

ALTERA CORP
Form 10-Q
October 21, 2009
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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 September 25, 2009

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 0-16617

ALTERA CORPORATION

(Exact name of registrant as specified in its charter)

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DELAWARE
(State or other jurisdiction of

77-0016691
(I.R.S. Employer

Incorporation or organization)

Identification Number)

101 INNOVATION DRIVE

SAN JOSE, CALIFORNIA 95134

(Address of principal executive offices)(zip code)

408-544-7000

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Number of shares of common stock outstanding at October 8, 2009: 295,371,576

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ALTERA CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

| <i>(In thousands, except par value amount)</i> | September 25, 2009 | December 31, 2008 |
|--|-------------------------------|------------------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 1,363,939 | \$ 1,216,743 |
| Accounts receivable, net | 254,809 | 83,430 |
| Inventories | 65,826 | 84,637 |
| Deferred income taxes - current | 90,483 | 85,777 |
| Deferred compensation plan - marketable securities | 48,527 | 38,593 |
| Deferred compensation plan - restricted cash equivalents | 18,274 | 17,397 |
| Other current assets | 76,296 | 100,584 |
| Total current assets | 1,918,154 | 1,627,161 |
| Property and equipment, net | 179,531 | 192,262 |
| Deferred income taxes - non-current | 43,769 | 50,611 |
| Other assets, net | 5,515 | 9,873 |
| Total assets | \$ 2,146,969 | \$ 1,879,907 |
| Liabilities and stockholders' equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 31,169 | \$ 33,834 |
| Accrued liabilities | 32,745 | 29,951 |
| Accrued compensation and related liabilities | 51,861 | 58,450 |
| Deferred compensation plan obligations | 66,801 | 55,990 |
| Deferred income and allowances on sales to distributors | 291,732 | 205,674 |
| Income taxes payable | 1,867 | 2,123 |
| Total current liabilities | 476,175 | 386,022 |
| Income taxes payable - non-current | 205,384 | 173,880 |
| Long-term credit facility | 500,000 | 500,000 |
| Other non-current liabilities | 6,833 | 20,128 |
| Total liabilities | 1,188,392 | 1,080,030 |
| Commitments and contingencies (See Note 10 Commitments and Contingencies) | | |
| Stockholders' equity: | | |
| Common stock: \$.001 par value; 1,000,000 shares authorized; outstanding 295,352 at September 25, 2009 and 292,733 shares at December 31, 2008 | 295 | 293 |
| Capital in excess of par value | 333,437 | 272,424 |
| Retained earnings | 624,845 | 528,278 |

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| | | |
|--|--------------|--------------|
| Accumulated other comprehensive loss | | (1,118) |
| Total stockholders' equity | 958,577 | 799,877 |
| Total liabilities and stockholders' equity | \$ 2,146,969 | \$ 1,879,907 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents**ALTERA CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(Unaudited)**

| <i>(In thousands, except per share amounts)</i> | Three Months Ended | | Nine Months Ended | |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| | September 25, 2009 | September 26, 2008 | September 25, 2009 | September 26, 2008 |
| Net sales | \$ 286,612 | \$ 356,755 | \$ 830,415 | \$ 1,052,680 |
| Cost of sales | 93,686 | 117,405 | 281,303 | 353,051 |
| Gross margin | 192,926 | 239,350 | 549,112 | 699,629 |
| Research and development expense | 70,097 | 64,111 | 193,268 | 188,871 |
| Selling, general, and administrative expense | 56,332 | 65,330 | 170,670 | 192,634 |
| Compensation expense (benefit) - deferred compensation plan | 5,538 | (3,177) | 9,147 | (7,922) |
| Loss (gain) on deferred compensation plan securities | (5,538) | 3,177 | (9,147) | 7,922 |
| Interest income and other | (740) | (7,501) | (5,835) | (24,182) |
| Interest expense | 1,225 | 3,992 | 3,884 | 11,036 |
| Income before income taxes | 66,012 | 113,418 | 187,125 | 331,270 |
| Income tax expense | 9,308 | 18,714 | 39,037 | 54,660 |
| Net income | \$ 56,704 | \$ 94,704 | \$ 148,088 | \$ 276,610 |
| Net income per share: | | | | |
| Basic | \$ 0.19 | \$ 0.31 | \$ 0.50 | \$ 0.91 |
| Diluted | \$ 0.19 | \$ 0.31 | \$ 0.50 | \$ 0.90 |
| Shares used in computing per share amounts: | | | | |
| Basic | 294,758 | 301,337 | 293,935 | 303,113 |
| Diluted | 297,545 | 306,528 | 295,961 | 307,476 |
| Cash dividends per common share | \$ 0.05 | \$ 0.05 | \$ 0.15 | \$ 0.14 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents**ALTERA CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited, in thousands)**

