \$1.28 million. In connection with the issuance of Series D preferred stock, the Company amended its Certificate of Incorporation to authorize 16,000,000 shares of Series D preferred stock for issuance and increase the number of common shares authorized for issuance to 278,000,000.

The following tables summarize the convertible preferred stock issuances for the fiscal years presented (in thousands, except share and per share amounts):

*Year ended December 31, 2008*

Convertible Preferred Stock Issued	Date Issued	Shares Issued	Purchase Price per share	Aggregate Proceeds	Issuance Cost	Net Proceeds
Series D	5/30/2008	8,225,709	\$ 1.5800	\$ 12,997	\$ 676	\$ 12,321
Series D	6/6/2008	7,597,076	1.5800	12,003	600	11,403
<b>Total</b>		<b>15,822,785</b>		<b>\$ 25,000</b>	<b>\$ 1,276</b>	<b>\$ 23,724</b>

*Year ended December 31, 2007*

Convertible Preferred Stock Issued	Date Issued	Shares Issued	Purchase Price per share	Aggregate Proceeds	Issuance Cost	Net Proceeds
Series C	1/31/2007	4,490,493	\$ 1.4068	\$ 6,317	\$ 316	\$ 6,001
Series C	2/15/2007	2,067,890	1.4068	2,909	82	2,827
Series C *	2/28/2007	87,100				
Series C	3/9/2007	315,539	1.4068	444	23	421
Series C	3/30/2007	501,684	1.4068	706	36	670
<b>Total</b>		<b>7,462,706</b>		<b>\$ 10,376</b>	<b>\$ 457</b>	<b>\$ 9,919</b>

\* *These shares were issued in connection with the acquisition of the Alchemy product line from AMD (see Note 5(a)).*

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Year ended December 31, 2006

Convertible Preferred Stock Issued	Date Issued	Shares Issued	Purchase Price per share	Aggregate Proceeds	Issuance Cost	Net Proceeds
Series C	2/3/2006	7,240,022	\$ 1.4068	\$ 10,185	\$ 400	\$ 9,785
Series C	3/20/2006	8,753,809	1.4068	12,315	509	11,806
Series C	5/9/2006	1,365,546	1.4068	1,921	100	1,822
Series C	6/29/2006	3,011,390	1.4068	4,236	219	4,017
Series C *	7/6/2006	20,078,002				
Series C	9/8/2006	238,771	1.4068	336	18	318
Series C	11/30/2006	1,171,913	1.4068	1,649	86	1,562
Series C	12/28/2006	1,408,235	1.4068	1,981	103	1,878
<b>Total</b>		<b>43,267,688</b>		<b>\$ 32,623</b>	<b>\$ 1,435</b>	<b>\$ 31,188</b>

\* These shares were issued in connection with the acquisition of the Alchemy product line from AMD (see Note 5(a)).

The Company's convertible Preferred Stock is not redeemable. The rights, preferences, and privileges of the holders of convertible Preferred Stock are as follows:

*Dividend Rights*

The holders of the Series A, B-1, B-2, C, and D Preferred Stock are entitled to receive, if and when as declared by the board of directors and out of funds legally available, noncumulative dividends at the rate of 8% of the original share price per annum.

*Liquidation Preference*

In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the holders of the then outstanding Series A, B-1, B-2, C, and D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any assets of the Company to the holders of Common Stock, an amount per share equal to the sum of \$1.18, \$0.81, \$1.03, \$1.41, and \$1.58 per share, respectively, of Series A, B-1, B-2, C, and D Preferred Stock, plus any declared and unpaid dividends.

The Series D Preferred shareholders are entitled to a liquidation preference that is senior to all other series of Preferred Stock and Common Stock. Any assets of the Company remaining after payment of the liquidation amounts to the holders of Series D Preferred Stock will be distributed to satisfy the liquidation preference of Series C Preferred Stock. Moreover, any assets of the Company remaining after payment of the liquidation amounts to the Series C Preferred Stock will be distributed first to satisfy the liquidation preference of the Series B-1 and B-2 Preferred Stock. The remaining assets after payment of the liquidation amounts to the Series B-1 and B-2 Preferred Stock will be distributed next to satisfy the liquidation preference of the Series A Preferred Stock. Furthermore, any assets of the Company remaining after payment of the liquidation amounts to holders of Series A, B-1, B-2, C, and D Preferred Stock will be distributed next to satisfy the liquidation preference of the Common Stock plus any declared and unpaid dividends. Thereafter, any remaining assets of the Company will be distributed ratably to the holders of the Common Stock and Preferred Stock until such time as the cumulative distribution made on the shares of Preferred Stock is equal to three times their respective liquidation preference, with any remaining assets thereafter distributed to holders of Common Stock.

*Conversion*

Each share of Series A, B-1, B-2, C, and D Preferred Stock is initially convertible at the option of the holder into one share of Common Stock. The conversion ratio is determined by dividing the Preferred Stock original

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issue price per share by the conversion price effective at the time of conversion. The conversion price is subject to adjustments for dilutive equity issuances and other events set forth in the Company's Certificate of Incorporation.

Additionally, the conversion price of Series D Preferred Stock to Common Stock is subject to adjustment if, in the event of an IPO, the IPO price is less than 1.25X the initial Series D purchase price but such conversion price for Series D cannot be lower than the Series C issuance price of \$1.4068. This provision does not constitute a beneficial conversion feature under EITF Issue No. 98-5, *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios*.

Shares of Series A, B-1, B-2, C, and D Preferred Stock automatically convert to Common Stock immediately prior to a firm commitment underwritten initial public offering in which the per share public offering price exceeds \$4.00, the aggregate gross proceeds equals or exceeds \$30.0 million and the Company's Common Stock is listed for trading on an internationally recognized stock exchange. Shares of Preferred Stock will also automatically convert to Common Stock by a vote or written consent of the holders of at least a majority of the voting power of the then outstanding shares of Preferred Stock.

### *Voting Rights*

Each holder of Series A, B-1, B-2, C, and D Preferred Stock are entitled to vote for each share of Common Stock into which such share of Preferred Stock is convertible on record date for any vote, or effective date of any written consent, as applicable.

As long as at least twenty five percent (25%) of the cumulative aggregate shares of the Series B Preferred Stock originally issued remain outstanding, the Company must obtain the approval (by vote or written consent or agreement) of at least a majority of the voting power of the then outstanding Series B Preferred Stock to:

increase or decrease the total number of authorized shares of any series of Preferred Stock or the Common Stock;

authorize or effect a Liquidation Event;

redeem or repurchase any debt or equity securities of the Company, excluding (i) shares of Common Stock repurchased at or below cost upon termination of an employee, director, consultant or advisor of the Company pursuant to contractual rights of repurchase or first refusal; (ii) shares of Common Stock and Preferred Stock acquired by the Company pursuant to the Company's rights of first refusal; and (iii) the repayment of indebtedness in accordance with its terms and trade payables and similar liabilities in the ordinary course of the Company's business;

amend the rights, preferences or privileges of the Series B Preferred Stock;

amend the Company's Certificate of Incorporation or Bylaws in manner adverse to the Series B Preferred;

authorize the creation or issuance of shares of any series or class of capital stock that is senior to or on parity with the Series B Preferred Stock;

grant any rights to register any securities of the Company on terms more favorable than the registration rights granted under the Investor Rights Agreement;

declare or pay any cash dividends; or

change the authorized number of members of the Company's Board of Directors.

In addition to the foregoing, the Company must obtain approval from the holders of Series C and D Preferred Stock to amend the Certificate of Incorporation or Bylaws in a manner that materially adversely affects

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the holders of Series C and D Preferred Stock disproportionately relative to another other series of Preferred Stock or to the entire class.

**(c) Warrants**

In September 2008, 513,446 common stock warrants were exercised at an exercise price of \$0.08 per share for net proceeds of \$41,000. These warrants were issued in connection with a convertible promissory note agreement with its majority stockholder on November 5, 2003. The fair value of these warrants at date of issue was \$27,000 and was recorded as loan discount.

The following table summarizes outstanding warrants as of December 31, 2008:

Transaction Underlying Warrants Issuance	Date Issued	Expiration Date	Common Stock Warrants Issued and Outstanding	Preferred Stock Warrants Issued and Outstanding	Exercise Price (in thousands)	Valuation Assumptions on Date of Issuance			
						Fair Value	Risk-Free Interest Rate	Expected Volatility	Contractual Life (Years)
Acquisition of SandCraft (a)	7/29/2003	7/29/2010	500,000		\$ 0.08	\$ 35	4.50%	80.0%	7
2003 Loan Agreement (b)	11/7/2003	11/7/2013		298,907	\$ 0.92	230	4.33%	80.0%	10
2003 Loan Agreement (b)	12/14/2004	12/14/2011		160,600	\$ 0.92	123	3.89%	80.0%	7
2004 Loan Agreement (c)	12/14/2004	5/31/2012		1,169,874	\$ 1.03	920	4.19%	80.0%	7
2004 Revolving Line of Credit Agreement (d)	12/14/2004	12/14/2011		48,745	\$ 1.03	38	3.89%	80.0%	7
Investment Commitment Agreement (e)	10/31/2005	10/30/2012	2,518,756		\$ 0.10	190	4.47%	80.0%	7
Issuance of Series C Preferred Stock (f)	2/3/2006	9/7/2011	266,562		\$ 1.41	10	4.49%	80.0%	5
Issuance of Series C Preferred Stock (f)	3/23/2006	9/7/2011	338,698		\$ 1.41	19	4.67%	78.5%	5
Issuance of Series C Preferred Stock (f)	5/9/2006	9/7/2011	68,277		\$ 1.41	4	5.03%	77.0%	5
Issuance of Series C Preferred Stock (f)	6/29/2006	9/7/2011	150,570		\$ 1.41	8	5.18%	76.0%	5
Issuance of Series C Preferred Stock (f)	9/8/2006	9/7/2011	11,939		\$ 1.41	1	4.73%	76.0%	5
2006 Loan Agreement (g)	11/26/2006	6/30/2014		355,416	\$ 1.41	356	4.57%	69.0%	7
Issuance of Series C Preferred Stock (f)	11/30/2006	3/29/2012	58,596		\$ 1.41	4	4.48%	71.0%	5
Issuance of Series C Preferred Stock (f)	12/28/2006	3/29/2012	70,412		\$ 1.41	4	4.65%	70.0%	5
Issuance of Series C Preferred Stock (f)	1/31/2007	3/29/2012	224,505		\$ 1.41	13	4.85%	68.5%	5
Issuance of Series C Preferred Stock (f)	2/15/2007	3/29/2012	58,117		\$ 1.41	3	4.74%	68.2%	5
Issuance of Series C Preferred Stock (f)	3/9/2007	3/29/2012	15,777		\$ 1.41	1	4.48%	67.8%	5
Issuance of Series C Preferred Stock (f)	3/30/2007	3/29/2012	25,104		\$ 1.41	1	4.51%	67.2%	5
2006 Loan Agreement (h)	9/27/2007	9/30/2014		177,708	\$ 1.41	190	4.41%	78.2%	7
Issuance of Series D Preferred Stock (i)	5/30/2008	5/29/2015	411,285		\$ 1.58	322	3.68%	70.6%	7
Issuance of Series D Preferred Stock (i)	6/6/2008	6/5/2015	379,854		\$ 1.58	310	3.50%	70.4%	7
Total			5,098,452	2,211,250		\$ 2,782			



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Explanatory Notes:

- (a) Pursuant to the SandCraft acquisition agreement (see Note 5(b)), these warrants cannot be exercised until the earlier of July 29, 2008, an initial public offering, an acquisition or transaction whereby the shareholders of the Company own less than 50% of the outstanding voting power of the capital stock, or a sale of substantially all of the assets of the Company.
- (b) Warrants to purchase Series B-2 Preferred Stock issued to the lender in connection with a 2003 loan agreement. The fair values of warrants issued were recorded as loan discount.
- (c) Warrants to purchase Series B-2 Preferred Stock issued to lending syndicate in connection with the 2004 Loan Agreement. The fair value of warrants issued was recorded as a loan discount.
- (d) Warrants to purchase Series B-2 Preferred Stock issued to revolving credit line lender in connection with the 2004 Revolving Line of Credit Agreement. The fair value of warrants issued was recorded as a debt discount.
- (e) On October 31, 2005, the Company entered into a commitment agreement with a group of existing investors. The agreement was a binding commitment on the part of the investors to purchase \$25,000,000 of Series C Preferred Stock. As consideration for the binding commitment, the Company issued to the investors warrants to purchase shares of Common Stock. The agreement stated that the financing commitment would terminate on the earlier of (i) the date the Company completed an equity financing other than the financing round committed to by the investors with proceeds to the Company of at least \$20,000,000 or (ii) February 6, 2006. The commitment agreement was not exercised as the Company sold Series C Preferred Stock to other investors in 2006. These warrants are fully vested as of December 31, 2008.
- (f) These Common Stock warrants were issued to the placement agent in connection with the issuances of Series C Preferred Stock on various dates in 2006 and 2007.
- (g) On November 26, 2006, in connection with the 2006 Loan Agreement, the Company issued the lenders warrants to purchase up to \$500,000 of Series C Preferred Stock based on an initial per share purchase price of \$1.4068 and an initial maximum number of shares of 355,416. Initially, the exercise price and therefore the number of shares purchasable under the warrants are subject to change based on the terms of future equity financing. This contingency was resolved upon the issuance of the Series D Preferred Stock. The price for these warrants issued under the 2006 Loan Agreement is now fixed at \$1.4068.
- (h) In September 2007, in connection with the incremental \$5.0 million loan under the 2006 Loan Agreement, the Company issued the lender warrants to purchase up to \$250,000 of Series C Preferred Stock based on an initial per share purchase price of \$1.4068 and an initial maximum number of shares of 177,708. The exercise price, and therefore the number of shares purchasable under the warrants are subject to change based on the terms of future equity financing. Initially, the exercise price and therefore the number of shares purchasable under the warrants are subject to change based on the terms of future equity financing. This contingency was resolved upon the issuance of the Series D Preferred Stock. The price for these warrants issued under the 2006 Loan Agreement is now fixed at \$1.4068.
- (i) These Common Stock warrants were issued to the placement agent in connection with the issuances of Series D Preferred Stock in 2008.

**(d) Stock Incentive Plan**

On December 17, 2002, the Company adopted the 2002 Stock Incentive Plan (the Plan) which reserved 30,000,000 shares of Common Stock for issuance. Pursuant to amendments approved on various dates through June 2008 the total amount of Common Stock reserved for issuance under the plan was increased to 82,101,182 shares.

The Plan, as amended, authorizes the Board of Directors to grant incentive stock options and nonstatutory stock options to employees, directors and consultants to purchase up to a total of 82,101,182 shares of the Company's Common Stock. Under the Plan, incentive stock options are

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granted at an exercise price that is not to be less than 100% of the fair market value of the Company's Common Stock on the date of grant (110% for grants to greater than 10% stockholders), as determined by the Company's Board of Directors. Nonqualified stock options are granted at a price that is not to be less than 85% of the fair market value of the Common Stock on the date of grant, as determined by the Board of Directors. All options have a term of no greater than 10 years from the date of grant (5 years for grants to greater than 10% stockholders). Option vesting is determined by the board of directors and will not be longer than 5 years at a rate of at least 20% per year. New employees' options generally vest 25% one year after date of grant and 2.083% each month over the next 36 months. Retention grants made to existing employees can have varying vesting requirements.

