Intermec, Inc. Form DEFA14A March 11, 2013

#### **UNITED STATES**

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 14A**

## **SCHEDULE 14A INFORMATION**

	Proxy Statement Pursuant to Section 14(a)
	of the Securities Exchange Act of 1934
	(Amendment No. )
Filed	d by the Registrant þ
Filed	d by a Party other than the Registrant "
Che	ck the appropriate box:
	Preliminary Proxy Statement
	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
	Definitive Proxy Statement
þ	Definitive Additional Materials
	Soliciting Material Pursuant to § 240.14a-12
	Intermec, Inc.
	(Name of Registrant as Specified in its Charter)

 $(Name\ of\ Person(s)\ Filing\ Proxy\ Statement\ if\ other\ than\ the\ Registrant)$ 

b No fee required.

Fee	computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1)	Title of each class of securities to which transaction applies:
2)	Aggregate number of securities to which transaction applies:
3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which
,	filing fee is calculated and state how it was determined):
4)	Proposed maximum aggregate value of transaction:
5)	Total fee paid:
3)	rotal fee paid.
	paid previously with preliminary materials.
	ck box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
1)	Amount Previously Paid:
2)	Form, Schedule or Registration Statement No.:
3)	Filing Party:
٥)	·g ·y ·
4)	Date Filed:

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 11, 2013

# Intermec, Inc.

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction

001-13279 (Commission 95-4647021 (I.R.S. Employer

of incorporation)

file number)

**Identification Number)** 

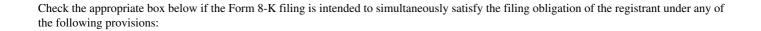
6001 36th Avenue West

98203-1264

#### **Everett, Washington**

#### www.intermec.com (Address of principal executive offices and internet site)

(Zip Code)



- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 2.02 Results of Operations and Financial Condition.

Financial Results for the Fourth Quarter and Fiscal Year 2012

On March 11, 2013, we filed our Form 10-K for the year-ended December 31, 2012 (the FY2012 Form 10-K).

Exhibit 99.1 to this Current Report, incorporated herein by reference, furnishes the audited financial statements from our FY2012 Form 10-K, specifically:

Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011

Consolidated Statements of Operations for the Years ended December 31, 2012 and December 31, 2011

Consolidated Statements of Cash Flows for the Years Ended December 31, 2012 and December 31, 2011

The Consolidated Statements of Operations in Exhibit 99.1 also include the unaudited financial statements for the Three Months ended December 31, 2012 and December 31, 2011.

Exhibit 99.1 includes unaudited supplemental sales information by category and by geographic region.

Exhibit 99.1 also includes, among other things, the following unaudited financial measures as adjusted on a Non-GAAP basis for the quarter and full-year ended December 31, 2012:

operating profit (loss);

net earnings (loss);

earnings (loss) per diluted share;

earnings before interest, taxes, depreciation and amortization ( EBITDA ); and

gross margins.

Reconciliations of each of these Non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in Exhibit 99.1.

Our Non-GAAP financial measures should be read in conjunction with the corresponding GAAP measures. The Non-GAAP measures should be considered in addition to, and not as an alternative or substitute for, the measures prepared in accordance with GAAP.

We believe that excluding items such as, but not limited to, allowances for deferred tax assets, goodwill or asset impairment charges, restructuring charges (principally related to severance costs), costs or adjustments related to acquisitions, amortization of intangibles, executive severance and non-cash stock based compensation expenses provides supplemental information useful to investors and management s understanding of Intermec s core operating results, especially when comparing those results on a consistent basis to results for previous periods and anticipated results for future periods.

The foregoing information in this Item 2.02 is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

#### Item 7.01 Regulation FD Disclosure.

#### <u>Exhibit 99.1</u>

Information relating to our financial results for the fourth quarter and fiscal year ended December 31, 2012 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

#### **General**

The information in this Item 7.01 is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

#### **Important Additional Information about the Merger Transaction**

Intermec filed with the Securities and Exchange Commission (SEC) a definitive proxy statement in connection with the proposed merger transaction with Honeywell on February 14, 2013. This communication is not a substitute for the definitive proxy statement (including any supplements or amendments thereto) and other documents related to the merger transaction. The definitive proxy statement and any other documents that may be filed with the SEC related to the merger transaction or incorporated by reference into the definitive proxy statement contain important information about Intermec, Honeywell, the merger transaction and related matters. Investors and security holders are urged to carefully read the definitive proxy statement and any other documents that may be filed with the SEC related to the merger transaction or incorporated by reference into the definitive proxy statement. Investors and security holders will be able to obtain free copies of those documents filed with the SEC by Intermec through the website maintained by the SEC at www.sec.gov or by contacting Intermec at (425) 348-2600. In addition, investors and security holders are able to obtain free copies of the documents filed with the SEC at the investor relations tab of Intermec s website, www.intermec.com, which website is not incorporated herein by reference.