| | NINE MONTHS ENDED | |
|---|-------------------------------|-------------------------------|
| | September 25, 2009 | September 26, 2008 |
| Cash Flows from Operating Activities: | | |
| Net income | \$ 148,088 | \$ 276,610 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 22,139 | 22,284 |
| Stock-based compensation | 47,840 | 34,887 |
| Deferred income tax expense (benefit) | 1,441 | (20,410) |
| Tax effect of employee stock plans | (2,642) | 14,171 |
| Excess tax benefit from employee stock plans | (510) | (6,573) |
| Gain on sale of land | | (112) |
| Gain on substantive termination of retiree medical plan | (6,488) | |
| Changes in assets and liabilities: | | |
| Accounts receivable, net | (172,779) | (22,442) |
| Inventories | 18,811 | (120) |
| Other assets | 29,164 | (277) |
| Accounts payable and other liabilities | (9,078) | 14,013 |
| Deferred income and allowances on sales to distributors | 87,458 | 19,341 |
| Income taxes payable | 31,246 | 11,318 |
| Deferred compensation plan obligations | 1,664 | (1,254) |
| Net cash provided by operating activities | 196,354 | 341,436 |
| Cash Flows from Investing Activities: | | |
| Purchases of property and equipment | (9,236) | (28,919) |
| Proceeds from the maturities and sales of available-for-sale investments | | 127,284 |
| Proceeds from sale of land | | 9,063 |
| Sales (purchases) of deferred compensation plan securities, net | (1,664) | 1,254 |
| Purchases of intangible assets | (690) | |
| Net cash provided by (used for) investing activities | (11,590) | 108,682 |
| Cash Flows from Financing Activities: | | |
| Proceeds from issuance of common stock through various stock plans | 19,049 | 55,704 |
| Shares withheld for employee taxes | (10,632) | (8,084) |
| Repurchases of common stock | | (319,028) |
| Payment of dividends to stockholders | (44,120) | (42,426) |
| Excess tax benefit from stock-based compensation | 510 | 6,573 |
| Decrease in book overdrafts | | (320) |
| Proceeds from long-term credit facility | | 250,000 |
| Principal payments on capital lease obligations | (2,375) | (3,236) |
| Net cash used for financing activities | (37,568) | (60,817) |
| Net increase in cash and cash equivalents | 147,196 | 389,301 |
| Cash and cash equivalents at beginning of period | 1,216,743 | 890,095 |

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| | | |
|--|--------------|--------------|
| Cash and cash equivalents at end of period | \$ 1,363,939 | \$ 1,279,396 |
| Noncash Investing and Financing Activities: | | |
| Assets acquired under capital leases | \$ | \$ 11,871 |
| See accompanying notes to condensed consolidated financial statements. | | |

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ALTERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1 Organization and Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Altera Corporation and its subsidiaries, collectively referred to herein as "Altera," "we," "us," or "our," have been prepared by us in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information. This financial information reflects all adjustments which are, in the opinion of our management, of a normal recurring nature and necessary for a fair statement of the results for the periods presented. The December 31, 2008 condensed consolidated balance sheet data was derived from our audited consolidated financial statements included in our 2008 Annual Report on Form 10-K, but does not include all disclosures required by GAAP. The condensed consolidated financial statements include our accounts as well as those of our wholly-owned subsidiaries after elimination of all significant inter-company balances and transactions.

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates, and material effects on our consolidated operating results and financial position may result.