For grants prior to November 2006, the Plan allowed for early exercises of unvested options subject to repurchase rights of the Company over the restricted Common Stock issued at the original exercise price. The

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repurchase rights lapse at the same rate as the original option vesting. All grants after November 2006 do not permit early exercise.

The following table summarizes option activity under the stock option plan:

	<b>Options Available for Grant</b>	<b>Options Outstanding Number Outstanding</b>	<b>Weighted Average Exercise Price per Share</b>
Balances at December 31, 2005	5,299,960	12,586,268	0.09
Authorized	11,000,000		
Granted	(13,923,008)	13,923,008	0.21
Exercised		(1,057,878)	0.10
Common stock repurchased	367,333		0.09
Canceled	1,405,198	(1,405,198)	0.12
Balances at December 31, 2006	4,149,483	24,046,200	0.16
Authorized	17,000,000		
Granted	(17,889,500)	17,889,500	0.76
Exercised		(5,566,751)	0.11
Common stock repurchased	7,500		0.15
Canceled	1,001,865	(1,001,865)	0.28
Balances at December 31, 2007	4,269,348	35,367,084	\$ 0.47
Authorized	10,000,000		
Granted	(10,659,600)	10,659,600	1.22
Exercised		(604,735)	0.18
Common stock repurchased	80,207		0.06
Canceled	2,504,560	(2,504,560)	0.53
Balances at December 31, 2008	6,194,515	42,917,389	\$ 0.65

As of December 31, 2008 and 2007, there was an aggregate of 341,383 and 1,319,283 shares, respectively, of restricted Common Stock outstanding related to early exercises of unvested options that are subject to repurchase by the Company at a weighted average price of \$0.15 and \$0.13 per share, respectively. The proceeds received related to unvested restricted Common Stock obtained from early exercise of stock options as of December 31, 2008 and 2007 have been reported as an accrued liability of \$53,000 and \$170,670, respectively.

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Detail related to activity of unvested shares of restricted Common stock is as follows:

	Unvested Common Stock Number of Shares Outstanding	Weighted Average Exercise/ Purchase Price per Share
<b>Balance at December 31, 2005</b>	2,196,606	\$ 0.09
Issued	250,000	0.12
Vested	(962,397)	0.08
Repurchased	(367,333)	0.09
<b>Balance at December 31, 2006</b>	1,116,876	0.11
Issued	1,239,748	0.14
Vested	(1,029,841)	0.12
Repurchased	(7,500)	0.15
<b>Balance at December 31, 2007</b>	1,319,283	0.13
Issued	36,725	0.13
Vested	(934,418)	0.12
Repurchased	(80,207)	(0.14)
<b>Balance at December 31, 2008</b>	341,383	\$ 0.15

The following table summarizes by exercise price the outstanding and vested options as of December 31, 2008:

Exercise Prices	Number Outstanding	Options Outstanding		Aggregate Intrinsic Value (in thousands)	Number Vested	Option Vested	
		Weighted Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price per Share			Weighted Average Exercise Price per Share	Aggregate Intrinsic Value (in thousands)
\$0.01 - \$0.10	5,376,067	4.7	\$ 0.09	\$ 5,620	4,815,820	\$ 0.09	\$ 5,057
\$0.15 - \$0.15	460,291	3.8	0.15	456	351,959	0.15	348
\$0.20 - \$0.20	7,010,583	7.6	0.20	6,590	3,992,999	0.20	3,753
\$0.25 - \$0.25	4,594,822	4.2	0.25	4,089	2,541,775	0.25	2,262
\$0.30 - \$0.75	6,405,250	8.3	0.58	3,583	2,428,150	0.57	1,384
\$0.81 - \$0.81	419,000	8.7	0.81	138	141,042	0.81	47
\$0.99 - \$0.99	10,409,000	9.0	0.99	1,561	2,272,916	0.99	341
\$1.09 - \$1.09	292,000	9.3	1.09	15			
\$1.14 - \$1.14	352,000	9.8	1.14		8,542	1.14	
\$1.29 - \$1.29	7,598,376	9.5	1.29		613,337	1.29	
<b>Total</b>	<b>42,917,389</b>	<b>7.7</b>	<b>\$ 0.65</b>	<b>\$ 22,052</b>	<b>17,166,540</b>	<b>\$ 0.38</b>	<b>\$ 13,192</b>
Vested and expected to vest	41,231,344	7.6	\$ 0.65	\$ 21,385			

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, based on options with an exercise price less than the Company's estimated fair value of its Common Stock of \$1.14 as of December 31, 2008, which would have been received by the option holders had all option holders exercised their options as of that date. The total number of in-the-money options vested as of December 31, 2008

was 16,544,661.

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The weighted average grant-date fair value of options granted for the fiscal year ended December 31, 2008 and 2007 was \$0.74 and \$0.48 per share, respectively. The total fair value of shares of options vested during the fiscal year ended December 31, 2008 was \$3.8 million. The total intrinsic value of options exercised during the fiscal year ended December 31, 2008 was \$16,000. The total cash received from employees as a result of employee stock option exercises during the fiscal year ended December 31, 2008 was \$108,000. In connection with these exercises, there was no tax benefit realized by the Company due to the full valuation allowance recorded on deferred tax assets. The weighted average remaining contractual term for options exercisable at December 31, 2008 was 6.49 years. The Company issues new shares of Common Stock upon exercise of stock options. The total compensation cost (gross) related to non-vested awards not yet recognized at December 31, 2008 was \$13.6 million and the weighted-average period over which this amount is expected to be recognized is 2.71 years.

The Company has assumed certain option plans in connection with business combinations. Generally, the options granted under these plans have terms similar to the Company's own options. The exercise prices of such options have been adjusted to reflect the relative exchange ratios.

The Company estimates the fair value of stock options using a Black-Scholes option-pricing model to determine the fair value of share-based awards under SFAS 123R. The assumptions used to estimate the fair value of stock options granted under the Company's Stock Incentive Plan for the years ended December 31, 2007 and 2006 are as follows:

	2008	2007	2006
Expected volatility	61.6% to 64.0%	66.7% to 77.3%	80% to 90%
Risk-free interest rate	2.9% to 3.6%	3.6% to 5.1%	4.4% to 5.2%
Expected life	6 years	6 years	6 years
Dividend yield	0%	0%	0%

The Black-Scholes option-pricing model incorporates various and highly subjective assumptions including expected volatility, expected term and interest rates.

*Expected Volatility:* The Company used the historical volatility of a peer group of publicly traded companies in deriving its expected volatility assumption in accordance with SFAS 123R and SAB 107.

*Risk-Free Interest Rate:* The risk-free interest rate was based on the market yield currently available on U.S. Treasury securities with a remaining term equivalent to the expected term of option.

*Expected Term:* The Company's expected term represents the period that the Company's share-based awards are expected to be outstanding and was derived from the average midpoint between vesting and the contractual term of the option in accordance with the simplified method described in SAB 107.

*Expected Dividend:* The Black-Scholes valuation model calls for a single expected dividend yield as an input. The Company has not paid and does not anticipate paying any dividends in the near future.

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The provision for income taxes from continuing operations consists of the following:

	Year Ended December 31,		
	2008	2007(*)	2006
Current tax			
Federal	\$ (180)	\$	\$
State	32		
Foreign	63	34	
	(85)	34	
Deferred			
Federal	162	162	81
State	26	26	13
Foreign			
	188	188	94
<b>Total</b>	<b>\$ 103</b>	<b>\$ 222</b>	<b>\$ 94</b>

\* *No portion of the 2007 provision for income taxes is allocated to the extraordinary gain as it does not result in any incremental tax expense.*

As part of the process of preparing the Company's consolidated financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. This process involves determining the Company's current income tax provision (benefit) together with calculating the deferred income tax provision (benefit) related to temporary differences resulting from differing treatment of items, such as deferred revenue or deductibility of certain intangible assets, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the consolidated balance sheet. The Company must then assess the likelihood that the deferred tax assets will be recovered through the generation of future taxable income.

The Company considers all available evidence, both positive and negative, including historical operating results, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon generation of future taxable income during the periods in which those temporary differences become deductible. If it is not more likely than not that the Company will recover its deferred tax assets, the Company will increase its provision for taxes by recording a valuation allowance against the deferred tax assets.

Management does not believe it is more likely than not that the deferred tax assets will be realized; accordingly a full valuation allowance has been established and no deferred tax asset or the related tax benefit have been recognized in the accompanying consolidated financial statements. As of December 31, 2008 and 2007, the deferred tax assets were fully offset by a valuation allowance. The valuation allowance as of December 31, 2008 and 2007 was \$ 77.0 million and \$76.8 million, respectively. The net change in the valuation allowance for the year ended December 31, 2008, 2007, and 2006 was a decrease of \$121,000, and increases of \$10.3 million and \$14.8 million, respectively.

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Significant components of the deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2008	2007
<b>Deferred tax assets:</b>		
Net operating loss carryforwards	\$ 48,823	\$ 47,560
Accrued liabilities and expenses	2,112	1,615
Capitalized start-up costs		489
Capitalized research and development costs	10,947	13,444
Intangible assets	3,921	4,747
Tax credits	9,768	8,285
Share-based compensation	935	183
Property and equipment	280	362
Charitable contributions	24	21
Other	151	134
<b>Total deferred tax assets</b>	<b>76,961</b>	<b>76,840</b>
<b>Deferred tax liability:</b>		
Goodwill	(471)	(282)
<b>Gross deferred tax assets</b>	<b>76,490</b>	<b>76,558</b>
Valuation allowance	(76,961)	(76,840)
<b>Net deferred tax liability</b>	<b>\$ (471)</b>	<b>\$ (282)</b>

As of December 31, 2008, the Company had cumulative net operating loss carry-forwards for federal and state income tax reporting purposes of approximately \$125.9 million and \$103.5 million, respectively. The federal net operating loss carry-forwards expire, if not utilized, in years 2019 through 2028. The California net operating loss carry-forwards expire, if not utilized, in years 2011 through 2028.

As of December 31, 2008, the Company had cumulative carry-forwards for research and development credits of approximately \$5.7 million and \$6.1 million, which can be used to reduce federal and California income taxes, respectively. Federal research and development tax credit carryforwards will expire, if not utilized, in years 2020 through 2028. State research and development credits can be carried forward indefinitely.

The Tax Reform Act of 1986 and similar state legislation impose restrictions on the utilization of net operating losses and tax credits following an ownership change of a corporation as that term is defined in the Internal Revenue Code. Since the Company has had several changes in its equity ownership through issuances of Common and Preferred Stock, it has analyzed the limitation impact of ownership change on its ability to utilize net operating losses and tax credit carry-forwards. As a result, the Company has reduced the amount of gross deferred tax assets related to net operating losses and tax credit carryforwards.

The effective tax rate differed from the federal statutory income tax rate of 34% a result of the following:

	Year Ended December 31,		
	2008	2007	2006
Federal statutory rate	(34.0%)	(34.0%)	(34.0%)
Losses and credits not benefited	38.5	32.6	33.9
State taxes, net of federal benefit	0.0	0.1	0.0
Foreign rate differential	0.3	(0.3)	(0.2)
Other	(4.3)	2.4	0.5
<b>Provision for income taxes</b>	<b>0.5%</b>	<b>0.8%</b>	<b>0.2%</b>





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The Company has not provided for U.S. federal income and state income taxes on non-U.S. subsidiaries' undistributed earnings as of December 31, 2008, because such earnings are intended to be reinvested in the operations and potential acquisitions of the Company's international subsidiaries indefinitely. Upon distribution of those earnings in the form of dividends or otherwise, the Company would be subject to applicable U.S. federal and state income taxes (subject to an adjustment for foreign tax credits) and withholding taxes payable to various foreign countries. The cumulative amount of undistributed foreign earnings as of December 31, 2008 is not material.

The Company's loss before income taxes was earned in the following jurisdictions (in thousands):

	Year Ended December 31,		
	2008	2007	2006
Domestic	\$ (50)	\$ (23,817)	\$ (34,331)
Foreign	(19,119)	274	160
<b>Total</b>	<b>\$ (19,169)</b>	<b>\$ (23,543)</b>	<b>\$ (34,171)</b>

**Note 9 Fair Value Measurements**

SFAS No. 157 *Fair Value Measurements* defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. It clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, SFAS No. 157 establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

(Level 1) observable inputs such as quoted prices in active markets;

(Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and

(Level 3) unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

On a recurring basis, the Company could measure certain financial assets and liabilities at fair value. The Company's money market security is classified as Level 1 of the fair value hierarchy because they are valued using quoted market prices. The Company's contingent debt milestone derivative liability (see Note 6(c)) is classified as Level 3 of the fair value hierarchy, as there is no market data for this derivative. In accordance with SFAS 157, the following table represents the Company's fair value hierarchy for its financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2008 (in thousands):

Description	Balance at December 31, 2008	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money Market Funds	\$ 13,267	\$ 13,267	\$	\$
Contingent debt milestone derivative liability	1,691			1,691



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The following table presents the Company's activity for liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as defined in SFAS 157 for the year ended December 31, 2008 (in thousands):

	<b>Contingent debt milestone derivative liability</b>
Balance at December 31, 2007	\$ (1,339)
Transfers to Level 3	
Purchases, sales, issuances and settlements, net	
Total realized or unrealized gains or (losses)	
Included in other comprehensive income	
Included in earnings	(352)
<b>Balance at December 31, 2008</b>	<b>\$ (1,691)</b>
The amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at December 31, 2008	
	\$ (352)

**Note 10 Segment Reporting**

The Company reports segment information in accordance with Statement of Financial Accounting Standards No. 131, *Disclosures About Segments of an Enterprise and Related Information* (SFAS 131). The Company conducts its business within one business segment. The Company has determined that the Chief Operating Decision Maker (CODM) is the Chief Executive Officer (CEO). The CODM uses consolidated financial statement information to allocate resources and assess the performance of the Company. As a result, there are no reportable segments of the Company.

Revenue by geographic region, based on ship-to address, is as follows (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
United States	\$ 10,960	\$ 7,536	\$ 4,812
Asia Pacific	62,325	51,810	21,614
All other countries	5,661	4,999	3,627
<b>Total</b>	<b>\$ 78,946</b>	<b>\$ 64,345</b>	<b>\$ 30,053</b>

Long-lived assets, which consist primarily of property and equipment, by geographic region based on the location of the assets are presented as follows (in thousands):

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
United States	\$ 4,324	\$ 2,670
All other countries	321	348
<b>Total</b>	<b>\$ 4,645</b>	<b>\$ 3,018</b>



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Summarized below are individual customers whose revenue were 10% or higher of respective consolidated amounts. An end customer is a customer who uses our products in its systems design but does not purchase products directly from the Company because of its use of outsourced manufacturers. A ship to customer purchases products directly from the Company and includes outsourced manufacturers of the end customers.

End Customer	Year Ended December 31,		
	2008	2007	2006
<b>Percentage of total revenue</b>			
Customer A	11%	*	**
Customer B	11%	11%	*
Customer C	11%	17%	44%
Customer D	*	11%	*

\* *Less than 10% of total revenue*

\*\* *Not a customer in 2006*

Revenue derived from A and D is solely in Asia Pacific, while revenue derived from B and C is primarily in Asia Pacific and the United States. No other customer represented more than 10% of our revenue in those years.

