

ADVANCED ENERGY INDUSTRIES INC

Form 10-Q

August 03, 2007

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

**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended June 30, 2007.**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission file number: 000-26966**

**ADVANCED ENERGY INDUSTRIES, INC.**

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

**Delaware**

**84-0846841**

(State or other jurisdiction of incorporation or organization)

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

**1625 Sharp Point Drive, Fort Collins, CO**

**80525**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(970) 221-4670**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

As of July 31, 2007, there were 45,240,288 shares of the registrant's Common Stock, par value \$0.001 per share, outstanding.

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**ITEM 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**ADVANCED ENERGY INDUSTRIES, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Balance Sheets (Unaudited)**  
**(In thousands)**

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 73,080	\$ 58,240
Marketable securities	105,407	85,978
Trade accounts receivable, net	71,979	71,956
Inventories	56,896	52,778
Deferred income taxes	22,692	24,434
Other current assets	5,975	7,341
<b>Total current assets</b>	<b>336,029</b>	<b>300,727</b>
<b>PROPERTY AND EQUIPMENT, net</b>	<b>30,659</b>	<b>33,571</b>
<b>OTHER ASSETS:</b>		
Deposits and other	8,105	2,640
Goodwill	58,205	58,679
Other intangible assets, net	6,199	6,905
Customer service equipment, net	617	832
Deferred income tax assets, net	3,897	8,549
<b>Total assets</b>	<b>\$ 443,711</b>	<b>\$ 411,903</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Trade accounts payable	\$ 16,656	\$ 16,310
Taxes payable	9,526	7,741
Accrued payroll and employee benefits	14,541	16,899
Accrued warranty expense	7,435	7,845
Accrued restructuring charges	1,469	
Capital lease obligations, current portion	124	131
Other current liabilities	1,229	4,003
<b>Total current liabilities</b>	<b>50,980</b>	<b>52,929</b>
<b>LONG-TERM LIABILITIES:</b>		
Capital leases, net of current portion	146	198
Deferred income tax liabilities, net	1,688	1,971
Other long-term liabilities	7,809	1,015

Total long-term liabilities	9,643	3,184
Total liabilities	60,623	56,113
Commitments and contingencies (Note 11)		
STOCKHOLDERS EQUITY	383,088	355,790
Total liabilities and stockholders equity	\$ 443,711	\$ 411,903

The accompanying notes to condensed consolidated financial statements are an integral part of these condensed consolidated statements.

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**ADVANCED ENERGY INDUSTRIES, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Income (Unaudited)**  
(In thousands, except per share amounts)

	<b>Three months Ended June</b>	
	<b>30,</b>	
	<b>2007</b>	<b>2006</b>
SALES	\$ 103,049	\$ 104,571
COST OF SALES	58,094	59,811
Gross profit	44,955	44,760
OPERATING EXPENSES:		
Research and development	12,911	10,804
Selling, general and administrative	15,616	14,694
Restructuring and asset impairment charges	158	31
Total operating expenses	28,685	25,529
INCOME FROM OPERATIONS	16,270	19,231
OTHER INCOME	1,505	741
Income before income taxes	17,775	19,972
PROVISION FOR INCOME TAXES	(6,108)	(1,947)
INCOME FROM CONTINUING OPERATIONS	11,667	18,025
Gain on sale of discontinued assets		138
INCOME FROM DISCONTINUED OPERATIONS		138
NET INCOME	\$ 11,667	\$ 18,163
NET INCOME PER BASIC SHARE:		
Income from continuing operations	\$ 0.26	\$ 0.40
Income from discontinued operations	\$ 0.00	\$ 0.00
BASIC EARNINGS PER SHARE	\$ 0.26	\$ 0.41

NET INCOME PER DILUTED SHARE:

Income from continuing operations	\$ 0.25	\$ 0.40
Income from discontinued operations	\$ 0.00	\$ 0.00
DILUTED EARNINGS PER SHARE	\$ 0.25	\$ 0.40

BASIC WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING	45,161	44,704
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DILUTED WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING	45,992	45,108
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The accompanying notes to condensed consolidated financial statements  
are an integral part of these condensed consolidated statements.



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**ADVANCED ENERGY INDUSTRIES, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Income (Unaudited)**  
(In thousands, except per share amounts)

	<b>Six months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
SALES	\$ 210,372	\$ 198,521
COST OF SALES	117,108	115,211
Gross profit	93,264	83,310
OPERATING EXPENSES:		
Research and development	24,946	21,263
Selling, general and administrative	31,158	29,576
Restructuring and asset impairment charges	2,950	60
Total operating expenses	59,054	50,899
INCOME FROM OPERATIONS	34,210	32,411
OTHER INCOME	3,059	2,574
Income before income taxes	37,269	34,985
PROVISION FOR INCOME TAXES	(12,931)	(4,199)
INCOME FROM CONTINUING OPERATIONS	24,338	30,786
Gain on sale of discontinued assets		138
INCOME FROM DISCONTINUED OPERATIONS		138
NET INCOME	\$ 24,338	\$ 30,924
NET INCOME PER BASIC SHARE:		
Income from continuing operations	\$ 0.54	\$ 0.69
Income from discontinued operations	\$ 0.00	\$ 0.00
BASIC EARNINGS PER SHARE	\$ 0.54	\$ 0.69
NET INCOME PER DILUTED SHARE:		

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Income from continuing operations	\$ 0.53	\$ 0.68
Income from discontinued operations	\$ 0.00	\$ 0.00
DILUTED EARNINGS PER SHARE	\$ 0.53	\$ 0.69

BASIC WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING	45,051	44,638
DILUTED WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING	45,834	45,098

The accompanying notes to condensed consolidated financial statements  
are an integral part of these condensed consolidated statements.