Intermec and its directors and officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from its investors and security holders in connection with the merger transaction. Certain information regarding these persons and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the definitive proxy statement and may be contained in other relevant materials to be filed with the SEC regarding the merger transaction when they become available. Additional information regarding Intermec s executive officers and directors, including investors, is included in Intermec s definitive proxy statement for 2012, which was filed with the SEC on April 12, 2012, and other relevant documents filed with the SEC. You can obtain free copies of these documents from Intermec or the SEC using the contact information above.

#### **Forward-Looking Statements**

Statements made in this release and related statements that express Intermec s or our management s intentions, hopes, indications, beliefs, expectations, guidance, estimates, forecasts or predictions of the future constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995, and relate to matters that are not historical facts. The forward-looking statements contained herein include, without limitation, statements regarding: the potential acquisition of Intermec by Honeywell International Inc. and the holding of the related stockholders meeting. When used in this document and in documents it refers to, the words anticipate, believe, will, intend, expect and similar expressions as they relate to us or our management are intended to identify such forward-looking statements. These statements represent beliefs and expectations only as of the date they were made. We may elect to update forward-looking statements, but we expressly disclaim any obligation to do so, even if our beliefs and expectations change.

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Actual results may differ from those expressed or implied in our forward-looking statements. Such forward-looking statements involve and are subject to certain risks and uncertainties, which may cause our actual results to differ materially from those discussed in a forward-looking statement. These risk factors include, but are not limited to, risks and uncertainties described more fully in our reports filed or to be filed with the Securities and Exchange Commission including, but not limited to, our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, which are available, among other places, at the investor relations tab of Intermec s website, on our website at www.intermec.com (which website is not incorporated herein by reference).

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

99.1

Number Description

Financial information for the three and twelve months ended December 31, 2012 and for the three and twelve months ended December 31, 2011, including certain Non-GAAP financial measures.

#### **SIGNATURES**

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

Intermec, Inc. (Registrant)

Date: March 11, 2013 By: /s/ Robert J. Driessnack

Robert J. Driessnack

Senior Vice President, Chief Financial Officer

Intermec, Inc.

#### **Exhibit Index**

Exhibit

Number Description

Financial information for the three and twelve months ended December 31, 2012 and for the three and twelve months ended December 31, 2011, including certain Non-GAAP financial measures.

Exhibit 99.1

#### **Non-GAAP Financial Measures**

This Exhibit 99.1 includes Non-GAAP financial measures for

operating profit (loss)

net earnings (loss)

earnings (loss) per diluted share

earnings before interest, taxes, depreciation, and amortization (EBITDA)

Adjusted EBITDA, and

gross margins.

Reconciliations of each of these Non-GAAP financial measures to the most directly comparable GAAP financial measures are detailed in: (i) the Reconciliation of GAAP To Non-GAAP Operating Profit (Loss), Adjusted EBITDA, Net Earnings (Loss) and Earnings (Loss) Per Share, (ii) the Reconciliation of GAAP to Non-GAAP Operating Profit (Loss), and (iii) the Reconciliation of GAAP to Non-GAAP Gross Margins, each of which is included in this Exhibit 99.1.

Our Non-GAAP measures should be read in conjunction with the corresponding GAAP measures. The Non-GAAP measures should be considered in addition to and not as an alternative or substitute for the measures prepared in accordance with generally accepted accounting principles.

#### Supplemental Information about EBITDA and Adjusted EBITDA calculation

Intermec is providing disclosure of the reconciliation of certain Non-GAAP financial measures used in our financial reporting and within our press release, among other places, to our comparable financial measures on a U.S. GAAP basis. The Company believes that these Non-GAAP financial measures provide investors the additional information to evaluate financial performance in a way that is comparable to measures reported by other technology companies.

Earnings before interest, taxes, depreciation, and amortization ( EBITDA ) is net income/loss before provisions for income taxes, net interest expense, and depreciation and amortization. EBITDA should not be considered an alternative to, or more meaningful than, income before income taxes, cash flow from operations, or other traditional indicators of operating performance. Rather, EBITDA is presented because it is a widely accepted supplemental financial measure that we believe provides relevant and useful information. Our calculation of adjusted EBITDA adds back the non-cash effect of stock-based compensation as accounted for under ACS 718 as we believe this is a meaningful view of our true cash earnings. Adjusted EBITDA may not be comparable to a similarly titled measure reported by other companies, since not all companies calculate this Non-GAAP measure in the same manner.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