Ship-To Customer	Year Ended December 31,		
	2008	2007	2006
<b>Percentage of total revenue</b>			
Customer E	25%	28%	*
Customer F	17%	*	*
Customer G	10%	11%	10%
Customer H	*	16%	50%

\* *Less than 10% of total revenue*

**Note 11 Commitments and Contingencies***Lease Commitments*

The Company's corporate headquarters and executive offices are located in approximately 52,000 square feet of office space in Cupertino, California under a lease that expires in March 2010. In August 2004, in connection with this commitment, the Company issued a standby letter of credit of \$250,000 on behalf of the lessor as security for performance and observance of the provisions of the lease agreement. The Company maintains a Certificate of Deposit of the same amount which is included in purchased intangibles and other assets in the accompanying consolidated balance sheets. Additional sales and research and development offices are leased in various countries under leases that expire at various dates ranging from 2009 to 2010.

The Company also leases approximately 16,000 square feet of office space in Austin, Texas to carry out certain marketing and research and development activities. The lease term is for a period of three years and expires on December 2010. The lease provides for one three-year renewal option. The base rent for this lease escalates annually at 5% and the Company is obligated to pay an average annual amount of approximately \$300,000 for the next two years. The Company accounts for lease arrangements with scheduled rent increases by recording the expense on a straight-line basis over the lease term.

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Rent expense was approximately \$1.2 million, \$769,000, and \$592,000 for the years ended December 31, 2008, 2007 and 2006, respectively. Future annual minimum lease payments under all non-cancelable operating leases as of December 31, 2008 were as follows (in thousands):

<b>Year Ending December 31,</b>	
2009	\$ 1,252
2010	540
	<b>\$ 1,792</b>

*Time-based license agreements*

During 2008 and 2007, the Company entered into time based license agreements which include the use of electronic design software and other technology, rights to future deliverables and enhancements, and license support over terms ranging from 1 to 36 months. The total cost of time-based license agreements, which is paid in installments over the term, is expensed ratably over the term of the agreement. Future payments required under time-based license agreements are as follows (in thousands):

<b>Year Ending December 31,</b>	
2009	\$ 1,967
2010	1,344
2011	832
	<b>\$ 4,143</b>

*Purchase commitments*

The Company outsources its manufacturing to third party wafer foundries and contract manufacturers, and as of December 31, 2008 it has non-cancelable purchase obligations totaling approximately \$3.7 million.

The future minimum payments under all contractual commitments are as follows (in thousands):

<b>Contractual Obligations</b>	<b>Total</b>	<b>Payments Due by Period</b>		
		<b>Less Than One Year</b>	<b>1 to 3 Years</b>	<b>3 to 5 Years</b>
Long-term debt obligations	\$ 7,272	\$ 5,891	\$ 1,381	\$
Operating lease obligations	1,792	1,252	540	
Time-based license obligations	4,143	1,967	2,176	
Inventory purchase obligations	155	155		
Other non-cancellable purchase obligations	3,992	3,197	795	
<b>Total</b>	<b>\$ 17,354</b>	<b>\$ 12,462</b>	<b>\$ 4,892</b>	<b>\$</b>

*Commitments under the Amended 2004 Revolving Line of Credit*

The Company has a \$10 million revolving line of credit that expires in March 2009 (see Note 6 (b)). Advances under the line of credit bear interest at the bank's prime rate plus 0.9% (8.2% at December 31, 2007) with a minimum monthly interest of \$2,000. Under the terms of the line of credit agreement, the Company must maintain unrestricted cash, cash equivalents, and eligible accounts receivable at or in excess of 175% of the Company's liability under the amended 2004 Revolving Line of Credit. In addition, under the terms of the line of credit agreement, the Company may not be indebted for borrowed money, the deferred purchase price of





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property, or leases which could be capitalized in accordance with generally accepted accounting principles, or become liable as surety, guarantor, accommodation party, or otherwise, without prior consent from the lender.

### *Product warranties*

The Company provides its customers limited return rights under its standard warranty, which for most customers is effective for a period of one year after the sale. The Company has entered into master purchase agreements with some customers that provide for a warranty period of two years. The Company's warranty obligation is limited to replacing or repairing defective products or, at its option, issuing a credit for amounts billed. The Company records an estimate for sales returns based on historical data and current business expectations and reduces revenue for estimated future returns through the allowance for sales returns. In 2006, 2007 and 2008, sales returns and warranty expenses were not significant.

### *Guarantees and Indemnification Agreements*

The Company enters into standard and negotiated indemnification agreements in its ordinary course of business. As part of its standard distribution agreements, the Company indemnifies, holds harmless, and agrees to reimburse the indemnified parties for losses suffered or incurred by the indemnified party, in connection with any U.S. patent or any copyright or other intellectual property infringement claim by any third party with respect to the Company's products, software, or services. The indemnification agreements commence upon execution of the agreement and generally do not have specific time limits. The scope, terms and conditions of the Company's negotiated indemnification agreements may vary from those in its standard agreements. In addition to intellectual property infringement claims, under its negotiated indemnification agreements, the Company may indemnify, hold harmless and reimburse the indemnified parties for certain breach of contract, injury and damages claims. In some cases, the maximum potential amount of future payments the Company could be required to make under these agreements is not limited. The Company has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal.

The Company's certificate of incorporation limits the liability of directors to the full extent permitted by Delaware law. In addition, the Company's bylaws provide that the Company will indemnify its directors and officers to the fullest extent permitted by Delaware law, including circumstances in which indemnification is otherwise discretionary under Delaware law. The Company has entered into indemnification agreements with its directors that may require the Company: to indemnify its directors against liabilities that may arise by reason of their status or service as directors, other than liabilities arising from willful misconduct of a culpable nature; to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified; and to obtain directors' and officers' insurance if available on reasonable terms. The Company currently has directors and officers insurance in place. The Company has not incurred costs related to these indemnification agreements.

The Company has entered into agreements with certain executives where the Company may be required to pay severance and accelerate vesting of stock options in the event of termination of employment under certain circumstances, including a change of control. In 2007, the Company incurred severance benefits to a former executive in the amount of \$200,000 and incurred share-based compensation expense of approximately \$129,000 as a result of a modification to a share-based award.

### *Legal Proceedings*

In November 2008, one of the Company's intellectual property licensors, CEVA, Inc. ( *CEVA* ), initiated a claim for additional re-use fees allegedly owed by the Company under the license agreement between CEVA

and the Company ( *CEVA Claim* ). The amount of allegedly unpaid fees claimed by CEVA ranged from

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\$450,000 to \$1,015,000. In April 2009, the Company reached a mediated settlement with CEVA. Pursuant to the settlement agreement, in exchange for a full release of the claims, the Company will pay CEVA the aggregate sum of \$287,500 according to the following schedule: (i) \$100,000 on or before April 30, 2009; (ii) \$100,000 on or before July 31, 2009; and (iii) \$87,500 on or before October 31, 2009. The Company had reserved \$287,500 for this contingent loss as of December 31, 2008.

In February 2008, the Company was named a defendant in the lawsuit *Implicit Networks, Inc. vs. Advanced Micro Devices, Inc. et al*, alleging patent infringement, filed in the United States District Court for the Western Division of Washington, Seattle Division. After filing an Answer to the Complaint, the Company along with other defendants filed a Request for Reexamination of the patent with the U.S. Patent and Trademark Office, which subsequently granted the Request for Reexamination. In February, 2009, the District Court granted the Defendants Motion to Stay the litigation pending the completion of the patent reexamination. As of December 31, 2008, no estimate can be made of the possible loss or possible range of loss of this contingency.

In November 2007, Nycom, Inc. ( Nycom ), a former sales representative of the Company, filed a suit against the Company alleging breach of contract and quantum meruit in the Supreme Court for the State of New York, County of Onondaga. Nycom sought damages of approximately \$67,000. The litigation was fully and finally settled in April 2008 for a payment of \$25,000 and the execution of a sales representative agreement. The sales representative agreement is the Company s standard agreement except it has a two year term (except for termination for cause as defined in the agreement), while the standard agreement allows for termination in upon 30 days notice. The Company had adequately reserved for this loss as of December 31, 2007.

**Note 12 Related Party Transactions**

In connection with the issuance of the Series D Preferred Stock, the Company paid \$1.3 million cash during 2008 and issued warrants to purchase Common Stock with a fair value of approximately \$632,000 to a Series C shareholder in its capacity as placement agent.

In connection with sales of Series C Preferred Stock, the Company paid \$457,000 and \$1.4 million in cash during 2007 and 2006, respectively, and issued warrants to purchase Common Stock with a fair value of approximately \$19,000 and \$50,000 during 2007 and 2006, respectively, to the same Series C Preferred shareholder.

**Note 13 Subsequent Events**

In March, 2009, the amended 2004 Revolving Line of Credit (See Note 6) was extended to March 8, 2011 and further amended ( first amendment to the amended 2004 Revolving Line of Credit ). Certain provisions of the amended 2004 Revolving Line of Credit were modified as follows:

- 1) *Minimum Equity Infusion* of not less than \$15.0 million in cash should be received by the Company on or before August 31, 2009;
- 2) *Collateral Handling Fee* of \$3,500 month will be assessed by the Lender if at the end of any month the Company s Liquidity Ratio is less than 2.0 to 1.0.
- 3) *Interest Rate* will be based on the Company s Liquidity Ratio and shall range from Prime Rate plus 0.75% to Prime Rate plus 1.50%;
- 4) *Minimum Monthly Interest* will be \$3,000.

In consideration for this amendment, the Company incurred an amendment fee of \$50,000 of which \$25,000 was paid as of the amendment date and the remaining amount is payable at the earlier of the (i) first anniversary of this amendment; or (ii) any earlier termination of this Line of Credit.

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An additional \$2.0 million was drawn from this Line of Credit in March 2009. The entire balance of \$2.5 million was subsequently paid by the Company in April 2009.

In May 2009, the Company reached a settlement with Implicit Networks with regards to patent infringement lawsuit against the Company. Concurrent with the settlement agreement, a patent license agreement was executed under which Implicit will grant the Company certain rights with respect to the licensed Implicit patents. In consideration for the license granted by Implicit, the Company paid a one time upfront payment of \$100,000. No additional consideration was paid for the settlement agreement.

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(Unaudited)

(in thousands, except share data)

	June 30, 2009	December 31, 2008
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 20,159	\$ 14,188
Accounts receivable, net of allowances of \$168 and \$351, respectively	9,717	6,801
Inventories	5,791	7,621
Prepaid expenses and other current assets	2,408	1,905
<b>Total current assets</b>	<b>38,075</b>	<b>30,515</b>
Property and equipment, net	3,670	4,645
Goodwill	7,163	7,163
Purchased intangibles and other assets, net	4,030	4,146
<b>Total assets</b>	<b>\$ 52,938</b>	<b>\$ 46,469</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 3,452	\$ 2,756
Accrued payroll and related benefits	2,798	2,406
Other accrued liabilities	6,729	5,560
Deferred income on shipments to distributors	452	547
Line of credit	758	489
Notes payable, current	3,794	5,026
<b>Total current liabilities</b>	<b>17,983</b>	<b>16,784</b>
Notes payable, non-current	15,000	1,310
Deferred tax liability	565	471
Other liabilities	311	312
<b>Total liabilities</b>	<b>33,859</b>	<b>18,877</b>
Commitments and contingencies (Note 10)		
Shareholders' equity:		
Series A convertible preferred stock, \$0.001 par value		
Authorized, issued, and outstanding 6,650,000 shares as of June 30, 2009 and December 31, 2008; aggregate liquidation preference of \$7,875 as of June 30, 2009	7	7
Series B-1 convertible preferred stock, \$0.001 par value		
Authorized, issued, and outstanding 35,491,041 shares as of June 30, 2009 and December 31, 2008; aggregate liquidation preference of \$28,900 as of June 30, 2009	35	35
Series B-2 convertible preferred stock, \$0.001 par value		
Authorized 70,167,963 shares; issued and outstanding 68,489,838 shares as of June 30, 2009 and December 31, 2008; aggregate liquidation preference of \$70,253 as of June 30, 2009	68	68
Series C convertible preferred stock, \$0.001 par value		
Authorized 52,000,000 shares; issued and outstanding 50,730,394 shares as of June 30, 2009 and December 31, 2008, respectively; aggregate liquidation preference of \$71,368 as of June 30, 2009	50	50
Series D convertible preferred stock, \$0.001 par value		
Authorized 16,000,000 shares; issued and outstanding 15,822,785 shares as of June 30, 2009 and December 31, 2008, respectively; aggregate liquidation preference of \$25,000 as of June 30, 2009	16	16

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Common stock, \$0.001 par value. Authorized 278,000,000 shares; issued and outstanding 33,634,736 and 33,502,724 shares as of June 30, 2009 and December 31, 2008, respectively; aggregate liquidation preference of \$3,363 as of June 30, 2009

	41	41
Additional paid-in capital	207,555	205,385
Accumulated deficit	(188,693)	(178,010)
<b>Total shareholders equity</b>	<b>19,079</b>	<b>27,592</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 52,938</b>	<b>\$ 46,469</b>

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

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**Table of Contents****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(Unaudited)

(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Revenue	\$ 18,261	\$ 20,753	\$ 35,314	\$ 41,217
Cost of revenue:				
Cost of revenue excluding amortization of purchased technology	6,508	8,290	12,964	16,046
Amortization of purchased technology	257	407	513	831
Total cost of revenue	6,765	8,697	13,477	16,877
Gross profit	11,496	12,056	21,837	24,340
Operating expenses:				
Research and development	8,630	9,822	17,364	19,480
Sales, general and administrative	7,780	6,309	13,798	11,898
Amortization of other purchased intangible assets		88		176
Total operating expenses	16,410	16,219	31,162	31,554
Loss from operations	(4,914)	(4,163)	(9,325)	(7,214)
Other income (expense)				
Interest expense	(369)	(519)	(679)	(1,106)
Other income (expense), net	(67)	50	(119)	127
Other expense, net	(436)	(469)	(798)	(979)
Loss before income taxes	(5,350)	(4,632)	(10,123)	(8,193)
Provision for income taxes	303	21	560	72
Net loss	\$ (5,653)	\$ (4,653)	\$ (10,683)	\$ (8,265)

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

**Table of Contents****CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(Unaudited)

(in thousands, except share data)

Six Months Ended	Series A		Convertible preferred stock				Series D		Common stock		Additional paid-in capital	Accumulated deficit	Total shareholders' equity		
	Shares	Amount	Series B-1 Shares	Series B-1 Amount	Series B-2 Shares	Series B-2 Amount	Series C Shares	Series C Amount	Shares	Amount					
<b>June 30, 2009</b>	6,650,000	\$ 7	35,491,041	\$ 35	68,489,838	\$ 68	50,730,394	\$ 50	15,822,785	\$ 16	33,502,724	\$ 41	\$ 205,385	\$ (178,010)	\$ 27,592
Issuance of restricted common stock upon exercise of stock options											144,512		17		17
Repurchases of restricted common stock											(12,500)				
Vesting of restricted common stock													25		25
Share-based compensation on options granted to employees													2,123		2,123
Share-based compensation on options granted to non-employees													5		5
Net loss														(10,683)	(10,683)
<b>Balances as of June 30, 2009</b>	<b>6,650,000</b>	<b>\$ 7</b>	<b>35,491,041</b>	<b>\$ 35</b>	<b>68,489,838</b>	<b>\$ 68</b>	<b>50,730,394</b>	<b>\$ 50</b>	<b>15,822,785</b>	<b>\$ 16</b>	<b>33,634,736</b>	<b>\$ 41</b>	<b>\$ 207,555</b>	<b>\$ (188,693)</b>	<b>\$ 19,079</b>