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**ADVANCED ENERGY INDUSTRIES, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Cash Flows (Unaudited)**  
(In thousands)

	<b>Six months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 24,338	\$ 30,924
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	6,051	8,078
Stock-based compensation	1,813	1,413
Provision for deferred income taxes	6,108	465
Restructuring and asset impairment charges	2,950	
Loss on disposal of property and equipment		153
Gain on sale of discontinued assets		(138)
Gain on sale of marketable securities	(31)	(1,670)
Changes in operating assets and liabilities		
Accounts receivable, net	905	(8,306)
Inventories	(4,067)	(3,089)
Other current assets	37	2,354
Trade accounts payable	388	67
Other current liabilities and accrued expenses	(3,856)	2,656
Income taxes payable/receivable, net	873	94
Non-current assets	(1,232)	8
Non-current liabilities	696	(1,212)
Net cash provided by operating activities	34,973	31,797
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of marketable securities	(20,702)	(36,420)
Proceeds from sale of equity securities	806	1,992
Proceeds from sales of assets		539
Purchase of property and equipment	(3,595)	(1,860)
Net cash used in investing activities	(23,491)	(35,749)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Payments on senior borrowings and capital lease obligations	(50)	(1,197)
Proceeds from common stock transactions, net	4,106	2,409
Net cash provided by financing activities	4,056	1,212
EFFECT OF CURRENCY TRANSLATION ON CASH	(698)	703
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	14,840	(2,037)

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CASH AND CASH EQUIVALENTS, beginning of period	58,240	52,874
CASH AND CASH EQUIVALENTS, end of period	\$ 73,080	\$ 50,837

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid for interest	\$ 52	\$ 199
Cash paid for income taxes	\$ 4,962	\$ 4,352

The accompanying notes to condensed consolidated financial statements  
are an integral part of these condensed consolidated statements.

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**ADVANCED ENERGY INDUSTRIES, INC. AND SUBSIDIARIES**  
**Notes to Condensed Consolidated Financial Statements (Unaudited)**

**(1) BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

In the opinion of management, the accompanying unaudited condensed consolidated balance sheets, statements of income and cash flows contain all adjustments, consisting of normal, recurring adjustments necessary to present fairly the financial position of Advanced Energy Industries, Inc., a Delaware corporation, and its wholly owned subsidiaries (the Company ) at June 30, 2007 and December 31, 2006, and the results of their operations for the three- and six-month periods ended June 30, 2007 and 2006 and cash flows for the six-month period ended June 30, 2007 and 2006.

The unaudited condensed consolidated financial statements presented herein have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and note disclosures required by accounting principles generally accepted in the United States. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

*ESTIMATES AND ASSUMPTIONS* The preparation of the Company's condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires the Company's 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. Significant estimates are used when establishing allowances for doubtful accounts, determining useful lives for depreciation and amortization, assessing the need for impairment charges, establishing warranty reserves, establishing the fair value and forfeiture rate of stock-based compensation, accounting for income taxes, and assessing excess and obsolete inventory and various other items. The Company evaluates these estimates and judgments on an ongoing basis and bases its estimates on historical experience, current conditions and various other assumptions that are believed to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities as well as identifying and assessing the accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates under different assumptions or conditions.

*NEW ACCOUNTING PRONOUNCEMENTS* In June 2006, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement 109 ( FIN 48 ). FIN 48 establishes a single model to address accounting for uncertain tax positions. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement classification, interest and penalties, accounting in interim periods, disclosure and transition. See Footnote No. 3, Income Taxes, for additional information.

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In May 2007, the FASB issued Staff Position (FSP) No. FIN 48-1, Definition of *Settlement* in FASB Interpretation No. 48, which amends FIN 48 and provides guidance concerning how an entity should determine whether a tax position is effectively, rather than the previously required ultimately, settled for the purpose of recognizing previously unrecognized tax benefits. In addition, FSP No. FIN 48-1 provides guidance on determining whether a tax position has been effectively settled. The guidance in FSP No. FIN 48-1 is effective upon the initial January 1, 2007 adoption of FIN 48. Companies that have not applied this guidance must retroactively apply the provisions of this FSP to the date of the initial adoption of FIN 48. The Company has adopted FSP No. FIN 48-1 and no retroactive adjustments are necessary.

In September 2006, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 157, Fair Value Measurements (SFAS No. 157). SFAS No. 157 establishes a common definition for fair value to be applied to generally accepted accounting principles requiring use of fair value, establishes a framework for measuring fair value, and expands disclosure about such fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of SFAS No. 157 and does not expect the adoption to have an impact on its consolidated financial position and results of operations.

In September 2006, the FASB issued FAS No. 158 Employers Accounting for Defined Benefit Pension and Other Postretirement Plans ( FAS 158 ), which is effective for employers with publicly traded equity securities as of the end of the fiscal year ending after December 15, 2006. FAS 158 requires an employer to (a) recognize in its financial statements an asset for a plan s over funded status or a liability for a plan s under funded status, (b) measure a plan s assets and its obligations that determine its funded status as of the end of the employer s fiscal year and (c) recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur as other comprehensive income. The Company adopted FAS 158 for the year ended December 31, 2006. The adoption of FAS 158 did not have a material effect on the Company s financial statements.

In February 2007, the FASB issued SFAS No. 159 The Fair Value Option for Financial Assets and Financial Liabilities (SFAS No. 159). SFAS No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of SFAS No. 159 and does not expect the adoption to have an impact on its consolidated financial position and results of operations.

In June 2006, the Emerging Issues Task Force (EITF) of the Financial Accounting Standards Board (FASB) reached a consensus on Issue No. 06-03, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation)*. This consensus provides that the presentation of taxes assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer on either a gross basis (included in revenues and costs) or on a net basis (excluded from revenues) is an accounting policy decision that should be disclosed. The provisions of EITF 06-03 became effective for interim and annual reporting periods beginning after December 15, 2006. The Company currently presents taxes resulting from revenue based transaction on a net basis and has determined to keep that policy in place. As a result of this policy, the adoption of EITF 06-03 did not have an impact on the Company s consolidated financial position or results of operations.

**REVENUE RECOGNITION** The Company s standard shipping term is freight on board ( FOB ) shipping point, for which revenue is recognized upon shipment of its products, at which time title passes to the customer, the price is fixed and collectibility is reasonably assured. For certain customers, the Company has FOB destination terms, for which revenue is recognized upon receipt of the products by the customer, at which time title passes to the customer, the price is fixed and collectibility is reasonably assured. Revenues from contracts that contain certain customer acceptance provisions are deferred until customer acceptance occurs. Generally, the Company does not have obligations to its customers after its products are shipped under FOB shipping point terms, after its products are received by customers under FOB destination terms, and after the products are accepted by customers under contractual acceptance provisions, other than pursuant to warranty obligations. In limited instances, the Company provides installation of



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its products. In accordance with Emerging Issues Task Force Issue 00-21 Accounting for Revenue Arrangements With Multiple Deliverables, the Company allocates revenue based on the fair value of the delivered item, generally the product, and the undelivered item, installation, based on their respective fair values. Revenue related to the undelivered item is deferred until the services have been completed.