Certain reclassifications have been made to prior year condensed consolidated financial statements to conform to the current year presentation:

Condensed Consolidated Statements of Income: *Compensation expense (benefit) - deferred compensation plan* is presented as a separate line item (previously reported as a component of *Cost of sales*⁽¹⁾, *Research and development expense*, and *Selling, general, and administrative expense*). *Loss (gain) on deferred compensation plan securities* is presented as a separate line item (previously reported as a component of *Interest income and other*).

Condensed Consolidated Statements of Cash Flows: Purchases and proceeds from sale of trading securities (previously presented separately) are reported on a net basis as *Sales (purchases) of deferred compensation plan securities, net*. Cash used for *Shares withheld for employee taxes* is presented as a separate line item (previously reported as a component of *Proceeds from issuance of common stock through various stock plans*).

- (1) We allow our U.S.-based officers and director-level employees to defer a portion of their compensation under the Altera Corporation Non-Qualified Deferred Compensation Plan (NQDC Plan). The compensation expense (benefit) related to our NQDC Plan that was previously reported in *Cost of sales* was not significant for the three and nine months ended September 26, 2008 and does not materially affect our gross margin for any period presented herein. See Note 13 - Employee Benefit Plans to our condensed consolidated financial statements for a detailed discussion of our NQDC Plan.

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ALTERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

These condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2008 included in our Annual Report on Form 10-K, as filed on February 25, 2009 with the Securities and Exchange Commission (SEC). The consolidated operating results for the three and nine months ended September 25, 2009 are not necessarily indicative of the results to be expected for any future period.

Note 2 Recent Accounting Pronouncements

Accounting Standards Adopted in the Nine Months Ended September 25, 2009

FASB Accounting Standards Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued the *FASB Accounting Standards Codification* (the Codification), the authoritative guidance for GAAP. The Codification, which changes the referencing of financial standards, became effective for interim and annual periods ending on or after September 15, 2009. The Codification is now the single official source of authoritative U.S. GAAP (other than guidance issued by the SEC), superseding existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force (EITF), and related literature. Only one level of authoritative U.S. GAAP now exists. All other literature is considered non-authoritative. The Codification does not change U.S. GAAP. We adopted the Codification during the quarter ended September 25, 2009. The adoption of the Codification did not have any substantive impact on our condensed consolidated financial statements or related footnotes.

Fair Value Measurements and Disclosures

In April 2009, the FASB issued additional guidance for estimating fair value when the market activity for an asset or liability has declined significantly. We adopted the guidance during the quarter ended June 26, 2009. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 15 Fair Value Measurements to our condensed consolidated financial statements.

In April 2009, the FASB issued authoritative fair value disclosure guidance for financial instruments. The guidance requires disclosures for interim reporting periods of publicly traded companies as well as in annual financial statements. The guidance also requires those disclosures in summarized financial information at interim reporting periods. We adopted the guidance during the quarter ended June 26, 2009. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 15 Fair Value Measurements to our condensed consolidated financial statements.

In September 2006, the FASB issued authoritative guidance for fair value measurements, which defines fair value, establishes a framework and gives guidance regarding the methods used for measuring fair value, and expands disclosures about fair value measurements. Effective December 29, 2007, we adopted the guidance as it applies to our financial instruments. Effective January 1, 2009, we adopted the guidance for our non-financial assets and non-financial liabilities. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 15 Fair Value Measurements to our condensed consolidated financial statements.

Table of Contents**ALTERA CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)***Subsequent Events*

In May 2009, the FASB issued authoritative guidance for subsequent events, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The guidance sets forth the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements. The guidance also requires the disclosure of the date through which an entity has evaluated subsequent events and whether that date represents the date the financial statements were issued or were available to be issued. During the quarter ended June 26, 2009, we adopted the guidance. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 16 Subsequent Event to our condensed consolidated financial statements.

Derivatives and Hedging

In March 2008, the FASB issued authoritative guidance for enhanced disclosures for derivative instruments, including those used in hedging activities. Effective January 1, 2009, we adopted the guidance. The adoption of the guidance did not have any impact on our condensed consolidated financial statements or related footnotes.