Six Months Ended	Series A		Convertible preferred stock				Series D		Common stock		Additional paid-in capital	Accumulated deficit	Total shareholders' equity		
	Shares	Amount	Series B-1 Shares	Series B-1 Amount	Series B-2 Shares	Series B-2 Amount	Series C Shares	Series C Amount	Shares	Amount					
<b>June 30, 2008</b>	6,650,000	7	35,491,041	35	68,489,838	68	50,730,394	50			32,464,750	30	177,645	(158,738)	19,097
Issuance of restricted common stock upon exercise of stock options											524,402	5	85		90
Repurchases of restricted common stock											(21,874)				
Vesting of restricted common stock													6		6
Share-based compensation on options													1,433		1,433

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granted to employees															
Share-based compensation on options granted to non-employees															
Fair value of common stock warrants issued to placement agent in connection with sales of Series D convertible preferred stock															
Issuance of Series D convertible preferred stock, net of issuance costs of \$1,276															
Net loss															

**Balances as of**  
**June 30, 2008**    6,650,000 \$ 7    35,491,041 \$ 35    68,489,838 \$ 68    50,730,394 \$ 50    15,822,785 \$ 16    32,967,278 \$ 35    \$ 202,957 \$ (167,003)    \$ 36,165

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



**Table of Contents****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

(in thousands)

	Six Months Ended June 30,	
	2009	2008
<b>Cash flows from operating activities:</b>		
Net loss	\$ (10,683)	\$ (8,265)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,918	1,757
Change in fair value of contingent debt milestone derivative	143	92
Amortization of loan discounts	208	435
Share-based compensation and expense	2,128	1,513
Deferred tax provision	94	95
Changes in operating assets and liabilities:		
Accounts receivable, net	(2,916)	(508)
Inventories	1,830	8
Prepaid expenses and other current assets	(503)	(188)
Accounts payable	696	635
Accrued payroll and related benefits	392	54
Other accrued liabilities	1,025	(22)
Deferred income on shipments to distributors	(95)	119
Other, net	(6)	677
<b>Net cash used in operating activities</b>	<b>(5,769)</b>	<b>(3,598)</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(216)	(1,698)
Purchases of intellectual property	(605)	(1,000)
<b>Net cash used in investing activities</b>	<b>(821)</b>	<b>(2,698)</b>
<b>Cash flows from financing activities:</b>		
Net proceeds from issuance of convertible preferred stock		23,092
Net proceeds from issuance of common stock	42	96
Proceeds from line of credit	2,269	113
Proceeds from issuance of notes payable	15,000	
Principal payments of line of credit	(2,000)	
Principal payments of notes payable	(2,750)	(2,421)
<b>Net cash provided by financing activities</b>	<b>12,561</b>	<b>20,880</b>
<b>Net increase in cash and cash equivalents</b>	<b>5,971</b>	<b>14,584</b>
Cash and cash equivalents at beginning of the period	14,188	14,785
<b>Cash and cash equivalents at end of the period</b>	<b>\$ 20,159</b>	<b>\$ 29,369</b>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest	\$ 355	\$ 684
Cash paid for income taxes	302	

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



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**Note 1 The Company**

RMI Corporation, formerly known as Raza Microelectronics, Inc., was formed in September 2002 as a wholly-owned subsidiary of Foundries Holdings, LLC (FHLLC) as a result of the reorganization of various development stage companies majority owned by FHLLC. On September 17, 2002, Transpera Inc., a majority-owned subsidiary of FHLLC and a development stage company, merged with Raza Microelectronics, Inc. ( Raza Micro ), a wholly owned subsidiary of FHLLC with no previous material activities. Transpera, Inc. continued as the surviving entity and changed its name to Raza Microelectronics, Inc. On October 10, 2002, Raza Micro merged with SiSilk Networks, Inc., a majority-owned subsidiary of FHLLC and a development stage company, with Raza Micro continuing as the surviving entity. In January 2003, Raza Micro issued additional shares such that FHLLC was no longer the majority stockholder. Raza Micro changed its name to RMI Corporation in December 2007.

RMI Corporation and its subsidiaries (the Company ) are engaged in the design, production, and sale of semiconductor processor solutions for networking, communication and consumer applications. The Company s headquarters is located in Cupertino, California with branch and subsidiary offices in Texas, India, Hong Kong, Korea, Japan, Taiwan, China, France, and Cayman Islands.

**Note 2 Summary of Significant Accounting Policies**

The following is a summary of the Company s significant accounting policies:

***(a) Basis of Presentation***

The condensed consolidated financial statements include the accounts of RMI Corporation and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated.

While the financial information furnished is unaudited, the condensed consolidated financial statements included in this report reflect all adjustments (consisting only of normal recurring adjustments) that the Company considers necessary for fair presentation of the results of operations for the interim periods covered and the financial condition of the Company at the date of the interim balance sheet in accordance with GAAP. The results for the interim periods are not necessarily indicative of the results for the entire year. The condensed consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements and the notes thereto for the year ended December 31, 2008.

The Company has incurred recurring losses from operations and had an accumulated deficit of \$188.7 million as of June 30, 2009 that raise substantial doubt about its ability to continue as a going concern. The Company plans to finance its operations with the cash currently on hand. In the event that the announced merger with NetLogic Microsystems (see Note 4) is not consummated as expected in the second half of 2009, the Company will need to raise additional capital or pursue other strategic alternatives such as a sale or merger with another entity. There can be no assurance that the Company will be successful with these plans. The condensed consolidated financial statements do not include any adjustment that might result from the outcome of this uncertainty.

***(b) Use of estimates***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from those estimates.

***(c) Foreign currencies***

The functional currency for all of the Company s foreign subsidiaries is the U.S. dollar. The Company remeasures assets and liabilities at the period end exchange rate for monetary items and at historical exchange rates for non-monetary items. Revenues and expenses are remeasured at the average exchange rate during the period except for income and expenses related to non-monetary items which are remeasured using historical exchange rates. Foreign currency gains (losses) for the six months ended June 30, 2009 and 2008 were not significant and are included in other income, net.

**Table of Contents****(d) Cash equivalents**

The Company considers all highly liquid investments purchased with an original maturity or remaining maturity at the date of purchase of three months or less to be cash equivalents. Cash equivalents consist of money market funds which are available to be redeemed at par value at any time in order to meet liquidity needs.

**(e) Fair value of financial instruments**

The carrying value of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and line of credit approximate their fair values due to their relatively short maturities. The Company does not hold any investments other than cash equivalents. As of June 30, 2009 and December 31, 2008, the fair value of notes payable was \$18.9 million and \$6.9 million, respectively. The Company estimates the fair value of notes payable by discounting the future cash flows of the notes using the market rate of interest on the reporting date as determined by the Prime lending rate on that date and the spread of the Company's historical borrowing rate over the Prime lending rate.

**(f) Concentrations of risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. The Company's cash equivalents consist of money market accounts with a large financial institution. Cash bank balances generally exceed the amount of federal deposit insurance provided on such balances.

Sales to foreign customers for the six months ended June 30, 2009 and 2008, all of which were denominated in U.S. dollars, accounted for 88% and 89%, respectively of total revenue.

The Company performs ongoing credit evaluations of its customers' financial condition and requires collateral from certain customers in the form of standby letters of credit. The Company records an allowance for doubtful accounts for its best estimate of the amount of probable credit losses in the existing accounts receivable. The Company determines the allowance based on historical write-off experience and probability of collection. Doubtful accounts expense was not significant for the six months ended June 30, 2009 and 2008. The Company does not have any off-balance-sheet credit exposure related to its customers.

See Note 10 for individual customers whose revenue were 10% or higher of respective consolidated amounts. An end customer is a customer who uses our products in its systems design but may not purchase products directly from the Company because of its use of outsourced manufacturers. A ship-to customer purchases products directly from the Company and includes distributors and outsourced manufacturers of the end customers.

Summarized below are ship-to customers whose accounts receivable balances were 10% or higher of respective consolidated amounts at each period end:

	June 30, 2009	December 31, 2008
<b>Percentage of gross accounts receivable</b>		
Xyratex Technology	16%	*
Huawei	13%	14%
Myungmin Systems	11%	*
Flextronics	*	13%
Jabil	*	10%

\* Less than 10% of accounts receivable for the respective period end

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The Company outsources its manufacturing to third party wafer foundries and contract manufacturers and some of the key components in the Company's products come from single or limited sources of supply. The inability of any supplier or manufacturer to fulfill supply requirements of the Company could have a negative impact on its business.

### ***(g) Inventories***

Inventories are stated at the lower of cost or market. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis. Inventories consist primarily of finished goods, work-in-process and raw materials. The Company writes-down the value of inventories for estimated excess and obsolete amounts based upon assumptions about future demand and market conditions. Inventory write downs result in an adjustment to the cost basis of the inventory and are not reversed prior to sale or disposition of the related inventory.

### ***(h) Property and equipment***

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from three to five years. Leasehold improvements are amortized over the lower of the useful life or the related remaining lease term which are periods that range from three to five years. Depreciation and amortization expense for the six months ended June 30, 2009 and 2008 was \$1.2 million and \$0.75 million, respectively.

### ***(i) Purchased intangibles***

Purchased intangibles consist of purchased technology, customer relationships, order backlog and intellectual property licenses. Intangible assets are either amortized on a straight-line basis or in proportion to the economic benefits consumed over their estimated useful lives which are periods that range from nine months to seven years. For the six months ended June 30, 2009 and 2008, amortization of intangible assets was \$0.73 million and \$1.0 million, respectively.

### ***(j) Goodwill and impairment of goodwill***

Goodwill represents the excess of the aggregate purchase price over the fair value of the net tangible and intangible assets acquired by the Company. Goodwill is tested for impairment each fiscal year or more often if an event or circumstances indicate that an impairment loss may have been incurred. Goodwill impairment is determined using a two-step approach in accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). The two-step impairment test identifies potential goodwill impairment and measures the amount of a goodwill impairment loss, if any. Under the first step, the fair value of the reporting unit is compared with its carrying value, including goodwill. If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting unit and the enterprise must perform step two of the impairment test. Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation, in accordance with SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS 141R). The residual fair value after this allocation is the implied fair value of the reporting unit's goodwill. An impairment charge is recognized if a reporting unit's goodwill carrying amount exceeds its implied fair value. The Company has allocated all goodwill to a single company-wide reporting unit.

The Company's goodwill is amortized and deductible for tax purposes which gives rise to a deferred tax liability due to the indefinite life for financial reporting purposes.

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**Table of Contents*****(k) Impairment of long-lived assets***

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets, including intangible assets, may not be recoverable. When such events or changes in circumstances occur, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company records an impairment charge based on the excess of the carrying amount over the fair value of the assets.

***(l) Share-based compensation***

On January 1, 2006, the Company adopted SFAS No. 123(R) *Share-Based Payment* (SFAS 123R), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on estimated fair value. SFAS 123R supersedes the Company's previous accounting using the intrinsic value method of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25), for periods beginning in 2006. SFAS 123R requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service period. In March 2005, the SEC issued Staff Accounting Bulletin No. 107, *Share-Based Payment* (SAB 107), relating to SFAS 123R. The Company has applied the provisions of SAB 107 in its adoption of SFAS 123R.

The Company adopted SFAS 123R using the prospective transition method, which requires the Company to recognize share-based compensation expense on a prospective basis only for share-based awards granted after the effective date of January 1, 2006. The Company adopted SFAS 123R prospectively because prior to the period of adoption it was a non-public entity that used the minimum value method for pro forma disclosures under SFAS 123. In accordance with the prospective transition method, the Company's consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123R. In addition, awards granted prior to the effective date of SFAS 123R continued to be accounted for under the intrinsic value method under APB 25 subsequent to the effective date.

The Company accounts for stock issued to non-employees in accordance with the provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (SFAS 123), and Emerging Issues Task Force Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* (EITF 96-18).

Share-based compensation expense recognized for the six months ended June 30, 2009 was \$2.1 million which consisted of share-based compensation expense related substantially all to employee stock options. As part of a termination agreement with a certain key employee, the Company agreed to accelerate the vesting of options representing 41,219 shares of common stock. This modification to accelerate vesting of the associated stock options resulted in the recognition of share-based compensation expense of \$22,000 in the first quarter of 2009. Share-based compensation expense recognized for the six months ended June 30, 2008 was \$1.5 million which consisted of share-based compensation expense related to employee stock options of \$1.4 million and expense related to non-employee stock options of \$0.08 million.

Share-based compensation expense recognized in the consolidated statements of operations for the six months ended June 30, 2009 and 2008 are based on awards ultimately expected to vest and has been reduced for estimated forfeitures. In conjunction with the adoption of SFAS 123R, the Company continued to use the single option method of straight-line expense amortization over the vesting period.

See Note 7(c) for additional information on share-based compensation.

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### ***(m) Revenue recognition***

The Company derives its revenue primarily from the sale of semiconductor products to direct customers and through distributors. The Company recognizes product revenue in accordance with SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*. The Company recognizes revenue for products when persuasive evidence of an arrangement exists, the product has been delivered, title and risk of loss have been transferred to the customer, the fee is fixed or determinable, and collection of the resulting receivable is reasonably assured. Arrangements involving more than one deliverable are accounted for in accordance with Emerging Issues Task Force (EITF) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables* (EITF 00-21).

Evidence of an arrangement is manifested by a master distribution or purchase agreement or an individual binding purchase order. In most cases, sales are governed by a master agreement against which individual binding purchase orders are placed on a transaction-by-transaction basis.

At the time of the transaction, the Company assesses whether the fee associated with the transaction is fixed or determinable, and whether or not collection is reasonably assured. The Company assesses whether the fee is fixed or determinable based upon the terms of the binding purchase order, including the payment terms associated with the transaction. For sales to direct customers, if it cannot be concluded that a fee associated with the transaction is fixed or determinable, the Company recognizes revenue as payments from customers become due (assuming all other conditions for revenue recognition have been satisfied). Because of frequent price adjustments, sales made to distributors under agreements that permit price adjustments are deferred until the distributors sell the product. Deferred income on shipments to distributors reflects the amount of gross profit to be realized when distributors sell through the product. Accounts receivable from distributors is recorded and inventory is relieved when title to inventory transfers at which point the Company has a legally enforceable right to collection under normal payment terms.

The Company assesses probability of collection based on a number of factors, including past transaction history with the customer and its credit-worthiness. The Company requires collateral from certain customers. If the Company determines that collection of a fee is not reasonably assured, it defers the fee and recognizes revenue at the time collection becomes reasonably assured, which is generally upon receipt of cash.

The Company's arrangements do not generally include acceptance clauses. However, if an arrangement includes an acceptance provision, recognition of revenue occurs upon the earlier of receipt of a written customer acceptance or expiration of the acceptance period.

The Company also enters into agreements with some customers to provide engineering design services. Engineering design service arrangements are accounted for under the percentage of completion method in accordance with Statement of Position No. 81-1, *Accounting for Performance in Construction-Type and Certain Production-Type Contracts* (SOP 81-1). For the six months ended June 30, 2009 and 2008 we did not have any engineering design service revenue accounted for under SOP 81-1.

The Company collects and remits sales taxes on products and services that it purchases and sells under its contracts with customers, and reports such amounts under the net method in its consolidated statements of operations. Accordingly, there are no sales taxes included in revenue. The Company records costs related to shipping and handling of products in cost of revenue for all periods presented.