		onths Ended udited)		onths Ended lited)	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011	
Revenues:					
Product	\$ 172,327	\$ 192,209	\$ 617,369	\$ 676,991	
Service	44,316	44,566	172,724	171,190	
Total revenues	216,643	236,775	790,093	848,181	
Costs and expenses:					
Cost of product revenues	102,374	112,766	384,055	404,591	
Cost of service revenues	23,335	24,738	89,998	96,853	
Research and development	21,783	21,664	82,488	84,384	
Selling, general and administrative	64,856	66,391	246,840	250,296	
Impairment of property, plant and equipment		900		900	
Capitalized legal fees charge		5,573		5,573	
Impairment of goodwill	4,549		51,157		
Gain on sale of assets			(5,189)		
Acquisition costs		208		5,974	
Restructuring costs	(39)	99	4,429	5,855	
Total costs and expenses	216,858	232,339	853,778	854,426	
Operating (loss) profit	(215)	4,436	(63,685)	(6,245)	
Interest income	41	58	349	624	
Interest expense	(813)	(903)	(3,128)	(2,868)	
(Loss) earnings before income taxes	(987)	3,591	(66,464)	(8,489)	
Income tax expense	3,814	25,179	216,039	22,268	
Net loss	\$ (4,801)	\$ (21,588)	\$ (282,503)	\$ (30,757)	
Loss per share:					
Basic	\$ (0.08)	\$ (0.36)	\$ (4.68)	\$ (0.51)	
Diluted	\$ (0.08)	\$ (0.36)	\$ (4.68)	\$ (0.51)	
Shares used in computing loss per share:					
Basic	60,564	59,931	60,324	60,098	
Diluted	60,564	59,931	60,324	60,098	

## CONSOLIDATED BALANCE SHEETS

## (Audited)

	De	cember 31, 2012	De	cember 31, 2011
ASSETS				
Current assets:				
Cash and cash equivalents	\$	85,169	\$	95,108
Short-term investments		197		170
Accounts receivable, net		118,647		139,737
Inventories		110,168		103,622
Current deferred tax assets, net		7,225		84,541
Other current assets		24,592		24,226
Total current assets		345,998		447,404
Deferred tax assets, net		8,514		141,064
Goodwill		92,353		143,510
Intangibles, net		44,742		61,996
Property, plant and equipment, net		44,327		47,086
Other assets, net		20,336		28,230
Total assets	\$	556,270	\$	869,290
LIABILITIES AND SHAREHOLDERS EQUITY				
Current liabilities:				
Accounts payable	\$	76,440	\$	82,533
Payroll and related expenses		22,410		32,540
Accrued expenses		38,149		45,192
Deferred revenue		51,898		47,234
Finance lease obligation		2,460		
Total current liabilities		191,357		207,499
Long-term debt		65,000		85,000
Long-term financing lease obligation		831		
Pension and other postretirement benefits liabilities		125,546		124,058
Long-term deferred revenue		33,186		28,960
Other long-term liabilities		13,730		15,344
Commitments and contingencies				
Shareholders equity:				
Common stock (250,000 shares authorized, 63,453 and 62,956 shares issued and 60,354 and 59,717				
outstanding)		639		636
Additional paid-in capital		705,755		697,597
Accumulated deficit		(492,830)		(210,327)
Accumulated other comprehensive loss		(86,944)		(79,477)
Total shareholders equity		126,620		408,429
Total liabilities and shareholders equity	\$	556,270	\$	869,290

#### CONSOLIDATED STATEMENTS OF CASH FLOWS

## (Audited)

	Twelve M December 31, 2012	Ionths Ended December 31, 2011
Cash and cash equivalents at beginning of the period	\$ 95,108	\$ 221,467
Cook flows from anaroting activities		
Cash flows from operating activities: Net loss	(282 503)	(30,757)
Adjustments to reconcile net loss to net cash used in operating activities:	(282,503)	(30,737)
Depreciation and amortization	35,474	28,252
Deferred taxes	212,363	11,354
Stock-based compensation	6,784	11,296
Capitalized legal fees charges	0,704	5,573
Impairment of property, plant and equipment		900
Impairment of goodwill	51,157	700
Gain on sale of assets	(5,189)	
Gain on company owned life insurance	(2,414)	
Change in pension and other postretirement plans, net	(7,908)	(2,391)
Changes in operating assets and liabilities:	(7,500)	(2,3)1)
Accounts receivable	22,498	(10,345)
Inventories	(13,447)	(15,714)
Other current assets	(300)	1,224
Accounts payable	(5,680)	3,452
Payroll and related expenses	(10,332)	3,263
Accrued expenses	(7,422)	10,121
Deferred revenue	8,336	(948)
Other long-term liabilities	(2,924)	(457)
Other operating activities	(883)	(488)
Net cash (used in) provided by operating activities	(2,390)	14,335
Cash flows from investing activities:		
Acquisitions, net of cash acquired		(200,810)
Additions to property, plant and equipment	(9,510)	(19,559)
Maturities of investments		6,564
Proceeds from sale of assets	6,359	
Proceeds from company owned life insurance	10,238	
Capitalized legal fees		(613)
Other investing activities	(400)	(1,397)
Net cash provided by (used in) investing activities	6,687	(215,815)
Cash flows from financing activities:	27.000	120.000
Proceeds from issuance of debt	27,000	139,000
Repayment of debt	(47,000)	(54,000)
Stock repurchase	2 201	(10,019)
Financing lease obligation	3,291	2.225
Stock options exercised and other	1,971	2,225
Net cash (used in) provided by financing activities	(14,738)	77,206