Recent Accounting Developments

In August 2009, the FASB issued additional authoritative guidance for the fair value measurement of liabilities. The guidance is effective for the first reporting period (including interim periods) beginning after issuance. We will apply the guidance in the fourth quarter of fiscal 2009. The adoption of the guidance is not expected to have any significant impact on our condensed consolidated financial statements or related footnotes.

Note 3 Accounts Receivable, Net and Significant Customers

Accounts receivable, net consisted of the following:

| <i>(In thousands)</i> | September 25, 2009 | December 31, 2008 |
|---------------------------------|-------------------------------|------------------------------|
| Gross accounts receivable | \$ 255,457 | \$ 86,526 |
| Allowance for doubtful accounts | (500) | (2,782) |
| Allowance for sales returns | (148) | (314) |
| Accounts receivable, net | \$ 254,809 | \$ 83,430 |

We maintain allowances for doubtful accounts and sales returns to reduce our receivables to their estimated realizable value. During the three months ended September 25, 2009, we reduced our allowance for doubtful accounts based on our sustained favorable collection experience and estimated probable credit losses in our existing accounts receivable based on analysis of current aging, economic indicators and customer conditions. This change in accounting estimate reduced our *Selling, general and administrative expense* by \$2.3 million for the three months ended September 25, 2009.

Table of Contents**ALTERA CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

We sell our products to original equipment manufacturers, or OEMs, and to electronic components distributors who resell these products to OEMs, or their subcontract manufacturers. Net sales by customer type and net sales to significant customers were as follows:

| <i>(Percentage of Net Sales)</i> | Three Months Ended | | Nine Months Ended | |
|----------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| | September 25, 2009 | September 26, 2008 | September 25, 2009 | September 26, 2008 |
| Sales to distributors | 85% | 88% | 81% | 91% |
| Sales to OEMs | 15% | 12% | 19% | 9% |
| | 100% | 100% | 100% | 100% |

Significant Distributors⁽¹⁾:

| | | | | |
|-----------------------------------|-----|-----|-----|-----|
| Arrow Electronics, Inc. (Arrow) | 43% | 46% | 42% | 46% |
| Macnica, Inc. (Macnica) | 16% | 16% | 14% | 15% |

(1) Except as presented below, no other distributor accounted for greater than 10% of our net sales for the three and nine months ended September 25, 2009 and September 26, 2008.

Huawei Technologies Co., Ltd., an OEM, individually accounted for 11% of our net sales for the nine months ended September 25, 2009. No other individual OEM accounted for more than 10% of our net sales for the nine months ended September 25, 2009. For the three months ended September 25, 2009 and for the three and nine months ended September 26, 2008, no single OEM accounted for more than 10% of our net sales.

As of September 25, 2009, accounts receivable from Arrow and Macnica individually accounted for approximately 46% and 20%, respectively, of our total accounts receivable. As of December 31, 2008, accounts receivable from Arrow and Macnica individually accounted for approximately 20% and 31%, respectively, of our total accounts receivable. No other distributor or OEM accounted for more than 10% of our accounts receivable as of September 25, 2009 or December 31, 2008.

Note 4 Inventories

Inventories as of September 25, 2009 and December 31, 2008 were comprised of the following:

| <i>(In thousands)</i> | September 25, 2009 | December 31, 2008 |
|-----------------------|-------------------------------|------------------------------|
| Raw materials | \$ 4,823 | \$ 5,237 |
| Work in process | \$ 42,951 | \$ 51,527 |
| Finished goods | 18,052 | 27,873 |
| Total inventories | \$ 65,826 | \$ 84,637 |

Table of Contents**ALTERA CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****Note 5 Property and Equipment**

Property and equipment, net as of September 25, 2009 and December 31, 2008 was comprised of the following:

| <i>(In thousands)</i> | September 25, 2009 | December 31, 2008 |
|---|-----------------------|----------------------|
| Land and land rights | \$ 23,108 | \$ 23,108 |
| Buildings | 152,938 | 125,323 |
| Equipment and software | 223,867 | 233,098 |
| Office furniture and fixtures | 21,076 | 21,840 |
| Leasehold improvements | 7,693 | 8,680 |
| Construction in progress | 926 | 25,310 |
| Property and equipment, at cost | 429,608 | 437,359 |
| Accumulated depreciation and amortization | (250,077) | (245,097) |
| Property and equipment, net | \$ 179,531 | \$ 192,262 |