In certain instances, the Company requires its customers to pay for a portion or all of their purchases prior to the Company manufacturing or shipping these products. Cash payments received prior to shipment are recorded as customer deposits and deferred revenue in the condensed consolidated balance sheets, and then recognized as revenue as appropriate based upon the transfer of title of the products. The Company does not offer price protection to its customers or allow returns, unless covered by its normal policy for repair of defective products.

**WARRANTY RESERVE POLICY** The Company generally warrants its products for periods typically ranging from 12 to 24 months after shipment. The Company estimates the anticipated costs of repairing products under warranty based on warranties claim experience as well as the historical cost of the repairs and expected failure rates. The assumptions used to estimate warranty accruals are reevaluated periodically in light of actual experience and, when appropriate, the accruals are adjusted. The Company's determination of the appropriate level of warranty accrual is subjective and based on estimates. Estimated warranty costs are recorded at the time of sale of the related product, and are recorded within cost of sales in the condensed consolidated statements of income.

The following table summarizes the activity in the Company's warranty reserve during the 2007 and 2006 periods:

<b>(In thousands)</b>	<b>Three months Ended</b>		<b>Six months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
Balance at beginning of period	\$ 7,865	\$ 6,000	\$ 7,845	\$ 6,313
Provisions	2,021	3,069	4,225	5,324
Usages	(2,451)	(2,626)	(4,635)	(5,194)
Balance at end of period	\$ 7,435	\$ 6,443	\$ 7,435	\$ 6,443

**EXCESS AND OBSOLETE INVENTORY** Inventory is written down or written off when it is deemed excess or becomes obsolete, which generally occurs due to engineering changes to a product or discontinuance of a product line. Judgment by management is necessary in estimating the net realizable value of inventory based primarily upon forecasts of product demand. Charges for excess and obsolete inventory are recorded within cost of sales or research and development in the condensed consolidated statement of income per Company policy.

**COMMITMENTS AND CONTINGENCIES** From time to time, the Company is involved in disputes and legal actions arising in the normal course of its business. The Company accrues loss contingencies in connection with its commitments and contingencies, including litigation, when it is probable that a loss has occurred or may occur and the amount of the loss can be reasonably estimated.

**GOODWILL AND OTHER INTANGIBLE ASSETS** Goodwill represents the excess of the cost over the fair market value of net tangible and identifiable intangible assets of acquired businesses.



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Goodwill and certain other intangible assets with indefinite lives are not amortized. Instead, goodwill and other indefinite-lived intangible assets are subject to periodic (at least annual) tests for impairment. For the periods presented, the Company did not have any indefinite-lived intangible assets, other than goodwill. Impairment testing is performed in two steps: (i) goodwill is assessed for potential impairment by comparing the fair value of the Company's reporting unit with the carrying value, and (ii) if potential impairment is indicated because the reporting unit's fair value is less than its carrying amount, the amount of impairment loss is measured by comparing the implied fair value of goodwill with the carrying amount of that goodwill.

Finite-lived intangible assets are amortized using the straight-line method over their estimated useful lives and are reviewed for impairment whenever events or circumstances indicate that their carrying amount may not be recoverable.

**(2) STOCK-BASED COMPENSATION**

The Company recognizes stock-based compensation expense in accordance with the provisions of Statement of Financial Accounting Standards No. 123R ( SFAS 123R ) Share-Based Payment . Stock-based compensation was \$992,000 and \$634,000 for the three months ended June 30, 2007 and 2006, respectively and \$1.8 million and \$1.4 million for the six months ended June 30, 2007 and 2006, respectively.

*Stock Options*

A summary of our stock option activity for the six-month period ended June 30, 2007 is as follows:

(In thousands, except fair values)	Shares	Weighted-average Grant-date Fair Value
Options outstanding at December 31, 2006	3,061	\$ 18.78
Options granted	319	22.24
Options exercised	(295)	13.56
Options cancelled	(130)	23.62
Options outstanding at June 30, 2007	2,955	\$ 19.15
Exercisable at June 30, 2007	2,060	\$ 20.98

The total intrinsic value of options exercised during the three and six months ended June 30, 2007 was \$1.6 million and \$2.8 million, respectively, and was \$592,000 and \$1.3 million for the three and six months ended June 30, 2006, respectively, determined as of the exercise date. As of June 30, 2007, there was \$6.3 million of total unrecognized compensation cost related to stock options granted and outstanding, which is expected to be recognized through fiscal year 2011, with a weighted average remaining vesting period of 1.2 years. Cash received from stock option exercises was \$2.6 million and \$4.3 million during the three and six months ended June 30, 2007, respectively. The fair value of each option is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

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	Three months ended		Six months ended	
	June 30,		June 30,	
	2007	2006	2007	2006
Risk-free interest rates	4.6%	4.9%	4.6%	4.6%
Expected dividend yield rates	0.0%	0.0%	0.0%	0.0%
	5.5	5.5	5.5	5.5
Expected lives	years	years	years	years
Expected volatility	60.5%	65.4%	60.5%	65.6%
Expected forfeiture rate	22%	22%	22%	22%

**Restricted Stock**

A summary of the Company's non-vested RSU activity for the six-month period ended June 30, 2007 is as follows:

(In thousands, except fair values)	Shares	Weighted Average Grant Date Fair Value
Balance outstanding at December 31, 2006	383	\$ 11.42
RSUs granted	197	22.71
RSUs vested	(73)	9.66
RSUs forfeited	(17)	11.73
Balance outstanding at June 30, 2007	490	\$ 16.20

The fair value of the Company's RSUs is determined based upon the closing fair market value of the Company's common stock on the grant date. As of June 30, 2007, there was \$5.6 million of total unrecognized compensation cost related to non-vested RSUs granted, which cost is expected to be recognized over a weighted average period of 2.6 years. During the quarter ended June 30, 2007, the total fair value of RSUs which vested was \$437,000, based upon the closing fair market value of the Company's common stock on the date the underlying common stock was released to the recipient.

**Employee Stock Purchase Plan (the ESPP)**

As of June 30, 2007, there was \$61,000 of total unrecognized compensation cost related to the ESPP that is expected to be recognized over a remaining period of two months.