Effect of exchange rate changes on cash and cash equivalents	502	(2,085)
Resulting (decrease) increase in cash and cash equivalents	(9,939)	(126,359)
Cash and cash equivalents at end of the period	\$ 85,169	\$ 95,108

## $RECONCILIATION\ OF\ GAAP\ TO\ NON-GAAP\ OPERATING\ PROFIT\ (LOSS), ADJUSTED\ EBITDA,$

## NET EARNINGS (LOSS) AND EARNINGS (LOSS) PER SHARE

#### (Unaudited)

#### (In millions, except per share amounts)

	Three Months Ended December 31, 2012				Three M	Ended Deco 2011	ecember 31,		
				Earnings (loss)				Earnings (loss)	
	Operating Profit (loss)		earnings loss)	per share	Operating Profit (loss)		earnings (loss)	per share	
Operating profit (loss) as reported	\$ (0.2)	\$	(4.8)	\$ (0.08)	\$ 4.4	\$	(21.6)	\$ (0.36)	
Acquisition related adjustments	3.2		3.2	0.05	5.8		3.6	0.06	
Capitalized legal fees charge					5.6		3.4	0.06	
Restructuring costs					0.1		0.1		
Impairment of property, plant and equipment					0.9		0.6	0.01	
Impairment of goodwill	4.5		4.5	0.08					
Merger related costs	2.6		2.6	0.04					
Deferred taxes and valuation allowance			0.3				21.4	0.36	
Non-GAAP profit as adjusted	\$ 10.1	\$	5.8	\$ 0.09	\$ 16.8	\$	7.5	\$ 0.13	
Depreciation and other amortization	5.1				4.0				
Stock-based compensation	1.9				3.8				
Adjusted EBITDA	\$ 17.1				\$ 24.6				
	Twelve Mon	ths En	ded Decem	ber 31, 2012	Twelve Mor	nths Er	nded Decen	iber 31, 2011	
	Twelve Mon			Earnings	Twelve Mor			Earnings	
			Net	Earnings (loss)			Net	Earnings (loss)	
	Operating	eai	Net rnings	Earnings (loss) per	Operating	ea	Net rnings	Earnings (loss) per	
Operating loss as reported	Operating Profit (loss)	eai (I	Net rnings loss)	Earnings (loss) per share	Operating Profit (loss)	ea (	Net rnings loss)	Earnings (loss) per share	
Operating loss as reported Acquisition related adjustments	Operating Profit (loss) \$ (63.7)	eai	Net rnings loss) (282.5)	Earnings (loss) per share \$ (4.68)	Operating Profit (loss) \$ (6.2)	ea	Net rnings (loss) (30.7)	Earnings (loss) per share \$ (0.51)	
Acquisition related adjustments	Operating Profit (loss)	eai (I	Net rnings loss)	Earnings (loss) per share	Operating Profit (loss) \$ (6.2) 27.4	ea (	Net rnings (loss) (30.7) 17.8	Earnings (loss) per share \$ (0.51) 0.29	
Acquisition related adjustments Capitalized legal fees charge	Operating Profit (loss) \$ (63.7)	eai (I	Net rnings loss) (282.5)	Earnings (loss) per share \$ (4.68)	Operating Profit (loss) \$ (6.2)	ea (	Net rnings (loss) (30.7)	Earnings (loss) per share \$ (0.51)	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs	Operating Profit (loss) \$ (63.7) 17.1	eai (I	Net rnings loss) (282.5)	Earnings (loss) per share \$ (4.68) 0.28	Operating Profit (loss) \$ (6.2) 27.4 5.6	ea (	Net rnings (loss) (30.7) 17.8 3.4	Earnings (loss) per share \$ (0.51) 0.29 0.06	
Acquisition related adjustments Capitalized legal fees charge	Operating Profit (loss) \$ (63.7) 17.1	eai (I	Net rnings loss) (282.5)	Earnings (loss) per share \$ (4.68) 0.28	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8	ea (	Net rnings loss) (30.7) 17.8 3.4 5.8	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance	Operating Profit (loss) \$ (63.7) 17.1 4.4	eai (I	Net rnings loss) (282.5) 17.1 4.4	Earnings (loss) per share \$ (4.68) 0.28  0.07	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8	ea (	Net rnings loss) (30.7) 17.8 3.4 5.8	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance Forfeited executive stock awards	Operating Profit (loss) \$ (63.7) 17.1 4.4 1.9 (1.2)	eai (I	Net rnings loss) (282.5) 17.1 4.4 1.9 (1.2)	Earnings (loss) per share \$ (4.68) 0.28  0.07	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8	ea (	Net rnings loss) (30.7) 17.8 3.4 5.8	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance Forfeited executive stock awards Impairment of goodwill	Operating Profit (loss) \$ (63.7) 17.1 4.4	eai (I	Net rnings loss) (282.5) 17.1 4.4	Earnings (loss) per share \$ (4.68) 0.28  0.07	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8	ea (	Net rnings loss) (30.7) 17.8 3.4 5.8	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance Forfeited executive stock awards	Operating Profit (loss) \$ (63.7) 17.1 4.4 1.9 (1.2) 51.2	eai (I	Net rnings loss) (282.5) 17.1 4.4 1.9 (1.2) 51.2	Earnings (loss) per share \$ (4.68) 0.28  0.07  0.03 (0.02) 0.85	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8	ea (	Net rnings loss) (30.7) 17.8 3.4 5.8	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance Forfeited executive stock awards Impairment of goodwill Merger related costs	Operating Profit (loss) \$ (63.7) 17.1 4.4 1.9 (1.2) 51.2	eai (I	Net rnings loss) (282.5) 17.1 4.4 1.9 (1.2) 51.2 2.6	Earnings (loss) per share \$ (4.68) 0.28  0.07  0.03 (0.02) 0.85 0.04	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8	ea (	Net rnings loss) (30.7) 17.8 3.4 5.8 0.6	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10 0.01	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance Forfeited executive stock awards Impairment of goodwill Merger related costs Deferred taxes and valuation allowance Non-GAAP profit as adjusted	Operating Profit (loss) \$ (63.7) 17.1 4.4 1.9 (1.2) 51.2 2.6	ean (1 \$	Net rnings loss) (282.5) 17.1 4.4 1.9 (1.2) 51.2 2.6 208.8	Earnings (loss) per share \$ (4.68) 0.28  0.07  0.03 (0.02) 0.85 0.04 3.46	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8 0.9	ea ( \$	Net rnings loss) (30.7) 17.8 3.4 5.8 0.6	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10 0.01	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance Forfeited executive stock awards Impairment of goodwill Merger related costs Deferred taxes and valuation allowance  Non-GAAP profit as adjusted  Depreciation and other amortization	Operating Profit (loss) \$ (63.7) 17.1  4.4  1.9 (1.2) 51.2 2.6  \$ 12.3	ean (1 \$	Net rnings loss) (282.5) 17.1 4.4 1.9 (1.2) 51.2 2.6 208.8	Earnings (loss) per share \$ (4.68) 0.28  0.07  0.03 (0.02) 0.85 0.04 3.46	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8 0.9  \$ 33.5	ea ( \$	Net rnings loss) (30.7) 17.8 3.4 5.8 0.6	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10 0.01	
Acquisition related adjustments Capitalized legal fees charge Restructuring costs Impairment of property, plant and equipment Executive severance Forfeited executive stock awards Impairment of goodwill Merger related costs Deferred taxes and valuation allowance Non-GAAP profit as adjusted	Operating Profit (loss) \$ (63.7) 17.1 4.4 1.9 (1.2) 51.2 2.6	ean (1 \$	Net rnings loss) (282.5) 17.1 4.4 1.9 (1.2) 51.2 2.6 208.8	Earnings (loss) per share \$ (4.68) 0.28  0.07  0.03 (0.02) 0.85 0.04 3.46	Operating Profit (loss) \$ (6.2) 27.4 5.6 5.8 0.9	ea ( \$	Net rnings loss) (30.7) 17.8 3.4 5.8 0.6	Earnings (loss) per share \$ (0.51) 0.29 0.06 0.10 0.01	