Depreciation expense includes the amortization of assets recorded under capital leases. Depreciation expense was \$7.4 million and \$22.0 million for the three and nine months ended September 25, 2009, respectively, and \$7.0 million and \$22.1 million for the three and nine months ended September 26, 2008, respectively. Depreciation and amortization expense as presented in our condensed consolidated statements of cash flows includes the above amounts, together with amortization expense on our intangible assets. Intangible asset amortization expense was not significant for any period presented in our condensed consolidated statements of income.

Assets held under capital leases, included in Equipment and software as presented above, totaled \$9.7 million (net of accumulated amortization of \$5.8 million) as of September 25, 2009 and \$13.0 million (net of accumulated amortization of \$2.5 million) as of December 31, 2008.

Note 6 Deferred Income and Allowances on Sales to Distributors

Deferred income and allowances on sales to distributors is comprised of the following components:

| <i>(In thousands)</i> | September 25, 2009 | December 31, 2008 |
|---|-----------------------|----------------------|
| Deferred revenue on shipments to distributors | \$ 415,567 | \$ 370,098 |
| Deferred cost of sales on shipments to distributors | (35,787) | (33,924) |
| Deferred income on shipments to distributors | 379,780 | 336,174 |
| Advances to distributors | (95,172) | (137,353) |
| Other deferred revenue ⁽¹⁾ | 7,124 | 6,853 |
| Total | \$ 291,732 | \$ 205,674 |

- (1) Principally represents revenue deferred on our software and intellectual property licenses.

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ALTERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The Deferred income and allowances on sales to distributor activity for the nine months ended September 25, 2009 and September 26, 2008 was as follows:

| <i>(In thousands)</i> | Nine Months Ended | |
|---|-----------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 |
| Balance at beginning of period | \$ 205,674 | \$ 280,440 |
| Deferred income on shipments to distributors | 3,026,414 | 3,738,922 |
| Net change in advances to distributors | 42,181 | (33,300) |
| Price concessions ⁽¹⁾ | (2,406,797) | (2,971,415) |
| Returns | (153,865) | (89,743) |
| Income recognized on distributor shipments to end customers | (422,146) | (622,276) |
| Net change in other deferred revenue | 271 | (2,847) |
| Balance at end of period | \$ 291,732 | \$ 299,781 |

(1) Average aggregate price concessions typically range from 65% to 75% of our list price on an annual basis, depending upon the composition of our sales, volumes and factors associated with timing of shipments to distributors or payment of price concessions. Distributor advances, included in *Deferred income and allowances on sales to distributors* on our condensed consolidated balance sheets, totaled \$95.2 million as of September 25, 2009 and \$137.4 million as of December 31, 2008. On sales to distributors, our payment terms frequently require the distributor to settle amounts owed to us for an amount in excess of their ultimate cost. Our sales price to the distributor may be higher than the amount that the distributor will ultimately owe us because distributors often negotiate price discounts after purchasing the product from us and such discounts are often significant. Often, under these circumstances, we remit or credit back to the distributor the price discount after the resale transaction is completed and we validate the distributor's resale information, including end customer, device, quantity and price, against the approved distributor price concession. It is our practice to apply these negotiated price discounts to future purchases, requiring the distributor to settle receivable balances, on a current basis, generally within 30 days, for amounts originally invoiced. This practice has an adverse impact on the working capital of our distributors. As such, we have entered into agreements with certain distributors whereby we advance cash to the distributors to reduce the distributor's working capital requirements. These advances are settled in cash at least on a quarterly basis and are estimated based on the amount of ending inventory as reported by the distributor multiplied by a negotiated percentage. Such advances have no impact on revenue recognition or our condensed consolidated statements of income and are a component of *Deferred income and allowances on sales to distributors* on our condensed consolidated balance sheets. We continuously process discounts taken by distributors against our *Deferred income and allowances on sales to distributors*. We adjust the recorded amount of the distributor advances based on cash settlements at the end of each quarter. These advances are set forth in binding legal agreements and are unsecured, bear no interest on unsettled balances and are due upon demand. The agreements governing these advances can be cancelled by us at any time.