**(3) INCOME TAXES**

We adopted the provisions of FIN48 as of January 1, 2007. Upon adoption, the Company increased the long-term liability associated with uncertain tax positions by \$6 million and also increased the long-term receivable by \$5 million consisting of offsetting tax benefits. The balance of \$1 million is an adjustment to the opening balance of retained earnings on January 1, 2007. If recognized, the \$1 million would affect our effective tax rate. There have been no significant changes to these amounts during the quarter ended June 30, 2007.

The tax years 2003 through 2006 remain open to examination by the United States taxing jurisdictions to which we are subject. The foreign taxing jurisdictions have open tax years from 2001 through 2006. In accordance with our accounting policy, we recognize accrued interest and penalties related to unrecognized tax benefits as a component of tax expense. This policy did not

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change as a result of the adoption of FIN 48. We did not have any accrued interest or penalties at December 31, 2006. We do not anticipate a material change to the amount of unrecognized tax positions within the next 12 months.

While we believe we have adequately provided for all tax positions, amounts asserted by taxing authorities could materially differ from our accrued positions as a result of uncertain and complex application of tax regulations. Additionally, the recognition and measurement of certain tax benefits includes estimates and judgment by management and inherently includes subjectivity. Accordingly, additional provisions on federal and foreign tax-related matters could be recorded in the future as revised estimates are made or the underlying matters are settled or otherwise resolved.

**(4) RESTRUCTURING**

On March 2, 2007, the Company announced that it will be closing its manufacturing, distribution, and research and development facility located in Stolberg, Germany. Related to this manufacturing transition, the Company recorded restructuring charges of \$2.8 million in the first quarter of 2007, consisting primarily of the accrual of employee severance and severance benefit costs associated with the planned reduction of employees at this facility as well as an asset impairment charge of approximately \$900,000 relating to the write-down of certain real and personal property located at this facility to estimated fair value.

In the second quarter of 2007, the Company recorded restructuring charges of \$158,000 consisting of \$78,000 in employee separation costs and \$80,000 in other costs. At June 30, 2007, the Company's restructuring reserve was approximately \$1.5 million primarily relating to employee severance and termination costs.

The following table summarizes the components of the restructuring charges, the payments and other settlements, and the remaining accrual as of June 30, 2007:

	<b>Employee Severance and Termination Costs</b>	<b>Other Costs (In thousands)</b>	<b>Total Restructuring Charges</b>
Accrual balance at December 31, 2006	\$	\$	\$
First quarter 2007 restructuring accrual	1,788	151	1,939
First quarter 2007 settlements			
Accrual balance at March 31, 2007	1,788	151	1,939
Second quarter 2007 restructuring accrual	109	80	189
Second quarter 2007 reversals	(31)		(31)
Second quarter 2007 settlements	(468)	(160)	(628)
Accrual balance at June 30, 2007	\$ 1,398	\$ 71	\$ 1,469

The remaining employee severance costs liability is expected to be paid over the next six months. The restructuring related to the Stolberg facility closure is expected to cease in the fourth quarter of 2007. Of the 69 employees initially impacted by the restructuring, 10 have resigned and two have accepted other positions within the Company.

**(5) MARKETABLE SECURITIES**

Marketable securities consisted of the following:

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	<b>June 30, 2007</b>	<b>December 31, 2006</b>
	<b>(In thousands)</b>	
Commercial paper	\$ 3,458	\$ 29,910
Certificates of deposit	1,004	3,404
Municipal bonds and notes	84,089	51,193
Institutional money markets	16,856	1,471
Total marketable securities	\$ 105,407	\$ 85,978

These marketable securities are classified as available-for-sale and are stated at period end market value. The commercial paper consists of high credit quality, short-term instruments with maturities or reset dates of approximately 120 days.

**(6) ACCOUNTS RECEIVABLE**

Accounts receivable consisted of the following:

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
	<b>(In thousands)</b>	
Trade accounts receivable, gross	\$ 72,514	\$ 72,501
Allowance for doubtful accounts	(535)	(545)
Trade accounts receivable, net	\$ 71,979	\$ 71,956

**(7) INVENTORIES**

Inventories consisted of the following:

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
	<b>(In thousands)</b>	
Parts and raw materials	\$ 41,911	\$ 39,515
Work in process	3,947	3,190
Finished goods	11,038	10,073
Total inventories	\$ 56,896	\$ 52,778

Inventories include costs of materials, direct labor and manufacturing overhead. Inventories are valued at the lower of cost or market, computed on a first-in, first-out basis and are presented net of reserves of \$8.3 million and \$8.6 million for excess and obsolete inventory as of June 30, 2007 and December 31, 2006, respectively.

**(8) GOODWILL AND OTHER INTANGIBLE ASSETS**

Goodwill and amortizable intangible assets consisted of the following as of June 30, 2007:

<b>Gross</b>	<b>Cumulative Effect of</b>	<b>Net</b>	<b>Weighted- Average</b>
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	<b>Carrying Amount</b>	<b>Changes in Exchange Rates</b>	<b>Accumulated Amortization</b>	<b>Carrying Amount</b>	<b>Useful Life (Years)</b>
		<b>(In thousands, except weighted-average useful life)</b>			
Amortizable intangible assets:					
Technology-based	\$ 7,015	\$ 1,495	\$ (7,768)	\$ 742	5
Trademarks and other	8,604	1,380	(4,527)	5,457	17
Total amortizable intangible assets	15,619	2,875	(12,295)	6,199	12
Goodwill	49,766	8,439		58,205	
Total goodwill and amortizable intangible assets	\$ 65,385	\$ 11,314	\$ (12,295)	\$ 64,404	

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Goodwill and amortizable intangible assets consisted of the following as of December 31, 2006:

	<b>Gross</b>	<b>Cumulative Effect of Changes in</b>		<b>Net</b>	<b>Weighted- Average Useful Life (Years)</b>
	<b>Carrying Amount</b>	<b>Exchange Rates</b>	<b>Accumulated Amortization</b>	<b>Carrying Amount</b>	
	<b>(In thousands, except weighted-average useful life)</b>				
Amortizable intangible assets:					
Technology-based	\$ 7,015	\$ 1,477	\$ (7,499)	\$ 993	5
Trademarks and other	8,604	1,578	(4,270)	5,912	17
Total amortizable intangible assets	15,619	3,055	(11,769)	6,905	12
Goodwill	49,766	8,913		58,679	
Total goodwill and amortizable intangible assets	\$ 65,385	\$ 11,968	\$ (11,769)	\$ 65,584	