## RECONCILIATION OF GAAP TO NON-GAAP OPERATING PROFIT (LOSS)

## (Unaudited)

		hs Ended Decem						
	GAAP Operating	Non-GAAP	Non-GAAP Operating	GAAP Operating	Non-GAAP	Non-GAAP Operating		
	Results	Adjustments	Results	Results	Adjustments	Results		
Total revenues	\$ 216,643	\$	\$ 216,643	\$ 236,775	\$ 1,744	\$ 238,519		
Costs and expenses:								
Cost of revenues	125,709	(2,367)	123,342	137,504	(2,882)	134,622		
Research and development	21,783		21,783	21,664	(18)	21,646		
Selling, general and administrative	64,856	(3,496)	61,360	66,391	(987)	65,404		
Impairment of property, plant and equipment				900	(900)			
Capitalized legal fees charge				5,573	(5,573)			
Impairment of goodwill	4,549	(4,549)						
Gain on sale of assets								
Acquisition costs				208	(208)			
Restructuring costs	(39)	39		99	(99)			
Total costs and expenses	216,858	(10,373)	206,485	232,339	(10,667)	221,672		
Total costs and expenses	210,030	(10,575)	200,103	232,337	(10,007)	221,072		
Operating profit (loss)	\$ (215)	\$ (10,373)	\$ 10,158	\$ 4,436	\$ 12,411	\$ 16,847		
Operating profit (loss)	\$ (213)	\$ (10,373)	\$ 10,136	φ 4,430	φ 12, <del>4</del> 11	φ 10,04 <i>1</i>		
	Twolvo Mon	the Ended Decor	nhar 31 2012	Twolvo Mon	the Endad Dacon	nhar 31 2011		
		ths Ended Decer			ths Ended Decen			
	Twelve Mon GAAP Operating	ths Ended Decer	nber 31, 2012 Non-GAAP Operating	Twelve Mon GAAP Operating	ths Ended Decen	nber 31, 2011 Non-GAAP Operating		
	GAAP		Non-GAAP	GAAP		Non-GAAP		
Total revenues	GAAP Operating	Non-GAAP	Non-GAAP Operating	GAAP Operating	Non-GAAP	Non-GAAP Operating		
Total revenues Costs and expenses:	GAAP Operating Results	Non-GAAP Adjustments	Non-GAAP Operating Results	GAAP Operating Results	Non-GAAP Adjustments	Non-GAAP Operating Results		
	GAAP Operating Results	Non-GAAP Adjustments	Non-GAAP Operating Results	GAAP Operating Results	Non-GAAP Adjustments	Non-GAAP Operating Results		
Costs and expenses:	GAAP Operating Results \$ 790,093	Non-GAAP Adjustments \$	Non-GAAP Operating Results \$ 790,093	GAAP Operating Results \$ 848,181	Non-GAAP Adjustments \$ 6,826	Non-GAAP Operating Results \$ 855,007		
Costs and expenses: Cost of revenues	GAAP Operating Results \$ 790,093	Non-GAAP Adjustments \$	Non-GAAP Operating Results \$ 790,093	GAAP Operating Results \$ 848,181	Non-GAAP Adjustments \$ 6,826	Non-GAAP Operating Results \$ 855,007		
Costs and expenses: Cost of revenues Research and development	GAAP Operating Results \$ 790,093  474,053 82,488	Non-GAAP Adjustments \$ (13,306)	Non-GAAP Operating Results \$ 790,093 460,747 82,488	GAAP Operating Results \$ 848,181 501,444 84,384	Non-GAAP Adjustments \$ 6,826 (11,422) (53)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative	GAAP Operating Results \$ 790,093  474,053 82,488	Non-GAAP Adjustments \$ (13,306)	Non-GAAP Operating Results \$ 790,093 460,747 82,488	GAAP Operating Results \$ 848,181 501,444 84,384 250,296	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative Impairment of property, plant and equipment	GAAP Operating Results \$ 790,093  474,053 82,488	Non-GAAP Adjustments \$ (13,306)	Non-GAAP Operating Results \$ 790,093 460,747 82,488	GAAP Operating Results \$ 848,181  501,444 84,384 250,296 900	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146) (900)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative Impairment of property, plant and equipment Capitalized legal fees charge	GAAP Operating Results \$ 790,093 474,053 82,488 246,840	Non-GAAP Adjustments \$ (13,306) (7,105)	Non-GAAP Operating Results \$ 790,093 460,747 82,488	GAAP Operating Results \$ 848,181  501,444 84,384 250,296 900	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146) (900)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative Impairment of property, plant and equipment Capitalized legal fees charge Impairment of goodwill	GAAP Operating Results \$ 790,093 474,053 82,488 246,840 51,157	Non-GAAP Adjustments \$ (13,306) (7,105)	Non-GAAP Operating Results \$ 790,093 460,747 82,488 239,735	GAAP Operating Results \$ 848,181  501,444 84,384 250,296 900	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146) (900)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative Impairment of property, plant and equipment Capitalized legal fees charge Impairment of goodwill Gain on sale of assets	GAAP Operating Results \$ 790,093 474,053 82,488 246,840 51,157	Non-GAAP Adjustments \$ (13,306) (7,105)	Non-GAAP Operating Results \$ 790,093 460,747 82,488 239,735	GAAP Operating Results \$ 848,181 501,444 84,384 250,296 900 5,573	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146) (900) (5,573)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative Impairment of property, plant and equipment Capitalized legal fees charge Impairment of goodwill Gain on sale of assets Acquisition costs	GAAP Operating Results \$ 790,093 474,053 82,488 246,840 51,157 (5,189)	Non-GAAP Adjustments \$ (13,306) (7,105) (51,157)	Non-GAAP Operating Results \$ 790,093 460,747 82,488 239,735	GAAP Operating Results \$ 848,181 501,444 84,384 250,296 900 5,573	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146) (900) (5,573)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative Impairment of property, plant and equipment Capitalized legal fees charge Impairment of goodwill Gain on sale of assets Acquisition costs Restructuring costs	GAAP Operating Results \$ 790,093 474,053 82,488 246,840 51,157 (5,189)	Non-GAAP Adjustments \$ (13,306) (7,105) (51,157) (4,429)	Non-GAAP Operating Results \$ 790,093 460,747 82,488 239,735	GAAP Operating Results \$ 848,181 501,444 84,384 250,296 900 5,573 5,974 5,855	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146) (900) (5,573) (5,974) (5,855)	Non-GAAP Operating Results \$ 855,007 490,022 84,331		
Costs and expenses: Cost of revenues Research and development Selling, general and administrative Impairment of property, plant and equipment Capitalized legal fees charge Impairment of goodwill Gain on sale of assets Acquisition costs	GAAP Operating Results \$ 790,093 474,053 82,488 246,840 51,157 (5,189) 4,429	Non-GAAP Adjustments \$ (13,306) (7,105) (51,157)	Non-GAAP Operating Results \$ 790,093 460,747 82,488 239,735	GAAP Operating Results \$ 848,181 501,444 84,384 250,296 900 5,573	Non-GAAP Adjustments \$ 6,826 (11,422) (53) (3,146) (900) (5,573)	Non-GAAP Operating Results \$ 855,007 490,022 84,331 247,150		