We also enter into arrangements that, in substance, finance distributors' accounts receivable and inventory. The amounts advanced are classified as *Other current assets* in our condensed consolidated balance sheets and totaled \$40.1 million as of September 25, 2009 and \$63.4 million as of December 31, 2008. These arrangements are set forth in binding legal agreements and are unsecured, bear no interest on unsettled balances and are due upon demand.

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ALTERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Distributor advances included in *Deferred income and allowance on sales to distributors* and in *Other current assets* in our condensed consolidated balance sheets decreased by an aggregate amount of \$65.4 million during the nine months ended September 25, 2009. This decrease represents repayments to Altera of funds previously advanced to distributors and primarily results from changes in distributor working capital requirements due to fluctuations in business volume in our distribution channel and a shift in our business to a higher proportion of sales made directly to OEMs. The decrease also partially relates to termination of advance-related agreements with certain distributors during 2009.

Note 7 Comprehensive Income

The components of comprehensive income were as follows:

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | September 25, 2009 | September 26, 2008 |
| Net income | \$ 56,704 | \$ 94,704 | \$ 148,088 | \$ 276,610 |
| Unrealized loss on investments | | (36) | | (223) |
| Income tax expense on unrealized gain on investments | | 14 | | 84 |
| Amortization of accumulated unrecognized loss on retiree medical plan, net of tax effect | | 24 | | 49 |
| Reversal of accumulated unrecognized loss on retiree medical plan, net of tax effect ⁽¹⁾ | | | 1,118 | |
| Comprehensive income | \$ 56,704 | \$ 94,706 | \$ 149,206 | \$ 276,520 |

(1) See Note 13 Employee Benefit Plans to our condensed consolidated financial statements for a detailed discussion of the substantive termination of our retiree medical plan.

Accumulated other comprehensive loss presented in the accompanying condensed consolidated balance sheet as of December 31, 2008 consisted of unrecognized actuarial losses on our retiree medical plan, net of tax. As a result of the maturities of available-for-sale investments in 2008 and the substantive termination of our retiree medical plan in January 2009, we had no remaining balance in *Accumulated other comprehensive loss* as of September 25, 2009.

Table of Contents**ALTERA CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****Note 8 Income Per Share**

A reconciliation of basic and diluted income per share is presented below:

| <i>(In thousands, except per share amounts)</i> | Three Months Ended | | Nine Months Ended | |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| | September 25, 2009 | September 26, 2008 | September 25, 2009 | September 26, 2008 |
| <u>Basic:</u> | | | | |
| Net income | \$ 56,704 | \$ 94,704 | \$ 148,088 | \$ 276,610 |
| Basic weighted shares outstanding | 294,758 | 301,337 | 293,935 | 303,113 |
| Net income per share | \$ 0.19 | \$ 0.31 | \$ 0.50 | \$ 0.91 |
| <u>Diluted:</u> | | | | |
| Net income | \$ 56,704 | \$ 94,704 | \$ 148,088 | \$ 276,610 |
| Weighted shares outstanding | 294,758 | 301,337 | 293,935 | 303,113 |
| Effect of dilutive securities: | | | | |
| Stock options, ESPP, and restricted stock unit shares | 2,787 | 5,191 | 2,026 | 4,363 |
| Diluted weighted shares outstanding | 297,545 | 306,528 | 295,961 | 307,476 |
| Net income per share | \$ 0.19 | \$ 0.31 | \$ 0.50 | \$ 0.90 |

In applying the treasury stock method, we excluded 27.9 million and 31.5 million stock option shares for the three and nine months ended September 25, 2009, respectively, and 19.3 million and 24.1 million stock option shares for the three and nine months ended September 26, 2008, respectively, because their effect was anti-dilutive. While these stock option shares are currently anti-dilutive, they could be dilutive in the future. All restricted stock units outstanding as of September 25, 2009 and September 26, 2008 were included in our treasury stock method calculation.