Amortization expense related to intangible assets for the three months ended June 30, 2007 and 2006 was \$202,000 and \$453,000, respectively and \$526,000 and \$930,000 for the six months ended June 30, 2007 and 2006, respectively. Estimated amortization expense related to the Company's acquired intangible assets fluctuates with changes in foreign currency exchange rates between the U.S. dollar, the Japanese yen and the euro. Estimated amortization expense related to amortizable intangibles for each of the five years 2007 through 2011 is as follows:

	<b>Estimated Amortization Expense (In thousands)</b>
2007	\$ 958
2008	833
2009	521
2010	418
2011	418

**(9) STOCKHOLDERS' EQUITY**

Stockholders' equity consisted of the following:

<b>(In thousands, except par value)</b>	<b>June 30, 2007</b>	<b>December 31, 2006</b>
Common stock, \$0.001 par value, 70,000 shares authorized, 45,240 and 44,855 shares issued and outstanding, respectively	\$ 45	\$ 45
Additional paid-in capital	264,590	258,688
Retained earnings	111,722	88,344

Unrealized holding gains on available-for-sale securities, net of tax	216	323
Cumulative translation adjustments	6,515	8,390
Total stockholders' equity ...	\$383,088	\$355,790

**(10) COMPREHENSIVE INCOME**

Comprehensive income for the Company consists of net income, foreign currency translation adjustments and net unrealized holding gains on available-for-sale marketable securities as presented below (In thousands):

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	<b>Three months Ended June 30,</b>		<b>Six months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
Net income, as reported	\$ 11,667	\$ 18,163	\$ 24,338	\$ 30,924
Adjustment to arrive at comprehensive income, net of taxes:				
Unrealized holding (loss) gain on available-for-sale marketable securities	(34)	(45)	(107)	14
Reclassification adjustment for amounts included in net income related to sales of securities				(964)
Cumulative translation adjustments	(2,852)	2,001	(1,875)	4,417
Comprehensive income	\$ 8,781	\$ 20,119	\$ 22,356	\$ 34,391

**(11) COMMITMENTS AND CONTINGENCIES**

From time to time, the Company is involved in disputes and legal actions arising in the normal course of its business. The Company accrues loss contingencies in connection with its litigation when it is probable that a loss has occurred or may occur and the amount of the loss can be reasonably estimated.

**(12) EARNINGS PER SHARE**

Basic earnings per share ( EPS ) is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding during the period. The computation of diluted EPS is similar to the computation of basic EPS except that the numerator is increased to exclude certain charges which would not have been incurred, and the denominator is increased to include the number of additional common shares that would have been outstanding (using the if-converted and treasury stock methods), if securities containing potentially dilutive common shares (convertible notes payable, stock options and restricted stock units) had been converted to such common shares, and if such assumed conversion is dilutive. As of June 30, 2007, stock options and restricted stock units totaling approximately 3.4 million were outstanding, and as of June 30, 2006, 3.5 million were outstanding. Not included in the computation of diluted earnings per share are 2.6 million and 2.2 million stock options for the three months ended June 30, 2007 and 2006, respectively, and 2.7 and 2.1 million stock options for the six months ended June 30, 2007 and 2006, respectively, due to the anti-dilutive effect of these shares.

The following is a reconciliation of the numerators and denominators used in the calculation of basic and diluted EPS for the three and six months ended June 30, 2007 and 2006:

<b>(In thousands, except per share data)</b>	<b>Three months Ended June 30,</b>		<b>Six months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
<b>Earnings per common share basic</b>				
Net income	\$ 11,667	\$ 18,163	\$ 24,338	\$ 30,924
Weighted average common shares outstanding	45,161	44,704	45,051	44,638
Earnings per share basic	\$ 0.26	\$ 0.41	\$ 0.54	\$ 0.69
<b>Earnings per common share assuming dilution</b>				
Net income	\$ 11,667	\$ 18,163	\$ 24,338	\$ 30,924
Weighted average common shares outstanding	45,161	44,704	45,051	44,638



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(In thousands, except per share data)	Three months Ended		Six months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
Effect of dilutive securities:				
Stock options and restricted stock units	831	404	783	460
Adjusted weighted average common shares outstanding	45,992	45,108	45,834	45,098
Earnings per common share assuming dilution	\$ 0.25	\$ 0.40	\$ 0.53	\$ 0.69

**(13) FOREIGN OPERATIONS AND MAJOR CUSTOMERS**

The Company has operations in the United States, Asia Pacific and Europe. The following is a summary of the Company's operations by geographic region:

	Three months Ended June		Six months Ended June	
	30,		30,	
	2007	2006	2007	2006
	(In thousands)			
Sales (1):				
United States	\$ 56,701	\$ 61,093	\$ 117,724	\$ 116,492
Asia Pacific	36,193	34,504	68,847	65,328
Europe	10,018	8,878	23,349	16,517
Rest of world	137	96	452	184
	\$ 103,049	\$ 104,571	\$ 210,372	\$ 198,521

(1) These sales amounts are calculated based on the destination for our products and do not contemplate where our customers may subsequently transfer them.

Income (loss) from operations:				
United States	\$ 5,063	\$ 13,359	\$ 17,158	\$ 25,138
Asia Pacific	8,830	4,783	14,615	6,259
Europe	2,443	1,088	3,527	1,840
Intercompany elimination	(66)	1	(1,090)	(826)
	\$ 16,270	\$ 19,231	\$ 34,210	\$ 32,411

	June 30,	December
	2007	31,
		2006
Identifiable assets:		
United States	\$ 19,216	\$ 14,954
Asia Pacific	17,152	18,616
Europe	1,358	2,276
	\$ 37,726	\$ 35,846

Intercompany sales between the Company's geographic areas are recorded on the basis of intercompany prices established by the Company.

Applied Materials, Inc. is the Company's largest customer and accounted for 28% and 32% of the Company's sales for the three months ended June 30, 2007 and 2006, respectively and 29% and 31% for the six months ended June 30, 2007 and 2006, respectively. No other customer accounted for 10% or more of the Company's sales during these periods.