## RECONCILIATION OF GAAP TO NON-GAAP GROSS MARGINS

#### (Unaudited)

	Three Months Ended December 31, 2012 Non-GAAP			Three Mon		31, 2011 on-GAAP					
			on-GAAP		as		Non-G		Non-GAAP		as
	As Reported	Ad	justments	A	Adjusted	As Reported	Ad	ljustments	A	Adjusted	
Revenues:	* ·	_					_			100.000	
Product	\$ 172,327	\$		\$	172,327	\$ 192,209	\$		\$	192,209	
Service	44,316				44,316	44,566		1,744		46,310	
Total revenues	\$ 216,643	\$		\$	216,643	\$ 236,775	\$	1,744	\$	238,519	
Cost of revenues:											
Product	\$ 102,374	\$	(2,367)	\$	100,007	\$ 112,766	\$	(2,882)	\$	109,884	
Service	23,335				23,335	24,738				24,738	
Total cost of revenues	\$ 125,709	\$	(2,367)	\$	123,342	\$ 137,504	\$	(2,882)	\$	134,622	
Gross margins:											
Product	40.6%				42.0%	41.3%				42.8%	
Service	47.3%				47.3%	44.5%				46.6%	
Total	42.0%				43.1%	41.9%				43.6%	
	Twelve Mo	nths I	Ended Decen	nber	31, 2012	Twelve Mor	ths 1	Ended Decen		31, 2011 on-GAAP	
		No	on-GAAP	No	n-GAAP as		N	on-GAAP	No	on-GAAP as	
Pavanuas:	Twelve Mo	No		No	,	Twelve Mor	N		No	on-GAAP	
Revenues:	As Reported	No Ad	on-GAAP	No	n-GAAP as Adjusted	As Reported	No Ad	on-GAAP	No.	on-GAAP as Adjusted	
Product	<b>As Reported</b> \$ 617,369	No	on-GAAP	No	n-GAAP as Adjusted 617,369	<b>As Reported</b> \$ 676,991	N	on-GAAP ljustments	No	on-GAAP as Adjusted 676,991	
	As Reported	No Ad	on-GAAP	No	n-GAAP as Adjusted	As Reported	No Ad	on-GAAP	No.	on-GAAP as Adjusted	
Product	<b>As Reported</b> \$ 617,369	No Ad	on-GAAP	No	n-GAAP as Adjusted 617,369	<b>As Reported</b> \$ 676,991	No Ad	on-GAAP ljustments	No.	on-GAAP as Adjusted 676,991	
Product Service	<b>As Reported</b> \$ 617,369 172,724	No Ad	on-GAAP justments	Not	617,369 172,724 790,093	As Reported \$ 676,991 171,190	No. Ac. \$	6,827	<b>No</b> \$	on-GAAP as Adjusted 676,991 178,017 855,008	
Product Service Total revenues	<b>As Reported</b> \$ 617,369 172,724	No Ad	on-GAAP	Not	617,369 172,724 790,093	\$ 676,991 171,190 \$ 848,181 \$ 404,591	No. Ac. \$	on-GAAP ljustments 6,827	<b>No</b> \$	on-GAAP as Adjusted 676,991 178,017	
Product Service  Total revenues  Cost of revenues:	\$ 617,369 172,724 \$ 790,093	No Ad	on-GAAP justments	<b>No</b> 1	617,369 172,724 790,093	\$ 676,991 171,190 \$ 848,181	No. Ac. \$	6,827	\$ \$	on-GAAP as Adjusted 676,991 178,017 855,008	
Product Service  Total revenues  Cost of revenues: Product	\$ 617,369 172,724 \$ 790,093	No Ad	on-GAAP justments	<b>No</b> 1	617,369 172,724 790,093	\$ 676,991 171,190 \$ 848,181 \$ 404,591	No. Add \$	6,827	\$ \$	on-GAAP as Adjusted 676,991 178,017 855,008	
Product Service  Total revenues  Cost of revenues: Product Service	\$ 617,369 172,724 \$ 790,093 \$ 384,055 89,998 \$ 474,053	No Ad \$	on-GAAP justments (13,306)	\$ \$	n-GAAP as Adjusted 617,369 172,724 790,093 370,749 89,998	\$ 676,991 171,190 \$ 848,181 \$ 404,591 96,853	No. Add \$	6,827 6,827 (10,212)	\$ \$ \$	on-GAAP as Adjusted 676,991 178,017 855,008 394,379 96,853	
Product Service  Total revenues  Cost of revenues: Product Service  Total cost of revenues	\$ 617,369 172,724 \$ 790,093 \$ 384,055 89,998	No Ad \$	on-GAAP justments (13,306)	\$ \$	n-GAAP as Adjusted 617,369 172,724 790,093 370,749 89,998	\$ 676,991 171,190 \$ 848,181 \$ 404,591 96,853	No. Add \$	6,827 6,827 (10,212)	\$ \$ \$	on-GAAP as Adjusted 676,991 178,017 855,008 394,379 96,853	
Product Service  Total revenues  Cost of revenues: Product Service  Total cost of revenues  Gross margins:	\$ 617,369 172,724 \$ 790,093 \$ 384,055 89,998 \$ 474,053	No Ad \$	on-GAAP justments (13,306)	\$ \$	n-GAAP as Adjusted 617,369 172,724 790,093 370,749 89,998 460,747	\$ 676,991 171,190 \$ 848,181 \$ 404,591 96,853 \$ 501,444	No. Add \$	6,827 6,827 (10,212)	\$ \$ \$	on-GAAP as Adjusted 676,991 178,017 855,008 394,379 96,853 491,232	