Note 9 Long-term Credit Facility

Our total borrowings under our \$750 million unsecured revolving credit facility (the Facility) as of September 25, 2009 and December 31, 2008 were \$500 million. Borrowings under the Facility bear interest at either a Eurodollar rate (LIBOR) or a Prime rate, at our option, plus an applicable margin based upon certain financial ratios, determined and payable quarterly. The interest rate as of September 25, 2009 was LIBOR plus 0.425%. In addition, we pay a facility fee on the entire Facility. This facility fee varies with certain financial ratios and was 0.125% as of September 25, 2009. The principal amount of borrowings, together with accrued interest, is due on the maturity date in August 2012. As of September 25, 2009, \$250 million is available under the Facility.

The terms of the Facility require compliance with certain financial covenants that require us to maintain specified financial ratios related to interest coverage and financial leverage. As of September 25, 2009, we were in compliance with all such covenants.

Note 10 Commitments and Contingencies

Indemnification and Product Warranty

We indemnify certain customers, distributors, suppliers, and subcontractors for attorney fees, and damages and costs awarded against these parties in certain circumstances in which our products are alleged to infringe third party intellectual

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property rights including patents, trade secrets, trademarks, or copyrights. We cannot estimate the amount of potential future payments, if any, that we might be required to make as a result of these agreements. To date, we have not paid any claim or been required to defend any action related to our indemnification obligations, and accordingly, we have not accrued any amounts for such indemnification obligations. However, we may record charges in the future as a result of these indemnification obligations.

We generally warrant our devices for one year, against defects in materials, workmanship and non-conformance to our specifications. We accrue for known warranty issues if a loss is probable and can be reasonably estimated, and accrue for estimated but unidentified issues based on historical activity. If there is a material increase in customer claims compared with our historical experience or if the costs of servicing warranty claims are greater than expected, we may record a charge against cost of sales.

During the quarter ended September 25, 2009, we reduced our estimated liability for product warranty based on recent warranty claims trends. This change in accounting estimate decreased our *Cost of sales* by \$0.8 million for the three months ended September 25, 2009. The following table summarizes the activity related to our product warranty liability for the nine months ended September 25, 2009 and September 26, 2008, which is included in *Accrued liabilities* in our condensed consolidated balance sheets.

| <i>(In thousands)</i> | Nine Months Ended | |
|---|-----------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 |
| Balance at beginning of period | \$ 860 | \$ 18 |
| Addition (reduction) to estimated reserve | (750) | 935 |
| Payments | | (88) |
| Balance at end of period | \$ 110 | \$ 865 |

Purchase Obligations

We depend entirely upon subcontractors to manufacture our silicon wafers and provide assembly and test services. Due to lengthy subcontractor lead times, we must order these materials and services from these subcontractors well in advance, and we are obligated to pay for the materials and services once they are completed. As of September 25, 2009, we had approximately \$104.0 million of outstanding purchase commitments to such subcontractors. We expect to receive and pay for these materials and services within the next four to six months.

Legal Proceedings

We have been named as a party to several lawsuits concerning our historical stock option practices and related accounting and reporting.

In May and July 2006, we were notified that three shareholder derivative lawsuits had been filed in the Superior Court of the State of California, County of Santa Clara, by persons identifying themselves as Altera shareholders and purporting to act on behalf of Altera, naming Altera Corporation as a nominal defendant and naming some of our current and former

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(Unaudited)

officers and directors as defendants. On July 12, 2006, one of these derivative actions was voluntarily dismissed by the plaintiff shareholder. The remaining two derivative lawsuits pending in Santa Clara Superior Court were consolidated into a single action on September 5, 2006. Plaintiffs filed a second amended consolidated complaint on December 15, 2006. On January 30, 2007, Altera and the defendants filed a motion to stay this action pending resolution of the federal derivative action (discussed below). On February 11, 2009, one of the remaining derivative plaintiffs voluntarily dismissed his derivative claims and, on March 20, 2009, the other remaining derivative plaintiff filed a third amended complaint. In June 2009, Altera and the defendants demurred to the third amended complaint. After the court issued a tentative ruling in favor of Altera, the parties agreed to stay the action in order to allow plaintiff to serve a demand on Altera's board of directors. The plaintiff must serve the demand by November 2, 2009 or the case will be dismissed with prejudice.