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

**Special Note on Forward-Looking Statements**

The following discussion contains, in addition to historical information, forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements that are other than historical information are forward-looking statements. For example, statements relating to our beliefs, expectations and plans are forward-looking statements, as are statements that certain actions, conditions or circumstances will continue. Forward-looking statements involve risks and uncertainties, which are difficult to predict and many of which are beyond our control. These risks and uncertainties are described below and in other filings we make with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2006. As a result, our actual results may differ materially from the results discussed in the forward-looking statements. We assume no obligation to update any forward-looking statements or the reasons why our actual results might differ.

*OVERVIEW*

We design, manufacture and support complex power conversion and control systems, and gas flow control and thermal measurement devices used in plasma-based, thin-film processing equipment. This equipment is essential to the manufacture of products including the following:

Semiconductor devices for electronics applications;

Flat panel displays for hand-held devices and computer and television screens;

Compact discs, DVDs, magnetic hard drives and other digital storage media;

Solar panels or photovoltaics;

Optical coatings for eyeglasses;

Barrier coatings for architectural glass;

Industrial laser and medical applications; and

Other markets where thin film deposition is a critical part of the manufacturing process.

In addition to our products that address the thin film deposition market, we recently introduced a new product for the photovoltaic inverter segment of the solar industry and currently have inverter prototypes running in grid-connected applications.

Our installed base enables a recurring revenue opportunity as we sell spare parts, repair services and field upgrades worldwide through our customer service and technical support organization.

We provide solutions to a diverse range of markets and geographic regions with the semiconductor capital market being our largest market. Sales to customers in the semiconductor capital equipment industry comprised 66.3% and 69.7% of our sales in the three months ended June 30, 2007 and 2006, respectively and 68.7% and 70.0% of our sales in the six months ended June 30, 2007 and 2006, respectively. Other markets we sell to include flat panel display, data storage, architectural glass, solar cell and other industrial thin-film manufacturing equipment.

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Our customers in the semiconductor and other markets are large OEM s and we derive additional revenue by providing services to their customers.

**Results of Operations***OVERVIEW*

The following table summarizes our results of operations for the three and six months ended June 30, 2007 and 2006:

	Three Months Ended				Six Months Ended			
	June 30, 2007 (In thousands)	June 30, 2006	Increase/ Decrease	% Change	June 30, 2007 (In thousands)	June 30, 2006	Increase/ Decrease	% Change
SALES	\$ 103,049	\$ 104,571	\$ (1,522)	(1.5)%	\$ 210,372	\$ 198,521	\$ 11,851	6.0%
COST OF SALES	58,094	59,811	(1,717)	(2.9)%	117,108	115,211	1,897	1.6%
Gross profit	44,955	44,760	195	0.4%	93,264	83,310	9,954	11.9%
OPERATING EXPENSES:								
Research and development	12,911	10,804	2,107	19.5%	24,946	21,263	3,683	17.3%
Selling, general and administrative	15,616	14,694	922	6.3%	31,158	29,576	1,582	5.3%
Restructuring and asset impairment charges	158	31	127	nm	2,950	60	2,890	nm
Total operating expenses	28,685	25,529	3,156	12.4%	59,054	50,899	8,155	16.0%
INCOME FROM OPERATIONS	16,270	19,231	(2,961)	(15.4)%	34,210	32,411	1,799	5.6%
OTHER INCOME	1,505	741	764	103.1%	3,059	2,574	485	18.8%
Income before income taxes	17,775	19,972	(2,197)	(11.0)%	37,269	34,985	2,284	6.5%
PROVISION FOR INCOME TAXES	(6,108)	(1,947)	(4,161)	nm	(12,931)	(4,199)	(8,732)	nm
INCOME FROM CONTINUING OPERATIONS	11,667	18,025	(6,358)	(35.3)%	24,338	30,786	(6,448)	(20.9)%

Gain on sale of discontinued assets		138	(138)	nm		138	(138)	nm
INCOME FROM DISCONTINUED OPERATIONS		138	nm	nm		138	nm	nm
NET INCOME	\$ 11,667	\$ 18,163	\$ (6,496)	(35.8)%	\$ 24,338	\$ 30,924	\$ (6,586)	(21.3)%
NET INCOME PER BASIC SHARE:								
Income from continuing operations	\$ 0.26	\$ 0.40	\$ (0.14)	(35.0)%	\$ 0.54	\$ 0.69	\$ (0.15)	(21.7)%
Income from discontinued operations	\$ 0.00	\$ 0.00	\$ 0.00		\$ 0.00	\$ 0.00	\$ 0.00	
BASIC EARNINGS PER SHARE	\$ 0.26	\$ 0.41	\$ (0.15)	(36.6)%	\$ 0.54	\$ 0.69	\$ (0.15)	(21.7)%
NET INCOME PER DILUTED SHARE:								
Income from continuing operations	\$ 0.25	\$ 0.40	\$ (0.15)	(37.5)%	\$ 0.53	\$ 0.68	\$ (0.15)	(22.1)%
Income from discontinued operations	\$ 0.00	\$ 0.00	\$ 0.00		\$ 0.00	\$ 0.00	\$ 0.00	
DILUTED EARNINGS PER SHARE	\$ 0.25	\$ 0.40	\$ (0.15)	(37.5)%	\$ 0.53	\$ 0.69	\$ (0.16)	(23.2)%

nm percentages greater than 200% and comparisons from positive to negative values or to zero values are considered not meaningful.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
<b>Operating Expenses - % of sales</b>				
Research and development	12.5%	10.3%	11.9%	10.7%
Selling, general and administrative	15.2%	14.1%	14.8%	14.9%
Restructuring and asset impairment charges	0.1%		1.4%	
Total operating expenses	27.8%	24.4%	28.1%	25.6%

**SALES**

The following tables summarize our unaudited net sales and percentages of net sales by customer type for the three- and six-month periods ended June 30, 2007 and 2006:

	Three Months Ended June 30,		Increase/ Decrease	% Change	Six Months Ended June 30,		Increase/ Decrease	% Change
	2007 (In thousands)	2006 (In thousands)			2007 (In thousands)	2006 (In thousands)		
Semiconductor capital equipment	\$ 68,350	\$ 72,855	\$ (4,505)	(6.2)%	\$ 144,473	\$ 138,907	\$ 5,566	4.0%
Non-semiconductor capital equipment	34,699	31,716	2,983	9.4%	65,899	59,614	6,285	10.5%
Total sales	\$ 103,049	\$ 104,571	\$ (1,522)	(1.5)%	\$ 210,372	\$ 198,521	\$ 11,851	6.0%