### ***(n) Sales returns and allowances***

The Company provides its customers limited return rights under its standard warranty, which for most customers is effective for a period of one year after the sale. The Company has entered into master purchase

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agreements with some customers that provide for a warranty period of two years. The Company's warranty obligation is limited to replacing or repairing defective products or, at its option, issuing a credit for amounts billed. The Company records an estimate for sales returns based on historical data and current business expectations and reduces revenue for estimated future returns through the allowance for sales returns. In the first six months of 2009 and 2008, sales returns and warranty expenses were not significant.

**(o) Income taxes**

The Company accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of the Company's assets and liabilities and their financial statement reported amounts. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is provided to reduce deferred tax assets to an amount for which realization is more likely than not.

In accordance with FASB Staff Position FIN 48-3, *Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises*, the Company adopted the provisions of FASB Interpretation No. 48 in the first quarter of 2009.

**(p) Reclassifications**

Certain reclassifications have been made to prior-period balances to present the financial statements on a consistent basis with current year presentation. Such reclassifications have not changed previously reported net income (loss) or shareholders' equity.

**(q) Recent accounting pronouncements**

In April 2009, the FASB issued three related Staff Positions: (i) FSP 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability have Significantly Decreased and Identifying Transactions That Are Not Orderly*, (FSP 157-4), (ii) SFAS 115-2 and SFAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*, (FSP 115-2 and FSP 124-2), and (iii) SFAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instrument*, (FSP 107 and APB 28-1), which will be effective for interim and annual periods ending after June 15, 2009. FSP 157-4 provides guidance on how to determine the fair value of assets and liabilities under SFAS 157 in the current economic environment and reemphasizes that the objective of a fair value measurement remains an exit price. If we were to conclude that there has been a significant decrease in the volume and level of activity of the asset or liability in relation to *normal* market activities, quoted market values may not be representative of fair value and we may conclude that a change in valuation technique or the use of multiple valuation techniques may be appropriate. FSP 115-2 and FSP 124-2 modify the requirements for recognizing other-than-temporarily impaired debt securities and revise the existing impairment model for such securities, by modifying the current *intent and ability* indicator in determining whether a debt security is other-than-temporarily impaired. FSP 107 and APB 28-1 enhance the disclosure of instruments under the scope of SFAS 157 for both interim and annual periods. The adoption of these FSPs did not have a material impact on our unaudited condensed consolidated financial statements.

In April 2009, the FASB issued FSP No. 141R-1 *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies*, (FSP 141R-1). FSP 141R-1 amends the provisions in Statement 141R for the initial recognition and measurement, subsequent measurement and accounting, and disclosures for assets and liabilities arising from contingencies in business combinations. The FSP eliminates the distinction between contractual and non-contractual contingencies, including the initial recognition and measurement criteria in Statement 141R and instead carries forward most of the provisions



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in SFAS 141 for acquired contingencies. FSP 141R-1 is effective for contingent assets and contingent liabilities acquired in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We will apply the provisions of SFAS141(R) to our acquisitions when they occur.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* (SFAS 165), which establishes general standards of accounting for, and requires disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. We adopted the provisions of SFAS 165 during the second quarter of 2009. The adoption of these provisions did not have a material effect on our consolidated financial statements.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting* (SFAS 168). SFAS 168 represents the last numbered standard to be issued by FASB under the old (pre-Codification) numbering system, and amends the GAAP hierarchy established under SFAS 162. On July 1, 2009 the FASB launched FASB's new Codification entitled *The FASB Accounting Standards Codification*. The Codification will supersede all existing non-SEC accounting and reporting standards. SFAS 168 is effective in the first interim and annual periods ending after September 15, 2009. This pronouncement will have no effect on our unaudited condensed consolidated financial statements upon adoption other than current references to GAAP which will be replaced with references to the applicable codification paragraphs.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS 141R), which requires the recognition of assets acquired, liabilities assumed, and any noncontrolling interest in an acquiree at the acquisition date fair value with limited exceptions. SFAS 141R will change the accounting treatment for certain specific items and includes a substantial number of new disclosure requirements. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008 and was adopted by the Company in the first quarter of 2009. The adoption of SFAS 141R will be effective for acquisitions consummated on or after January 1, 2009 and have an impact on its accounting for future business combinations.

In February 2008, the FASB issued FASB Staff Position ( FSP ) 157-2. This FSP granted a one year deferral for non-financial assets and liabilities that are recognized or disclosed at a fair value in the financial statements on a recurring basis, at least annually, to comply with SFAS No. 157, *Fair Value Measurements*. There was no material impact to the Company's consolidated financial statements as a result of the adoption of FSP 157-2. See Note 9 for the disclosures required by SFAS No. 157.

**Table of Contents****Note 3 Balance Sheet Components**

	June 30, 2009	December 31, 2008
	(in thousands)	
<b>Inventories:</b>		
Finished goods	\$ 1,633	\$ 2,565
Work-in-process	3,720	4,284
Raw materials	438	772
	\$ 5,791	\$ 7,621
<b>Property and equipment, net:</b>		
Computers and equipment	\$ 9,386	\$ 9,187
Office equipment and furniture	405	405
Leasehold improvements	1,190	1,190
Software	2,379	2,370
	13,360	13,152
Less: accumulated depreciation and amortization	(9,690)	(8,507)
	\$ 3,670	\$ 4,645
<b>Purchased intangibles and other assets, net:</b>		
Purchased intangible assets, net	\$ 3,631	\$ 3,752
Restricted cash under terms of lease agreement	250	250
Other assets	149	144
	\$ 4,030	\$ 4,146
<b>Other accrued liabilities:</b>		
Contingent debt milestone derivative liability	\$ 1,834	\$ 1,691
Accrued royalty	274	272
Accrued interest	42	71
Other accrued liabilities	4,579	3,526
	\$ 6,729	\$ 5,560

**Note 4 Merger**

On May 31, 2009, the Company entered into an Agreement and Plan of Merger Reorganization, or definitive agreement, with NetLogic Microsystems, Inc., and its wholly owned subsidiary Roadster Merger Corporation ( "NetLogic" ). NetLogic has agreed to acquire the Company and pay its shareholders a combination of cash and shares of NetLogic common stock at the closing date, and subject to the attainment of earn-out objectives applicable to the acquired business during the 12-month period following the closing date, NetLogic may pay additional cash and shares to the Company's shareholders. The definitive agreement provides for merger consideration consisting of (1) the issuance of shares of NetLogic common stock to the holders of the Company's preferred stock; (2) the payment of cash to the holders of the Company's common stock; and (3) an escrow of a portion of the shares of NetLogic common stock issued to the Company's preferred shareholders as a source of indemnity for future claims.

**Note 5 Goodwill and Purchased Intangibles**

In connection with the acquisition of the Alchemy product line from Advanced Micro Devices, Inc. ( "AMD" ) in July 2006, the Company recorded Goodwill of \$7.2 million. There were no changes in Goodwill in the six months ended June 30, 2009 and 2008. As discussed in Note 2(j), the

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Company does not amortize goodwill but instead tests for impairment annually or more frequently if certain events or circumstances indicate that the carrying value may not be recoverable.

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Intangible assets as of June 30, 2009 and December 31, 2008 consist of the following (in thousands):

	Weighted Average Amortization Period	June 30, 2009			December 31, 2008		
		Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Purchased technology	36 months	\$ 7,998	\$ (7,998)	\$ 356	\$ 7,998	\$ (7,642)	\$ 356
Intellectual property license	142 months	8,531	(4,900)	3,631	7,926	(4,530)	3,396
Customer relationships	12 months	1,287	(1,287)		1,287	(1,287)	
Backlog	8 months	1,345	(1,345)		1,345	(1,345)	
<b>Total intangibles</b>	<b>80 months</b>	<b>\$ 19,161</b>	<b>\$ (15,530)</b>	<b>\$ 3,631</b>	<b>\$ 18,556</b>	<b>\$ (14,804)</b>	<b>\$ 3,752</b>

All of the Company's intangible assets excluding goodwill are subject to amortization. Estimated future amortization expense to be included in cost of revenue and in operating expenses is as follows (in thousands):

Year Ended December 31,	Cost of Revenue	Operating Expenses	Total Amortization
2009 (2 quarters)	\$ 157	\$ 388	\$ 545
2010	314	388	702
2011	314	325	639
2012	314		314
2013	314		314
Thereafter	1,117		1,117
<b>Total</b>	<b>\$ 2,530</b>	<b>\$ 1,101</b>	<b>\$ 3,631</b>

**Note 6 Debt****(a) NetLogic Loan Agreement**

On June 1, 2009, pursuant to the definitive agreement with NetLogic (see Note 4), the Company obtained \$15.0 million loan from NetLogic through delivery of a Secured Promissory Note (the "Note") which bears interest at a 10% annual rate. All interest is due at the maturity date of the Note, which is November 30, 2010. The Note is secured by substantially all of the Company's assets, but repayment of the Note and NetLogic's security interest have been subordinated to the loans and security interests of the Company's pre-existing institutional lenders. Repayment of the Note will be accelerated upon an event of default (as defined in the Note), which includes a termination of the definitive agreement by NetLogic as a result of certain breaches by the Company, and a Change of Control event in the Company (as defined in the Note). Upon a Change of Control, the Company is obligated to pay NetLogic \$5.0 million from the proceeds of such Change of Control in addition to all unpaid principal and accrued interest then due under the Note.

**Table of Contents****(b) 2006 Loan Agreement**

Notes payable consists of the following (in thousands):

	June 30, 2009	December 31, 2008
Loan from NetLogic Microsystems, interest rate at 10.0%, maturity date November 30, 2010	\$ 15,000	\$
Loans from lending syndicate, interest rate at 12.0%, maturity date October 1, 2009	337	981
Loans from lending syndicate, interest rate at 12.0%, maturity date January 1, 2010	664	1,288
Loans from lending syndicate, interest rate at 12.0%, maturity date April 1, 2010	984	1,589
Loans from lending syndicate, interest rate at 12.0%, maturity date July 1, 2010	1,933	2,811
Unamortized loan discounts	(124)	(333)
<b>Total notes payable</b>	<b>18,794</b>	<b>6,336</b>
Less: current portion	(3,794)	(5,026)
<b>Notes payable, non-current</b>	<b>\$ 15,000</b>	<b>\$ 1,310</b>

In connection with the 2006 Loan Agreement, the Company granted the lending syndicate warrants to purchase 355,416 shares of Series C Preferred Stock for an aggregate amount of \$500,000 (see Note 7(a)). The warrants had an estimated fair value of \$356,000 which was recorded as a loan discount and is being amortized over the term of the first loan using the effective interest method. The unamortized balance of the loan discount as of June 30, 2009 is \$4,000. In addition, the Company issued warrants to purchase 177,708 shares in September 2007 with an estimated fair value of \$190,000 in connection with the incremental loan of \$5.0 million. The fair value of these warrants was recorded as loan discount and is being amortized over the term of the incremental loan using the effective interest method. The unamortized balance of the debt discount as of June 30, 2009 is \$26,000.

In connection with borrowings under the 2006 Loan Agreement, the Company is required to make an additional milestone payment, separate from the repayment of any loan principal, to the lenders at the occurrence of an initial public offering, change of control, or liquidation of the Company (each a Milestone Event). The payment amount is determined based on the amount borrowed under the 2006 Loan Agreement and the length of time between the signing of the loan agreement and a Milestone Event. The contingent milestone payment feature of the loan was determined to be an embedded derivative instrument which is not clearly and closely related to the host debt contract. Accordingly, under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, the derivative instruments are required to be accounted for separately based on fair value. The fair value of the derivative instruments is determined based on discounted cash flows that have been probability weighted for different milestone payment scenarios. The aggregate amount of loan proceeds allocated to the derivative instruments on the date of issuance was \$1.2 million.

The allocation of a portion of loan proceeds to the derivative instrument results in additional loan discounts which are being amortized over the term of the loans using the effective interest method. The unamortized balance of the loan discounts as of June 30, 2009 is \$94,000. As of June 30, 2009 and December 31, 2008, the aggregate fair value of the contingent milestone derivatives liability was \$1.8 million and \$1.7 million, respectively.

**(c) 2004 Revolving Line of Credit as amended in 2007**

On March 8, 2007 the Company reestablished a revolving line of credit with one of the lenders in the syndicate by amending and reinstating its previous 2004 Revolving Line of Credit (amended 2004 Revolving Line of Credit). This revolving line of credit provides a commitment of \$10.0 million subject to

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a qualifying accounts receivable borrowing base. The 2006 Loan Agreement and the amended 2004 Revolving Line of Credit have cross default provisions. This line of credit expired on March 8, 2009.

In March 2009, the amended 2004 Revolving Line of Credit was extended to March 8, 2011 and further amended ( first amendment to the amended 2004 Revolving Line of Credit ). Certain provisions of the amended 2004 Revolving Line of Credit were modified as follows:

- 1) *Minimum Equity Infusion* of not less than \$15.0 million in cash should be received by the Company on or before August 31, 2009;
- 2) *Collateral Handling Fee* of \$3,500 month will be assessed by the Lender if at the end of any month the Company s Liquidity Ratio is less than 2.0 to 1.0;
- 3) *Interest Rate* will be based on the Company s Liquidity Ratio and shall range from the Lender s Prime Rate plus 0.75% to the Lender s Prime Rate plus 1.50%;
- 4) *Minimum Monthly Interest* will be \$3,000.

In consideration for this amendment, the Company incurred an amendment fee of \$50,000 of which \$25,000 was paid as of the amendment date and the remaining amount is payable at the earlier of the (i) first anniversary of this amendment; or (ii) any earlier termination of this Line of Credit.

In May 2009, the Company and its Lender entered into a letter agreement with respect to the Minimum Equity Infusion covenant under this Line of Credit. Pursuant to this letter agreement, the Lender agreed that Minimum Equity Infusion requirement is deemed satisfied by the \$15.0 million loan from NetLogic (see Note 6(a)).

As of June 30, 2009, the amount of borrowings outstanding under the amended 2004 Revolving Line of Credit was \$758,000.

**Note 7 Shareholders Equity**

**(a) Warrants**

As of June 30, 2009 and December 31, 2008, there are 5,099,452 common stock warrants and 2,211,250 preferred stock warrants outstanding.

In May 2009, the Company and its lenders (see Note 6(b)) entered into a letter agreement with respect to certain warrants previously issued to such lenders in connection with the 2006 Loan Agreement and any other prior loan arrangements with them. Pursuant to this letter agreement, the Company will pay a warrant termination fee equal to \$0.285 per share for all outstanding and unexercised warrants to purchase shares of capital stock of the Company held by the lenders, which, by their terms, would not otherwise expire, terminate or be cancelled upon the consummation of the announced merger with NetLogic. Such warrant termination fees are anticipated to be approximately \$500,000 in the aggregate and will be paid by the Company on or before the effective date of the Merger.