## SUPPLEMENTAL SALES INFORMATION BY CATEGORY

#### (Unaudited)

## (Amounts in millions)

			Three N	Ionths End			
	December 31, Percent of		Dece	ember 31,	Percent of	Percent Change in	
	2012	Revenues	2011		Revenues	Revenues	
Revenues by category:							
Intermec-branded:							
Systems and solutions	\$ 109.3	50.5%	\$	122.2	51.6%	(10.6)%	
Printer and media	37.3	17.2%		43.6	18.4%	(14.4)%	
Service	34.9	16.1%		35.8	15.1%	(2.5)%	
Voice solutions	35.1	16.2%		35.2	14.9%	(0.3)%	
Total revenues	\$ 216.6	100.0%	\$	236.8	100.0%	(8.5)%	

		Twelve Months Ended						
	December 31, 2012	Percent of	December 31, 2011	Percent of Revenues	Percent Change in Revenues			
Revenues by category:								
Intermec-branded:								
Systems and solutions	\$ 380.7	48.2%	\$ 423.5	49.9%	(10.1)%			
Printer and media	148.9	18.8%	175.4	20.7%	(15.1)%			
Service	138.3	17.5%	143.1	16.9%	(3.4)%			
Voice solutions	122.2	15.5%	106.2	12.5%	15.1%			
Total revenues	\$ 790.1	100.0%	\$ 848.2	100.0%	(6.8)%			

#### SUPPLEMENTAL SALES INFORMATION BY GEOGRAPHICAL REGION

#### (Unaudited)

#### (Amounts in millions)

**Three Months Ended** 

848.2

100.0%

(6.8)%

	December 31,	Percent of	Dece	ember 31,	Percent of	Percent Change in
	2012	Revenues		2011	Revenues	Revenues
Revenues by geographic region:						
North America	\$ 102.9	47.4%	\$	115.7	48.9%	(11.1)%
Europe, Middle East and Africa (EMEA)	70.3	32.5%		74.7	31.5%	(5.9)%
Latin America (LATAM)	27.2	12.6%		32.6	13.8%	(16.6)%
Asia Pacific (ASIAPAC)	16.2	7.5%		13.8	5.8%	17.4%
Total revenues	\$ 216.6	100.0%	\$	236.8	100.0%	(8.5)%
		7	Twelve 1	Months End	ed	
	December		De	cember		Percent
	31,	Percent of		31,	Percent of	Change in
Revenues by geographic region:	2012	Revenues		2011	Revenues	Revenues
North America	\$ 399.7	50.6%	\$	408.3	48.1%	(2.1)%
Europe, Middle East and Africa (EMEA)	231.0	29.2%	Ψ	275.4	32.5%	(16.1)%
Latin America (LATAM)	101.1	12.8%		102.6	12.1%	(1.5)%
Asia Pacific (ASIAPAC)	58.3	7.4%		61.9	7.3%	(5.8)%
	20.2	7,0			7.6	(0.0)

\$ 790.1

Total revenues

100.0%