% of sales	Three Months Ended June 30,		Increase/ Decrease	% Change	Six Months Ended June 30,		Increase/ Decrease	% Change
	2007	2006			2007	2006		
Semiconductor capital equipment								
Non-semiconductor capital equipment								

The following tables summarize our unaudited net sales and percentages of net sales by geographic region for the three- and six-month periods ended June 30, 2007 and 2006:

	Three Months Ended June 30,		Increase/ Decrease	% Change	Six Months Ended June 30,		Increase/ Decrease	% Change
	2007 (In thousands)	2006 (In thousands)			2007 (In thousands)	2006 (In thousands)		
Sales (1):								
United States/Canada	\$ 56,701	\$ 61,093	\$ (4,392)	(7.2)%	\$ 117,724	\$ 116,492	\$ 1,232	1.1%
Asia Pacific	36,193	34,504	1,689	4.9%	68,847	65,328	3,519	5.4%
Europe	10,018	8,878	1,140	12.8%	23,349	16,517	6,832	41.4%
Rest of world	137	96	41	42.7%	452	184	268	145.7%

Total sales	\$ 103,049	\$ 104,571	\$ (1,522)	(1.5)%	\$ 210,372	\$ 198,521	\$ 11,581	5.8%
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(1) These sales amounts are calculated based on the destination for our products and do not contemplate where our customers may subsequently transfer them.

% of sales	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
United States/Canada	55%	59%	56%	59%
Asia Pacific	35%	33%	33%	33%
Europe	10%	8%	11%	8%
Rest of world				
	100%	100%	100%	100%

The semiconductor capital equipment market is highly cyclical and is impacted by changes in the macroeconomic environment, changes in semiconductor supply and demand and rapid technological advances in both semiconductor devices and wafer fabrication processes. Our sales to the semiconductor capital equipment industry decreased approximately 6.2% compared to the three months ended June 30, 2006 and increased approximately 4.0% compared to the six months ended June 20, 2006, primarily driven by the changes in demand that our semiconductor customers have experienced.

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*GROSS PROFIT*

Our gross profit as a percentage of sales was 43.6% and 42.8% in the three months ended June 30, 2007 and 2006, respectively, compared to 44.3% and 42.0% in the three and six months ended June 30, 2006, respectively. The increase in our gross margin is primarily attributable to increased volume of production and advanced manufacturing processes in our China manufacturing facility.

*RESEARCH AND DEVELOPMENT EXPENSES*

The market for our products is characterized by ongoing technological changes. We believe that continued and timely development of new and differentiated products, and enhancements to existing products to support customer requirements, is necessary for us to maintain a competitive position in the markets we serve. Accordingly, we devote a significant portion of our personnel and financial resources to research and development projects and seek to maintain close relationships with our customers and other industry leaders in order to remain responsive to their product requirements. We believe that the continued investment in research and development and ongoing development of new products are essential to the expansion of our markets, and expect to continue to make significant investments in research and development activities. Since inception, all of our research and development costs have been expensed as incurred. The increases in our research and development expenses from 2006 to 2007 was primarily due to increased spending, predominantly compensation expense, on development of new and existing platforms, such as the solar inverter, to support business growth.

*SELLING, GENERAL AND ADMINISTRATIVE EXPENSES*

Our selling expenses support domestic and international sales and marketing activities that include personnel, trade shows, advertising, third-party sales representative commissions and other selling and marketing activities. Our general and administrative expenses support our worldwide corporate, legal, patent, tax, financial, governance, administrative, information systems and human resource functions in addition to our general management. The increases in our SG&A expenses from 2006 to 2007 were primarily due to increased employee compensation and travel expense as well as increased commissions due to increased sales.

*RESTRUCTURING CHARGES*

Our restructuring charges were incurred in conjunction with the closing of our manufacturing, distribution, and research and development facility located in Stolberg, Germany which is expected to be complete by October 31, 2007, shortly before our facility lease expires on December 31, 2007. Related to this closure, we recorded restructuring charges of \$2.8 million in the first quarter of 2007 and \$158,000 in the second quarter of 2007, consisting primarily of the accrual of employee severance and severance benefit costs associated with the planned reduction of employees at this facility as well as an asset impairment charge of approximately \$900,000 relating to the write-down to estimated fair value of certain real and personal property also at this facility.

*OTHER INCOME*

Other income consists primarily of interest income and expense, foreign exchange gains and losses and other miscellaneous gains, losses, income and expense items. Other income increased



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18.8% to \$3.1 million in the six months ended June 30, 2007 from \$2.6 million in the six months ended June 30, 2006 primarily due to investment income received from higher cash balances in the six months ended June 30, 2007.

**PROVISION FOR INCOME TAXES**

We adopted the provisions of FIN 48 as of January 1, 2007. Upon adoption, the Company increased the long-term liability associated with uncertain tax positions by \$6 million and also increased the long-term receivable by \$5 million consisting of offsetting tax benefits. Because of the uncertainty of the amounts to be ultimately paid as well as the timing of such payments, these contractual obligations cannot be disclosed in more detail.

The income tax provision and effective tax rate for the three and six months ended June 30, 2007 was \$6.1 million and 34.4% and \$12.9 million and 34.7%, respectively. The income tax provision and effective tax rate for the three and six months ended June 30, 2006 was \$1.9 million and 9.7% and \$4.2 million and 12.0%, respectively. The increase in the effective tax rate resulted from the inclusion of a tax expense for United States tax purposes which was nominal in the six months ended June 30, 2006. Tax expense was incurred in the six months ended June 30, 2007 due to the reversal of our valuation allowance of approximately \$23.5 million at December 31, 2006 after which we no longer offset tax expense attributable to US earnings with reductions in the valuation allowance recorded against the benefit of prior operating losses. At June 30, 2007, we had federal net operating loss carryforwards of approximately \$22 million, which expire beginning 2023 through 2025. Included in the \$22 million are \$10 million of federal net operating losses related to exercises of stock options, the benefits of which will be booked to equity when these net operating losses are utilized. In addition, we have \$14 million in net operating loss carryforwards that are subject to certain limitations under the IRS code and we have a valuation allowance booked against them.