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The following table summarizes the outstanding warrants as of June 30, 2009 and identifies the warrants subject to termination upon Change of Control:

Transaction	Underlying Warrants Issuance	Date Issued	Expiration Date	Common Stock Warrants Issued and Outstanding	Preferred Stock Warrants Issued and Outstanding	Exercise Price	Warrants subject to Termination upon Change of Control	Total Warrant		Valuation Assumptions on Date of Issuance			Contractual Life (Years)
								Termination Fee per share (in thousands)	Warrant Value (in thousands)	Risk-Free Interest Rate	Expected Volatility		
Acquisition of SandCraft		7/29/2003	7/29/2010	500,000		\$ 0.08	Yes	\$	\$	\$ 35	4.50%	80.0%	
2003 Loan Agreement		11/7/2003	11/7/2013		298,907	\$ 0.92	Yes			230	4.33%	80.0%	1
2003 Loan Agreement		12/14/2004	12/14/2011		160,600	\$ 0.92	Yes			123	3.89%	80.0%	
2004 Loan Agreement		12/14/2004	5/31/2012		1,169,874	\$ 1.03	No	0.285	333	920	4.19%	80.0%	
2004 Revolving Line of Credit Agreement		12/14/2004	12/14/2011		48,745	\$ 1.03	No	0.285	14	38	3.89%	80.0%	
Investment Commitment Agreement		10/31/2005	10/30/2012	2,518,756		\$ 0.10	Yes			190	4.47%	80.0%	
Issuance of Series C Preferred Stock		2/3/2006	9/7/2011	266,562		\$ 1.41	Yes			10	4.49%	80.0%	
Issuance of Series C Preferred Stock		3/23/2006	9/7/2011	338,698		\$ 1.41	Yes			19	4.67%	78.5%	
Issuance of Series C Preferred Stock		5/9/2006	9/7/2011	68,277		\$ 1.41	Yes			4	5.03%	77.0%	
Issuance of Series C Preferred Stock		6/29/2006	9/7/2011	150,570		\$ 1.41	Yes			8	5.18%	76.0%	
Issuance of Series C Preferred Stock		9/8/2006	9/7/2011	11,939		\$ 1.41	Yes			1	4.73%	76.0%	
2006 Loan Agreement		11/26/2006	6/30/2014		355,416	\$ 1.41	No	0.285	101	356	4.57%	69.0%	
Issuance of Series C Preferred Stock		11/30/2006	3/29/2012	58,596		\$ 1.41	Yes			4	4.48%	71.0%	
Issuance of Series C Preferred Stock		12/28/2006	3/29/2012	70,412		\$ 1.41	Yes			4	4.65%	70.0%	
Issuance of Series C Preferred Stock		1/31/2007	3/29/2012	224,505		\$ 1.41	Yes			13	4.85%	68.5%	
Issuance of Series C Preferred Stock		2/15/2007	3/29/2012	58,117		\$ 1.41	Yes			3	4.74%	68.2%	
Issuance of Series C Preferred Stock		3/9/2007	3/29/2012	15,777		\$ 1.41	Yes			1	4.48%	67.8%	
Issuance of Series C Preferred Stock		3/30/2007	3/29/2012	25,104		\$ 1.41	Yes			1	4.51%	67.2%	
2006 Loan Agreement		9/27/2007	9/30/2014		177,708	\$ 1.41	No	0.285	51	190	4.41%	78.2%	
Issuance of Series D Preferred Stock		5/30/2008	5/29/2015	411,285		\$ 1.58	Yes			322	3.68%	70.6%	
Issuance of Series D Preferred Stock		6/6/2008	6/5/2015	379,854		\$ 1.58	Yes			310	3.50%	70.4%	
Total				5,098,452	2,211,250				\$ 499	\$ 2,782			

**Table of Contents****(b) Stock Incentive Plan**

On December 17, 2002, the Company adopted the 2002 Stock Incentive Plan (the Plan) which reserved 30,000,000 shares of Common Stock for issuance. Pursuant to amendments approved on various dates through June 2008 the total amount of Common Stock reserved for issuance under the plan was increased to 82,101,182 shares.

The Plan, as amended, authorizes the Board of Directors to grant incentive stock options and nonstatutory stock options to employees, directors and consultants to purchase up to a total of 82,101,182 shares of the Company's Common Stock. Under the Plan, incentive stock options are granted at an exercise price that is not to be less than 100% of the fair market value of the Company's Common Stock on the date of grant (110% for grants to greater than 10% stockholders), as determined by the Company's Board of Directors. Nonqualified stock options are granted at a price that is not to be less than 85% of the fair market value of the Common Stock on the date of grant, as determined by the Board of Directors. All options have a term of no greater than 10 years from the date of grant (5 years for grants to greater than 10% stockholders). Option vesting is determined by the board of directors and will not be longer than 5 years at a rate of at least 20% per year. New employees' options generally vest 25% one year after date of grant and 2.083% each month over the next 36 months. Retention grants made to existing employees can have varying vesting requirements.

For grants prior to November 2006, the Plan allowed for early exercises of unvested options subject to repurchase rights of the Company over the restricted Common Stock issued at the original exercise price. The repurchase rights lapse at the same rate as the original option vesting. All grants after November 2006 do not permit early exercise.

The following table summarizes option activity during the six months ended June 30, 2009 under the Plan:

	Options Available for Grant	Options Outstanding Number Outstanding	Options Outstanding Weighted Average Exercise Price per Share
Balances at December 31, 2008	6,194,515	42,917,389	\$ 0.65
Authorized			
Granted	(327,500)	327,500	0.70
Exercised		(144,512)	0.25
Common stock repurchased	12,500		
Canceled	2,940,803	(2,940,803)	0.22
Balances at June 30, 2009	8,820,318	40,159,574	\$ 0.67

The Company reports shares of Common Stock that are issued upon early exercise of options to be outstanding in the consolidated financial statements, as the stockholders are entitled to dividends and voting rights, but records the proceeds as a liability on the balance sheet until the shares vest. The Company maintains a repurchase right at the original price paid by the employees with respect to unvested restricted Common Stock. The repurchase right lapses in accordance with the original vesting schedule of the option.

As of June 30, 2009 and December 31, 2008, there was an aggregate of 137,926 and 341,383 shares, respectively, of restricted Common Stock outstanding related to early exercises of unvested options that are subject to repurchase by the Company at a weighted average price of \$0.18 and \$0.15 per share, respectively. The proceeds received related to unvested restricted Common Stock obtained from early exercise of stock options as of June 30, 2009 and December 31, 2008 have been reported as an accrued liability of \$25,000 and \$53,000, respectively.



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Detail related to activity of unvested shares of restricted Common stock for the six months ended June 30, 2009 is as follows:

	Unvested Common Stock Number of Shares Outstanding	Weighted Average Exercise/ Purchase Price per Share
<b>Balance at December 31, 2008</b>	<b>341,383</b>	<b>\$ 0.15</b>
Issued		
Vested	(190,957)	0.13
Repurchased	(12,500)	0.20
<b>Balance at June 30, 2009</b>	<b>137,926</b>	<b>\$ 0.18</b>

The following table summarizes by exercise price the outstanding and vested options as of June 30, 2009:

Exercise Prices	Options Outstanding				Option Vested		
	Number Outstanding	Weighted Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price per Share	Aggregate Intrinsic Value (in thousands)	Number Vested	Weighted Average Exercise Price per Share	Aggregate Intrinsic Value (in thousands)
\$0.01 - \$0.10	4,771,062	4.4	\$ 0.09	\$ 1,222	4,661,314	\$ 0.09	\$ 1,194
\$0.15 - \$0.15	409,770	3.1	0.15	82	388,813	0.15	78
\$0.20 - \$0.20	6,703,626	6.7	0.20	1,006	4,742,522	0.20	711
\$0.25 - \$0.30	5,234,364	5.6	0.27	431	3,710,306	0.26	322
\$0.63 - \$0.75	4,501,418	7.9	0.69		2,068,778	0.69	
\$0.81 - \$0.81	342,333	6.5	0.81		176,750	0.81	
\$0.99 - \$0.99	10,405,000	8.4	0.99		3,924,249	0.99	
\$1.09 - \$1.09	280,000	8.8	1.09		79,063	1.09	
\$1.14 - \$1.14	352,000	9.3	1.14		11,667	1.14	
\$1.29 - \$1.29	7,160,001	8.9	1.29		1,351,082	1.29	
<b>Total</b>	<b>40,159,574</b>	<b>7.3</b>	<b>\$ 0.67</b>	<b>\$ 2,741</b>	<b>21,114,544</b>	<b>\$ 0.46</b>	<b>\$ 2,305</b>
Vested and expected to vest	38,865,635	7.2	\$ 0.66	\$ 2,704			

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, based on options with an exercise price less than the Company's estimated fair value of its Common Stock of \$0.35 as of June 30, 2009, which would have been received by the option holders had all option holders exercised their options as of that date. The total number of in-the-money options vested as of June 30, 2009 was 13,502,955.

**Table of Contents****(c) Valuation and Share-based Compensation Expense Information**

The following table summarizes the share-based compensation expense recognized by function in accordance with SFAS 123R for the periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Cost of revenue	\$ 33	\$ 9	\$ 93	\$ 16
Research and development	323	175	651	356
Sales, general and administrative	697	612	1,383	1,140
Share-based compensation expense	\$ 1,053	\$ 796	\$ 2,127	\$ 1,512

The weighted average grant-date fair value of options granted for the three months ended June 30, 2009 and 2008 was \$0.41 and \$0.61 per share, respectively, and \$0.38, and \$0.62 per share, respectively, for the six months ended June 30, 2009 and 2008. The total fair value of shares of options vested during the six months ended June 30, 2009 was \$2.1 million. The total intrinsic value of options exercised during the three months and six months ended June 30, 2009 was \$79,000 and \$89,000, respectively. The total cash received from employees as a result of employee stock option exercises during the three months and six months ended June 30, 2009 was \$14,000 and \$17,000, respectively. In connection with these exercises, there was no tax benefit realized by the Company due to the full valuation allowance recorded on deferred tax assets. The weighted average remaining contractual term for options exercisable at June 30, 2009 was 6.3 years. The Company issues new shares of Common Stock upon exercise of stock options. The total compensation cost (gross) related to non-vested awards not yet recognized at June 30, 2009 was \$11.3 million and the weighted-average period over which this amount is expected to be recognized is 2.38 years.

The Company estimates the fair value of stock options using a Black-Scholes option-pricing model to determine the fair value of share-based awards under SFAS 123R. The assumptions used to estimate the fair value of stock options granted under the Company's Stock Incentive Plan for the three months and six months ended June 30, 2009 and 2008 are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,				
	2009	2008	2009	2008			
Expected volatility	62.4%	62.5%	65.4%	61.6%	62.5%	65.4%	66.1%
Risk-free interest rate	2.19%	3.63%	2.98%	2.04%	3.63%	2.79%	3.13%
Expected life	6 years	6 years	6 years	6 years	6 years	6 years	6 years
Dividend yield	0%	0%	0%	0%	0%	0%	0%

The Black-Scholes option-pricing model incorporates various and highly subjective assumptions including expected volatility, expected term and interest rates.

*Expected Volatility:* The Company used the historical volatility of a peer group of publicly traded companies in deriving its expected volatility assumption in accordance with SFAS 123R and SAB 107.

*Risk-Free Interest Rate:* The risk-free interest rate was based on the market yield currently available on U.S. Treasury securities with a remaining term equivalent to the expected term of option.

*Expected Term:* The Company's expected term represents the period that the Company's share-based awards are expected to be outstanding and was derived from the average midpoint between vesting and the contractual term of the option in accordance with the simplified method described in SAB 107.

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*Expected Dividend:* The Black-Scholes valuation model calls for a single expected dividend yield as an input. The Company has not paid and does not anticipate paying any dividends in the near future.

### **Note 8 Income Taxes**

As part of the process of preparing the Company's consolidated financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. This process involves determining the Company's current income tax provision (benefit) together with calculating the deferred income tax provision (benefit) related to temporary differences resulting from differing treatment of items, such as deferred revenue or deductibility of certain intangible assets, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the consolidated balance sheet. The Company must then assess the likelihood that the deferred tax assets will be recovered through the generation of future taxable income.

The Company considers all available evidence, both positive and negative, including historical operating results, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon generation of future taxable income during the periods in which those temporary differences become deductible. If it is not more likely than not that the Company will recover its deferred tax assets, the Company will increase its provision for taxes by recording a valuation allowance against the deferred tax assets.

Management does not believe it is more likely than not that the deferred tax assets will be realized; accordingly a full valuation allowance has been established and no deferred tax asset or the related tax benefit have been recognized in the accompanying consolidated financial statements. As of June 30, 2009 and December 31, 2008, the deferred tax assets were fully offset by a valuation allowance. The valuation allowance as of June 30, 2009 and December 31, 2008 was \$ 74.0 million and \$77.0 million, respectively. The net change in the valuation allowance for the six months ended June 30, 2009 was a decrease of \$3.0 million.

As of June 30, 2009, the Company had cumulative net operating loss carry-forwards for federal and state income tax reporting purposes of approximately \$116.9 million and \$102.9 million, respectively. The federal net operating loss carry-forwards expire, if not utilized, in years 2019 through 2029. The California net operating loss carry-forwards expire, if not utilized, in years 2011 through 2029.

As of June 30, 2009, the Company had cumulative carry-forwards for research and development credits of approximately \$6.3 million and \$6.1 million, which can be used to reduce federal and California income taxes, respectively. Federal research and development tax credit carryforwards will expire, if not utilized, in years 2020 through 2029. State research and development credits can be carried forward indefinitely.

The Tax Reform Act of 1986 and similar state legislation impose restrictions on the utilization of net operating losses and tax credits following an ownership change of a corporation as that term is defined in the Internal Revenue Code. Accordingly, the Company has analyzed the limitation impact of ownership change on its ability to utilize net operating losses and tax credit carry-forwards. As a result, the Company has reduced the net operating losses and tax credit carryforwards.

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The Company's interim effective tax rate differed from the federal statutory income tax rate of 34% as a result of the following:

	Six Months Ended June 30,	
	2009	2008
Federal statutory rate	(34.0%)	(34.0%)
Losses and credits not benefited	15.8	36.1
State taxes, net of federal benefit	6.2	0.0
Foreign rate differential	-0.6	0.3
Other	25.5	(1.5)
 Provision for income taxes	 12.9%	 0.9%

**Uncertain Income Tax Positions**

Effective January 1, 2009, the Company adopted FASB issued Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (SFAS 109). FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of uncertain tax positions taken or expected to be taken in the Company's income tax return, and also provides for derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

The cumulative effect of adopting FIN 48 on January 1, 2009 is recognized as a change in accounting principle, recorded as an adjustment to opening balance of retained earnings on the adoption date. As a result of the implementation of FIN 48, we recognized no change in the liability for unrecognized tax benefits related to tax positions taken in prior periods, and no corresponding change in retained earnings. At January 1, 2009, we maintained a valuation allowance against the total deferred tax assets as a result of uncertainties regarding the realization of the asset based upon the lack of profitability and the uncertainty of future profitability. This valuation allowance offsets any changes to the liability.

The total amount of unrecognized tax benefits as of January 1, 2009 adoption date was \$7.7 million. As of June 30, 2009, the Company's unrecognized tax benefits was \$9.4 million, an increase of \$1.7 million from \$7.7 million at December 31, 2008, as a result of increase on valuation on buy-in royalty and incremental tax reserve on federal and California R&D Credit. If recognized, these unrecognized tax benefits would be recorded as a component of income tax benefit before consideration of changes in valuation allowance.

**Note 9 Fair Value Measurements**

SFAS No. 157 *Fair Value Measurements* defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. It clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, SFAS No. 157 establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

(Level 1) observable inputs such as quoted prices in active markets;

(Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and

(Level 3) unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions.

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This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

On a recurring basis, the Company could measure certain financial assets and liabilities at fair value. The Company's money market security is classified as Level 1 of the fair value hierarchy because they are valued using quoted market prices. The Company's contingent debt milestone derivative liability (see Note 6(b)) is classified as Level 3 of the fair value hierarchy, as there is no market data for this derivative. In accordance with SFAS 157, the following table represents the Company's fair value hierarchy for its financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2009 and December 31, 2008 (in thousands):

Description	Balance at June 30, 2009	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money Market Funds <sup>(1)</sup>	\$ 18,110	\$ 18,110	\$	\$
Contingent debt milestone derivative liability <sup>(2)</sup>	1,834			1,834

Description	Balance at December 31, 2008	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money Market Funds <sup>(1)</sup>	\$ 13,267	\$ 13,267	\$	\$
Contingent debt milestone derivative liability <sup>(2)</sup>	1,691			1,691

<sup>(1)</sup> Included in cash and cash equivalents on the Company's condensed consolidated balance sheet.

<sup>(2)</sup> Included in other accrued liabilities on the Company's condensed consolidated balance sheet.

The following table presents the Company's activity for liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as defined in SFAS 157 for the six months ended June 30, 2009 and for the year ended December 31, 2008 (in thousands):

	Six Months Ended June 30, 2009	Year Ended December 31, 2008
<b>Contingent debt milestone derivative liability</b>		
Balance at the beginning of the period	\$ (1,691)	\$ (1,339)
Transfers to Level 3		
Purchases, sales, issuances and settlements, net		
Total realized or unrealized gains or (losses)		
Included in other comprehensive income		
Included in earnings	(143)	(352)
Balance at the end of the period	\$ (1,834)	\$ (1,691)
The amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the end of the period	\$ (143)	\$ (352)

**Note 10 Segment Reporting**

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The Company reports segment information in accordance with Statement of Financial Accounting Standards No. 131, *Disclosures About Segments of an Enterprise and Related Information* (SFAS 131). The Company

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conducts its business within one business segment. The Company has determined that the Chief Operating Decision Maker (CODM) is the Chief Executive Officer (CEO). The CODM uses consolidated financial statement information to allocate resources and assess the performance of the Company. As a result, there are no reportable segments of the Company.

Revenue by geographic region, based on ship-to address, is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
United States	\$ 1,662	\$ 2,146	\$ 4,194	\$ 4,723
Asia Pacific	15,109	17,034	28,823	33,166
All other countries	1,490	1,573	2,297	3,328
Total	\$ 18,261	\$ 20,753	\$ 35,314	\$ 41,217

Summarized below are individual customers whose revenue were 10% or higher of respective consolidated amounts.

End Customer	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<b>Percentage of total revenue</b>				
Dell	24%	10%	18%	10%
Huawei	*	*	13	*
Thinkware	10	13	*	12
Cisco Systems	*	11	*	12
Digital Cube	*	*	*	10%

\* *Less than 10% of total revenue*

Revenue derived from Huawei, Digital Cube and Thinkware is solely in Asia Pacific Region, while revenue derived from Dell and Cisco Systems is primarily in Asia Pacific Region and the United States. No other customer represented more than 10% of our revenue in those years.

Ship-To Customer	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<b>Percentage of total revenue</b>				
Allied Logistics	14%	29%	14%	30%
Huawei	*	*	13	*
Xyratex	18	**	12	**
Flextronics	10	17	10	18
Hon Hai Precision	*	10%	*	10%

\* *Less than 10% of total revenue*

\*\* *Not a customer in the period presented*

**Note 11 Commitments and Contingencies***Lease Commitments*

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The Company's leases its corporate headquarters and executive offices in Cupertino, California under a lease that expires in March 2010. In connection with this commitment, the Company issued a standby letter of

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credit of \$250,000 on behalf of the lessor as security for performance and observance of the provisions of the lease agreement. The Company maintains a Certificate of Deposit of the same amount which is included in purchased intangibles and other assets in the accompanying consolidated balance sheets. Additional sales and research and development offices are leased in various countries under leases that expire at various dates ranging from 2009 to 2010.

The Company also leases office space in Austin, Texas to carry out certain marketing and research and development activities. The lease term is for a period of three years and expires on December 2010. The lease provides for one three-year renewal option. The base rent for this lease escalates annually at 5% and the Company is obligated to pay an average annual amount of approximately \$300,000. The Company accounts for lease arrangements with scheduled rent increases by recording the expense on a straight-line basis over the lease term. In connection with this commitment, the Company issued a standby letter of credit of \$114,000 on behalf of the lessor as security for performance and observance of the provisions of the lease agreement. This letter of credit is secured by the Company's revolving line of credit as discussed in Note 6 (c).

Rent expense was approximately \$604,000, and \$612,000 for the six months ended June 30, 2009 and 2008, respectively. Future annual minimum lease payments under all non-cancelable operating leases as of June 30, 2009 were as follows (in thousands):

<b>Year Ending December 31,</b>	
2009 (2 quarters)	\$ 623
2010	596
	<b>\$ 1,219</b>

*Time-based license agreements*

During the first half of 2009 and fiscal years 2008 and 2007, the Company entered into time based license agreements which include the use of electronic design software and other technology, rights to future deliverables and enhancements, and license support over terms ranging from 1 to 36 months. The total cost of time-based license agreements, which is paid in installments over the term, is expensed ratably over the term of the agreement. Future payments required under time-based license agreements are as follows (in thousands):

<b>Year Ending December 31,</b>	
2009 (2 quarters)	\$ 1,272
2010	1,984
2011	968
	<b>\$ 4,224</b>

*Purchase commitments*

The Company outsources its manufacturing to third party wafer foundries and contract manufacturers, and as of June 30, 2009 it has non-cancelable inventory purchase obligations totaling approximately \$8.2 million and other non-cancelable purchase obligations consisting primarily of tools and services used in research and development of approximately \$2.9 million.

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The future minimum payments under all contractual commitments are as follows (in thousands):

<b>Contractual Obligations</b>	<b>Total</b>	<b>Payments Due by Period</b>		
		<b>Less Than One Year</b>	<b>1 to 3 Years</b>	<b>3 to 5 Years</b>
Debt obligations	\$ 21,391	\$ 2,760	\$ 18,631	\$
Operating lease obligations	1,219	623	596	
Time-based license obligations	4,224	1,272	2,952	
Inventory purchase obligations	8,179	8,179		
Other non-cancellable purchase obligations	2,878	1,949	929	
<b>Total</b>	<b>\$ 37,891</b>	<b>\$ 14,783</b>	<b>\$ 23,108</b>	<b>\$</b>

*Commitments under the Amended 2004 Revolving Line of Credit*

The Company has a \$10 million revolving line of credit that expires in March 2011 (see Note 6(c)). Advances under the line of credit bear interest at the lender's prime rate plus 0.75% up to lender's prime rate plus 1.5% (0.9% at December 31, 2008) with a minimum monthly interest of \$3,000. Under the terms of the line of credit agreement, the Company must maintain unrestricted cash, cash equivalents, and eligible accounts receivable at or in excess of 175% of the amount drawn under line of credit. In addition, the Company must obtain a minimum equity infusion of not less than \$15.0 million in cash which should be received by the Company on or before August 31, 2009. This minimum equity infusion requirement is deemed satisfied by the \$15.0 million loan from NetLogic (see Note 6(a)). In addition, under the terms of the line of credit agreement, the Company may not be indebted for borrowed money, the deferred purchase price of property, or leases which could be capitalized in accordance with generally accepted accounting principles, or become liable as surety, guarantor, accommodation party, or otherwise, without prior consent from the lender.

*Product warranties*

The Company provides its customers limited return rights under its standard warranty, which for most customers is effective for a period of one year after the sale. The Company has entered into master purchase agreements with some customers that provide for a warranty period of two years. The Company's warranty obligation is limited to replacing or repairing defective products or, at its option, issuing a credit for amounts billed. The Company records an estimate for sales returns based on historical data and current business expectations and reduces revenue for estimated future returns through the allowance for sales returns. For the six months ended June 30, 2009 and 2008, sales returns and warranty expenses were not significant.

*Guarantees and Indemnification Agreements*

The Company enters into standard and negotiated indemnification agreements in its ordinary course of business. As part of its standard distribution agreements, the Company indemnifies, holds harmless, and agrees to reimburse the indemnified parties for losses suffered or incurred by the indemnified party, in connection with any U.S. patent or any copyright or other intellectual property infringement claim by any third party with respect to the Company's products, software, or services. The indemnification agreements commence upon execution of the agreement and generally do not have specific time limits. The scope, terms and conditions of the Company's negotiated indemnification agreements may vary from those in its standard agreements. In addition to intellectual property infringement claims, under its negotiated indemnification agreements, the Company may indemnify, hold harmless and reimburse the indemnified parties for certain breach of contract, injury and damages claims. In some cases, the maximum potential amount of future payments the Company could be required to make under these agreements is not limited. The Company has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal.

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The Company's certificate of incorporation limits the liability of directors to the full extent permitted by Delaware law. In addition, the Company's bylaws provide that the Company will indemnify its directors and officers to the fullest extent permitted by Delaware law, including circumstances in which indemnification is otherwise discretionary under Delaware law. The Company has entered into indemnification agreements with its directors that may require the Company: to indemnify its directors against liabilities that may arise by reason of their status or service as directors, other than liabilities arising from willful misconduct of a culpable nature; to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified; and to obtain directors' and officers' insurance if available on reasonable terms. The Company currently has directors and officers insurance in place. The Company has not incurred costs related to these indemnification agreements.

The Company has entered into agreements with certain executives where the Company may be required to pay severance and accelerate vesting of stock options in the event of termination of employment under certain circumstances, including a change of control.

*Legal Proceeding*

In June 2009, EL & Associates, a semiconductor design firm based in Pleasanton, CA, filed a lawsuit against the Company in Santa Clara Superior Court for non-payment of amounts allegedly owed under a purchase order and statement of work dated January 14, 2008 (the "SOW"). Pursuant to the SOW, the plaintiff was to perform certain testability analysis, test insertion and pattern generation services relating to the Company's Au1300 processor design, in exchange for milestone-based payments totaling \$80,000. The Company completed two milestone payments totaling \$20,000; thereafter, as a result of plaintiff's continued poor performance under the SOW, the Company ceased making further payments and in May 2008 the plaintiff ceased further work on the project. The complaint filed against the Company alleges breach of contract, promissory estoppel, fraud, common counts and quantum meruit and seeks damages in the amount of \$174,719 plus unspecified interest, attorneys' fees and exemplary damages according to proof. The Company does not believe the plaintiff's allegations have merit and intends vigorously to defend against them in court.

In May 2009, the Company reached a full and final settlement with Implicit Networks with regards to the lawsuit *Implicit Networks, Inc. vs. Advanced Micro Devices, Inc. et al*, alleging patent infringement, initially filed in February 2008 in the United States District Court for the Western Division of Washington, Seattle Division. Concurrent with the settlement agreement, a patent license agreement was executed under which Implicit granted the Company certain rights with respect to the Implicit patent named in the suit and certain related patents. In consideration for the license granted by Implicit, the Company paid a one time upfront payment of \$100,000. No additional consideration was paid for the settlement agreement.

In April 2009, the Company reached a mediated settlement with one of the Company's intellectual property licensors, CEVA, Inc. ("CEVA"), regarding a claim, initiated by CEVA in November 2008, for additional re-use fees allegedly owed by the Company under the license agreement between CEVA and the Company. The amount of allegedly unpaid fees claimed by CEVA ranged from \$450,000 to \$1,015,000. Pursuant to the settlement agreement, in exchange for a full release of the claims, the Company agreed to pay CEVA the aggregate sum of \$287,500 according to the following schedule: (i) \$100,000 on or before April 30, 2009; (ii) \$100,000 on or before July 31, 2009; and (iii) \$87,500 on or before October 31, 2009. The Company had reserved \$287,500 for this contingent loss as of December 31, 2008 and had paid the first \$100,000 as of June 30, 2009, in accordance with the payment schedule.

**Note 12 Subsequent Events**

In July 2009, the Company paid \$100,000 to CEVA pursuant to the April 2009 settlement agreement with the Company's intellectual property licensor.

As of August 26, 2009, which is the date that these financial statements are issued, the Company has evaluated all subsequent events in accordance with SFAS 165.

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**ANNEX A**

**Agreement and Plan of Merger and Reorganization**

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**INTRODUCTORY NOTE**

The following is the text of the merger agreement by and among NetLogic, merger sub and RMI that is discussed in this proxy statement. The merger agreement contains representations, warranties and covenants that the parties made to each other, in each case as of a specified date. Information concerning the subject matter of these representations, warranties and covenants may have changed since the relevant dates set forth in the agreement. Also, the parties may have included certain representations and warranties in the merger agreement in order to allocate risk rather than to establish matters of fact. Accordingly, it is important to consider that the representations, warranties and covenants contained in the merger agreement may not reflect actual states of fact.

\* \* \*

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AGREEMENT AND PLAN OF MERGER REORGANIZATION

BY AND AMONG

NETLOGIC MICROSYSTEMS, INC.

ROADSTER MERGER CORPORATION

RMI CORPORATION

AND

THE REPRESENTATIVE OF CERTAIN OF THE HOLDERS OF ALL OF THE

CAPITAL STOCK OF RMI CORPORATION

Dated as of May 31, 2009

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**AGREEMENT AND PLAN OF MERGER REORGANIZATION**

THIS AGREEMENT AND PLAN OF MERGER REORGANIZATION is made as of May 31, 2009 (this Agreement ) by and among NetLogic Microsystems, Inc., a Delaware corporation ( Parent ), Roadster Merger Corporation, a Delaware corporation and a wholly-owned subsidiary of Parent ( Merger Sub ), RMI Corporation, a Delaware corporation (the Company ), and, solely with respect to Sections 1.6, 14, 15 and 17, the Representative (as defined below). The holders of all of the capital stock of the Company (the Company Stock ) are collectively referred to as the Company Stockholders. Parent and the Company are referred to collectively herein as the Parties and each individually as a Party.

WHEREAS, the board of directors of the Company has unanimously (i) determined that the merger of Merger Sub with and into the Company upon the terms and subject to the conditions set forth herein (the Merger ) is desirable and in the best interests of the Company and the Company Stockholders, (ii) approved, in accordance with the applicable provisions of the General Corporation Law of the State of Delaware (the DGCL or Delaware Law ) this Agreement and each of the transactions contemplated hereby, including the Merger; and (iii) determined to recommend that the Company Stockholders approve this Agreement and each of the transactions contemplated hereby, including the Merger; and

WHEREAS, the board of directors of Merger Sub has unanimously (i) determined that the Merger is advisable and in the best interests of Merger Sub and (ii) approved, in accordance with the applicable provisions of the DGCL, this Agreement and each of the transactions contemplated hereby, including the Merger; and

WHEREAS, in furtherance of such combination, the board of directors of Parent, as the sole stockholder of Merger Sub, approved this Agreement and the Merger, has unanimously (i) determined that the Merger upon the terms and subject to the conditions set forth herein is desirable and in the best interests of Parent and Merger Sub, (ii) approved, in accordance with the applicable provisions of the DGCL this Agreement and each of the transactions contemplated hereby, including the Merger, and (iii) determined to recommend that Parent Stockholders approve the matters set forth in the Proxy Statement; and

WHEREAS, the parties intend, for federal income tax purposes, that the Merger qualify as a reorganization as described in Section 368(a) of the Code;

WHEREAS, concurrently with the execution and delivery of this Agreement, certain of the Company Stockholders listed on Exhibit A are entering into a standstill agreement with Parent substantially in the form attached as Exhibit A ( Standstill Agreement ); and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereby agree as follows:

SECTION 1. The Merger.