**Liquidity and Capital Resources**

At June 30, 2007, our principal sources of liquidity consisted of cash, cash equivalents and marketable securities of \$178.5 million. During the six months ended June 30, 2007, our cash, cash equivalents and marketable securities increased \$34.3 million, or 23.8%, from \$144.2 million at December 31, 2006, primarily due to cash generated from our operations. Our working capital increased \$37.3 million, or 15.1%, to \$285.0 million at June 30, 2007 from \$247.8 million at December 31, 2006.

Operating activities provided cash of \$35.0 million in the six months ended June 30, 2007 primarily due to cash generated by operations partially offset by increased inventory, compared to \$31.8 million of cash provided in the six months ended June 30, 2006.

Investing activities used \$23.5 million of cash in the six months ended June 30, 2007 and \$35.7 million in the six months ended June 30, 2006 primarily due to purchases of marketable securities. Capital expenditures in the first six months of 2007 were \$3.6 million, compared to capital expenditures of \$1.9 million in the first six months of 2006. We expect our total capital expenditures in 2007 to be approximately \$6 million to \$8 million.

Financing activities provided cash of \$4.1 million in the first six months of 2007, compared to cash provided of \$1.2 million in the first six months of 2006 primarily due the payoff of our senior borrowings in 2006 and cash received from the exercise of options.

On August 2, 2007, we entered into a Loan Modification Agreement with Silicon Valley Bank (the Bank), thereby amending the Loan and Security Agreement dated May 10, 2002, as previously amended through July 5, 2007 between us and the Bank. The primary effect of the amendment is to extend the maturity date of the line of credit to July 4, 2008.

We expect our cash flows from financing activities to continue to fluctuate in the future. Our financing payments may also increase in the future if we enter into additional capital lease obligations or utilize our line of credit. A significant portion of these obligations are held in countries other than the United States; therefore, future foreign currency fluctuations, especially between the United States dollar and the Japanese yen, could cause significant fluctuations in our estimated payment obligations.

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We believe that our working capital, together with cash anticipated to be generated by operations will be sufficient to satisfy our anticipated liquidity requirements for the next twelve months.

**Critical Accounting Policies**

The above discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. In preparing our financial statements, we must make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

We believe that the following critical accounting policies, as discussed in this Form 10-Q and/or our Form 10-K for the year ended December 31, 2006, affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements:

Revenue recognition

Reserve for warranty

Reserve for excess and obsolete inventory

Stock-based compensation

Commitments and contingencies

Income taxes

Valuation of intangible assets

Long-lived assets including intangible assets subject to amortization

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

There were no material changes in the Company's exposure to market risk from December 31, 2006.

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, we conducted an evaluation, with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the disclosure controls and procedures pursuant to the Exchange Act Rule 13a-15(b). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2007.

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*Changes in Internal Control over Financial Reporting*

There was no change in our internal control over financial reporting that occurred during our most recent quarter that has materially affected, or is reasonably likely to materially affect, the internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None.

**ITEM 1A. RISK FACTORS**

Item 1A, Risk Factors, of our Annual Report on Form 10-K for the year ended December 31, 2006 describes some of the risks and uncertainties associated with our business. Other factors may also exist that we cannot anticipate or that we currently do not consider to be significant based on information that is currently available. These risks and uncertainties have the potential to materially affect our business, financial condition, results of operations, cash flows and future results.

Although we do not believe that there have been any material changes to the risk factors previously disclosed in the Risk Factors section of our Annual Report on Form 10-K, the risk factors set forth below have been updated with more current information.

***A significant portion of our sales is concentrated among a few customers.***

Our ten largest customers accounted for 51% and 55% of our total sales in the three and six months ended June 30, 2007, respectively and 68% and 65% of our total sales in the three and six months ended June 30, 2006, respectively. Applied Materials, Inc., the Company's largest customer, accounted for 28% and 32% of the Company's sales for the three months ended June 30, 2007 and 2006, respectively and 29% and 31% for the six months ended June 30, 2007 and 2006, respectively. No other customer accounted for more than 10% of our sales during these periods. The loss of any of our significant customers or a material reduction in any of their purchase orders could significantly harm our business, financial condition and results of operations.

Our customers continually exert pressure on us to reduce our prices and extend payment terms. Given the nature of our customer base and the highly competitive markets in which we compete, we may be required to reduce our prices or extend payment terms to remain competitive. We may not be able to reduce our expenses in an amount sufficient to offset potential margin declines.

***Raw material, part, component and subassembly shortages, exacerbated by our dependence on sole and limited source suppliers, could affect our ability to manufacture products and systems and could delay our shipments.***

Our business depends on our ability to manufacture products that meet the rapidly changing demands of our customers. Our ability to manufacture our products timely depends in part on the timely delivery of raw materials, parts, components and

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subassemblies from suppliers. We rely on sole and limited source suppliers for some of our raw materials, parts, components and subassemblies that are critical to the manufacturing of our products. This reliance involves several potential risks, including the following:

Inability to obtain an adequate supply of required parts, components or subassemblies;

Supply shortages if a sole source provider ceases operations;

Reduced control over pricing, payment terms and timing of delivery of raw materials, parts, components or subassemblies;

Need to qualify alternative suppliers which could be time consuming and lead to delays in delivery of products to our customers, as well as increased costs; and

Inability of our suppliers to develop technologically advanced products to support our growth and development of new products.

If we are unable to successfully qualify additional suppliers and manage relationships with our existing and future suppliers or if our suppliers cannot meet our performance or quality specifications, or timing requirements, we may experience shortages, delays, or increased costs of raw materials, parts, components or subassemblies. This in turn could limit our ability to manufacture and ship our products, which could adversely and materially affect our business, financial condition and operating results and relationships with our current and prospective customers.

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

Not applicable.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Exhibits:

10.1 Loan Modification Agreement dated August 2, 2007, by and between Silicon Valley Bank and Advanced Energy Industries, Inc.

10.2 Amended And Restated 2003 Non-Employee Directors Stock Option Plan. \*

10.3 Amended And Restated 2003 Employees Stock Option Plan. \*

31.1 Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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32.1 Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Compensation  
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**SIGNATURE**

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

ADVANCED ENERGY INDUSTRIES, INC.

Dated: August 3, 2007

/s/ Lawrence D. Firestone

Lawrence D. Firestone  
Executive Vice President & Chief Financial Officer

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