1.1 The Merger. At the Effective Time (as defined below), and subject to and upon the terms and conditions of this Agreement and the applicable provisions of Delaware Law, Merger Sub shall be merged with and into the Company, the separate corporate existence of Merger Sub shall cease, and the Company shall continue as the surviving corporation. The Company as the surviving corporation after the Merger is hereinafter sometimes referred to as the Surviving Corporation.

1.2 Effective Time; Closing. Unless this Agreement is earlier terminated pursuant to Section 12, the closing of the transactions contemplated by this Agreement (the Closing ) shall take place as soon as reasonably practicable after the satisfaction or waiver of each of the conditions set forth in Sections 7, 8 and 9 below (other than conditions that by their nature are to be satisfied solely by the performance thereof at Closing, and subject to the satisfaction or waiver of those conditions at such time), or at such other time as Parent and the Company shall otherwise agree (the Closing Date ). In connection with the Closing, the

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parties shall cause the Merger to be consummated by filing a certificate of merger with the Secretary of State of the State of Delaware, as contemplated by the DGCL and substantially in the form attached hereto as Exhibit B (the Certificate of Merger ) and make all other filings or recordings required by Delaware Law in connection with the Merger. The Merger shall be effective upon the later of: (a) the date and time of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware, or (b) such other date and time as may be specified in the Certificate of Merger (such later date being referred to as the Effective Time ). The Closing shall take place at 10:00 a.m., Pacific Time, on the Closing Date at the offices of Bingham McCutchen LLP, 1900 University Avenue, East Palo Alto, California 94303.

1.3 Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Certificate of Merger and the applicable provisions of Delaware Law, including Section 259 of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Sub shall become the debts, liabilities and duties of the Surviving Corporation.

1.4 Certificate of Incorporation; Bylaws; Corporate Records.

(a) Certificate of Incorporation. At the Effective Time, the Amended and Restated Certificate of the Company shall be amended and restated in its entirety to be identical to the Certificate of Incorporation of Merger Sub, as in effect immediately prior to the Effective Time, until thereafter amended in accordance with the DGCL and as provided in such Certificate of Incorporation, except that the name of the Surviving Corporation as stated in such Certificate of Incorporation shall be RMI Corporation.

(b) Bylaws. At the Effective Time, the Bylaws of the Company shall be amended and restated in their entirety to be identical to the bylaws of Merger Sub, as in effect immediately prior to the Effective Time, until thereafter amended in accordance with the DGCL and such Bylaws, except that the name of the Surviving Corporation on the face of such Bylaws shall be RMI Corporation.

(c) Corporate Records. At or prior to the Closing, the Company shall deliver or cause to be delivered to Parent the minute books, stock record books and, to the extent requested by Parent, all other documents, books, records, agreements and financial data, of the Company.

1.5 Directors and Officers. The directors of Merger Sub immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation, and the officers of Merger Sub immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified, or their earlier death, resignation or removal.

1.6 Appointment of Representative; Agreements Binding on Company Stockholders. Each (i) Company Stockholder that does not perfect his, her or its appraisal or dissenters' rights under the DGCL and is otherwise entitled to receive a portion of the Merger Consideration pursuant to Section 2 of this Agreement (the Indemnifying Securityholders ), by virtue of having approved and adopted this Agreement shall be deemed to (a) have irrevocably constituted and appointed, effective as of the Effective Time, WP VIII Representative LLC (together with its permitted successors, the Representative ), as their true and lawful agent, proxy and attorney-in-fact, to execute and deliver this Agreement and the Escrow Agreement on their behalf and exercise all or any of the powers, authority and discretion conferred on it under this Agreement (including, without limitation, Section 14 and Section 15), the Escrow Agreement or any other agreement or instrument entered into or delivered in connection with the transactions contemplated hereby, and (b) have irrevocably agreed to, and be bound by and comply with, all of the obligations of the Indemnifying Securityholders set forth herein (including, without limitation, Section 14 and Section 15) and in the Escrow Agreement. The Representative agrees to act as, and to undertake the duties and responsibilities of, such agent and attorney-in-fact. This power of attorney is coupled with an interest and is irrevocable.

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1.7 Certain Definitions. For purposes of this Agreement, the following terms shall have the following meanings:

Applicable Advance Earn-Out Credit shall mean the dollar amount of the result of dividing (a) the Nominal Advance Earn-Out Credit, by (b) the Applicable Closing Price, and multiplying such quotient by (c) the Parent Average Closing Price.

Applicable CEO Special Incentive Consideration shall mean the dollar amount of the result of dividing (a) the Nominal CEO Special Incentive Consideration, by (b) the Applicable Closing Price, and multiplying such quotient by (c) the Parent Average Closing Price.

Applicable Closing Price shall mean the Parent Average Closing Price; provided, that, if the Parent Average Closing Price is greater than \$34.90, the Applicable Closing Price shall mean \$34.90; provided, further, that, if the Parent Average Closing Price is less than \$26.97, the Applicable Closing Price shall mean \$26.97.

Applicable Directed Common Consideration shall mean the dollar amount of the result of dividing (a) the Nominal Directed Common Consideration, by (b) the Applicable Closing Price, and multiplying such quotient by (c) the Parent Average Closing Price.

Applicable Earn-Out Consideration shall mean the dollar amount of the result of dividing (a) the Nominal Earn-Out Consideration, by (b) the Applicable Closing Price, and multiplying such quotient by (c) the Parent Average Closing Price.

Applicable Merger Consideration shall mean the result of dividing (a) the Nominal Merger Consideration, by (b) the Applicable Closing Price, and multiplying such quotient by (c) the Parent Average Closing Price.

Applicable Total Consideration shall mean (a) Applicable Merger Consideration plus (b) Applicable Earn-Out Consideration.

Applicable Law shall mean any Legal Requirements applicable to the Company or its Subsidiaries.

Bylaws shall mean the Bylaws of the Company as in effect as of the date of this Agreement.

Cause shall mean commission of (i) any act of fraud or embezzlement by the employee, (ii) any intentional unauthorized use or disclosure by such employee of confidential information or trade secrets of Parent, the Surviving Corporation or any other subsidiary of Parent, or (iii) any act of dishonesty or other intentional misconduct by such person adversely affecting the business affairs of Parent, the Surviving Corporation or any other subsidiary of Parent in a material manner.

Change in Control Payments shall mean any cash severance, retention, bonus or any other similar payment made or that becomes payable by the Company or any of its Subsidiaries to any director, officer, employee or consultant solely as a result of the Company entering into this Agreement or the consummation of the Merger.

Common Merger Consideration shall have the meaning given to such term in Section 2.1(a)(ii)(A) or Section 2.1(a)(iii)(A), as applicable.

Common Preference Amount is the number of shares of Company Common Stock outstanding immediately prior to the Effective Time multiplied by \$0.10 per share.

Company Common Stock shall mean the Common Stock, par value \$.001 per share, of the Company.



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Company Debt shall mean all Indebtedness of the Company.

Company Material Adverse Effect shall mean any change in, event, or effect on the Company or any of its Subsidiaries (in each case, a Company Effect) that, when taken individually or in the aggregate with all other Effects, (i) is or are materially adverse in relation to the Company's and its Subsidiaries' financial condition, properties, assets, liabilities or business operations, taken as a whole, or (ii) may materially impair the ability of the Company to consummate the transactions contemplated hereby, except to the extent that such Company Effect or Company Effects results from (1) changes in general economic conditions and changes affecting the industry in which the Company and its Subsidiaries operates generally that do not adversely affect the Company or any of its Subsidiaries to a materially disproportionate degree, (2) adverse conditions or events expressly disclosed to Parent in the Disclosure Schedule, or (3) changes or effects caused by the execution and delivery of this Agreement, by actions required under this Agreement, or by actions requested by Parent in writing to be taken by the Company.

Company Organizational Documents shall mean the Charter and the Bylaws.

Company Preferred Stock shall mean, collectively, the Series A Preferred Stock, the Series B-1 Preferred Stock, the Series B-2 Preferred Stock, the Series C Preferred Stock and the Series D Preferred Stock of the Company.

Company Solicitation Statement and Notice of Appraisal Rights shall mean the document used by the Company to solicit written consents of the Company Stockholders pursuant to Section 6.10 of this Agreement, as such is amended from time to time.

Confidential Information shall mean information or materials classified as confidential under the terms of the Confidentiality Agreement (as defined in Section 6.1(a) this Agreement).

Disclosure Schedule shall mean the disclosure schedule supplied by the Company to Parent, dated as of the date of this Agreement and delivered concurrently with the execution hereof.

Earn-Out Common Consideration shall mean (a) Total Common Consideration minus (b) Common Merger Consideration.

Earn-Out Distribution Date means the earlier of (a) the date set forth in Section 2.5(b), and (b) the date that Parent notifies the Representative that the Earn-Out Consideration is zero.

Earn-Out Per Share Common Consideration shall mean the (a) Earn-Out Common Consideration, divided by (b) number of shares of Company Common Stock outstanding immediately prior to the Effective Time.

Earn-Out Per Share Series A Consideration shall mean the (a) Earn-Out Series A Consideration, divided by (b) 6,650,000, which quotient is divided by (c) Parent Average Closing Price.

Earn-Out Per Share Series B-1 Consideration shall mean the (a) Earn-Out Series B-1 Consideration, divided by (b) 35,491,041, which quotient is divided by (c) Parent Average Closing Price.

Earn-Out Per Share Series B-2 Consideration shall mean the (a) Earn-Out Series B-2 Consideration, divided by (b) Fully Diluted Series B-2 Preferred Share Number, which quotient is divided by (c) Parent Average Closing Price.

Earn-Out Per Share Series C Consideration shall mean the (a) Earn-Out Series C Consideration, divided by (b) Fully Diluted Series C Preferred Share Number, which quotient is divided by (c) Parent Average Closing Price.

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Earn-Out Per Share Series D Consideration shall mean the (a) Earn-Out Series D Consideration, divided by (b) 15,822,785, which quotient is divided by (c) Parent Average Closing Price.

Earn-Out Period shall mean the 12 full consecutive calendar months beginning on the first day of the first calendar month immediately following the Closing Date.

Earn-Out Series A Consideration shall mean (a) Total Series A Consideration minus (b) Series A Merger Consideration, subject to adjustment as provided in Section 2.6.

Earn-Out Series B-1 Consideration shall mean (a) Total Series B-1 Consideration minus (b) Series B-1 Merger Consideration, subject to adjustment as provided in Section 2.6.

Earn-Out Series B-2 Consideration shall mean (a) Total Series B-2 Consideration minus (b) Series B-2 Merger Consideration, subject to adjustment as provided in Section 2.6.

Earn-Out Series C Consideration shall mean (a) Total Series C Consideration minus (b) Series C Merger Consideration, subject to adjustment as provided in Section 2.6.

Earn-Out Series D Consideration shall mean (a) Total Series D Consideration minus (b) Series D Merger Consideration, subject to adjustment as provided in Section 2.6.

Escrow Consideration shall mean (a) 10.2%, multiplied by (b) Total Preferred Merger Consideration.

Estimated Transaction Expenses shall mean the Company's good faith estimate with supporting documentation of Transaction Expenses delivered to Parent in accordance with Section 6.8.

Excess Dissenting Shares shall mean any and all Dissenting Shares in excess of 2.5% of the number of shares of Company Preferred Stock and 15% of the number of Company Common Stock. The order in which appraisal rights are exercised shall determine which Dissenting Shares are Excess Dissenting Shares.

Exchange Act shall mean the Securities Exchange Act of 1934, as amended.

Expense Consideration shall mean (a) 0.3%, multiplied by (b) the Total Preferred Merger Consideration.

Fully Diluted Common Share Number shall mean the sum of the number of shares of Company Common Stock outstanding immediately prior to the Effective Time.

Fully Diluted Preferred Share Number shall mean the sum of (a) Fully Diluted Series A Preferred Share Number, (b) Fully Diluted Series B-1 Preferred Share Number, (c) Fully Diluted Series B-2 Preferred Share Number, (d) Fully Diluted Series C Preferred Share Number, and (e) Fully Diluted Series D Preferred Share.

Fully Diluted Series A Preferred Share Number shall mean the number of shares of Company Common Stock into which the shares of Company Series A Preferred Stock outstanding are convertible, which equals 6,650,000 shares.

Fully Diluted Series B-1 Preferred Share Number shall mean the number of shares of Company Common Stock into which the shares of Company Series B-1 Preferred Stock outstanding are convertible, which equals 35,491,041 shares.

Fully Diluted Series B-2 Preferred Share Number shall mean the number of shares of Company Common Stock into which the shares of Company Series B-2 Preferred Stock outstanding are convertible, which equals

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68,489,838 shares plus the number of Series B-2 Preferred Stock Warrants exercised subsequent to the date of this Agreement.

Fully Diluted Series C Preferred Share Number shall mean the number of shares of Company Common Stock into which the shares of Company Series C Preferred Stock outstanding immediately prior to the Effective Time are convertible, which equals 50,730,395 shares plus the number of Series C Preferred Stock Warrants exercised subsequent to the date of this Agreement.

Fully Diluted Series D Preferred Share Number shall mean the number of shares of Company Common Stock into which the shares of Company Series D Preferred Stock outstanding are convertible, which equals 17,770,828 shares, subject to adjustment in accordance with Section 2.5(b)(ii)(F).

Fully Diluted Total Share Number shall mean the sum of (a) the number of shares of Company Common Stock outstanding immediately prior to the Effective Time, (b) Fully Diluted Series A Preferred Share Number, (c) Fully Diluted Series B-1 Preferred Share Number, (d) Fully Diluted Series B-2 Preferred Share Number, (e) Fully Diluted Series C Preferred Share Number, and (f) Fully Diluted Series D Preferred Share Number.

Involuntary Termination shall mean termination of employment that occurs by reason of dismissal for any reason other than Cause or of voluntary resignation following: (i) a change in the position the employee accepted with Parent or its subsidiaries that materially reduces the level of employee's responsibility, (ii) a material reduction in employee's base salary, or (iii) relocation by more than 50 miles from the principal office where employee is located at the commencement of employment with the Company; provided that clauses (ii) and (iii) above will apply only if employee has not consented to the change or relocation. The foregoing definition shall not be deemed to be inclusive of all the acts or omissions which the Company (or any Parent or its subsidiaries) may consider as grounds for the dismissal or discharge of such employee.

Legal Requirements shall mean any United States federal, state, municipal or local or foreign order, judgment, writ, injunction, decree, law, statute, standard ordinance, code, resolution, promulgation, rule, regulation or any similar provision having the force or effect of law.

Merger Consideration shall mean collectively, the Common Merger Consideration, the Series A Merger Consideration, the Series B-1 Merger Consideration, the Series B-2 Merger Consideration, the Series C Merger Consideration and the Series D Merger Consideration.

Net Revenue shall mean total gross revenue of the Surviving Corporation recognized in accordance with GAAP, consistently applied (after giving effect to any reductions for any discount, return, credit, exchange, bad debt reserve or other adjustment) in connection with the preparation of Parent's consolidated financial statements for public reporting purposes.

Net Revenue Target shall mean the sum of the dollar amounts listed on Schedule 2.5 as the Net Revenue Target for each corresponding full calendar month during the Earn-Out Period.

Nominal Advance Earn-Out Credit shall mean a total of Two Million Dollars (\$2,000,000).

Nominal CEO Special Incentive Consideration shall mean the dollar amount calculated in accordance with Section 2.6.

Nominal Directed Common Consideration shall mean a total of Two Million Three Hundred Fifty Thousand Dollars (\$2,350,000).

Nominal Earn-Out Consideration shall mean the dollar amount calculated in accordance with Section 2.5.

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Non