The consolidated California state court action names Altera Corporation as a nominal defendant and the following current and former Altera officers and directors as defendants: John P. Daane, Nathan M. Sarkisian, Denis M. Berlan, Robert W. Reed, Robert J. Finocchio, Jr., Kevin McGarity, Paul Newhagen, William E. Terry, Susan Wang, Charles M. Clough, Rodney Smith, Michael B. Jacobs, Erik Cleage, Deborah Reiman, Michael J. Ellison, C. Wendell Bergere, Clive McCarthy, and Peter Smyth. Plaintiffs assert claims against these individual defendants for breach of fiduciary duty, waste of corporate assets, unjust enrichment, violations of California Corporation Code section 25402, breach of fiduciary duty for insider selling and misappropriation of information, and deceit. Plaintiff's claims concern the granting of stock options by Altera between 1994 and 2001 and the alleged filing of false and misleading financial statements between 1994 and 2006. All of these claims are asserted derivatively on behalf of Altera. Plaintiff seeks, among other relief, an indeterminate amount of damages from the individual defendants and a judgment directing Altera to reform its corporate governance practices.

During the months of May, June, and July 2006, four other derivative lawsuits were filed by purported Altera shareholders, on behalf of Altera, in the United States District Court for the Northern District of California. On August 8, 2006, these actions were consolidated, and the plaintiffs filed a consolidated complaint on November 30, 2006. On September 15, 2008, the plaintiffs voluntarily agreed to dismiss the case. On September 18, 2008, the court entered an order dismissing the case.

Among the defendants that were named in these derivative actions were Altera Corporation as a nominal defendant and the following current and former officers and directors of Altera: John P. Daane, Nathan M. Sarkisian, Denis M. Berlan, Robert W. Reed, Robert J. Finocchio, Jr., Kevin McGarity, Paul Newhagen, William E. Terry, Susan Wang, Charles M. Clough, Rodney Smith, Michael B. Jacobs, Katherine E. Schuelke, John R. Fitzhenry, Deborah Reiman, Michael J. Ellison, C. Wendell Bergere, Clive McCarthy, and Peter Smyth. The first amended consolidated complaint included claims for violations of Sections 10(b), 14(a), and 20(a) of the Securities Exchange Act of 1934, breach of fiduciary duty, corporate waste, gross mismanagement, unjust enrichment, abuse of control, insider selling and misappropriation of information, rescission, accounting, and violations of California Corporation Code sections 25402 and 25502.5. Plaintiffs' claims concerned the granting of stock options by Altera between 1995 and 2001 and the alleged filing of false and misleading financial statements between 1996 and 2005.

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Our equity incentive program is a broad-based, long-term retention program intended to attract, motivate, and retain talented employees as well as align stockholder and employee interests. On May 10, 2005, our stockholders approved Altera's 2005 Equity Incentive Plan (the 2005 Plan). The 2005 Plan replaced our 1996 Stock Option Plan (the 1996 Plan) and our 1998 Director Stock Option Plan (the 1998 Plan) (together, the 1996 Plan and the 1998 Plan are referred to as Prior Plans) and is now Altera's only plan for providing stock-based incentive compensation (awards) to both our eligible employees and non-employee directors. Awards that may be granted under the 2005 Plan include non-qualified and incentive stock options, restricted stock units (RSUs), restricted stock awards, stock appreciation rights, stock bonus awards and performance-based awards. To date, we have granted both options and RSUs under the 2005 Plan. The majority of awards of stock options and RSUs granted under the 2005 Plan vests over four years. Stock options granted under the 2005 Plan have a maximum contractual term of ten years. On May 12, 2009, our stockholders approved an amendment to the 2005 Plan to increase the shares authorized for future issuance by 5 million. As of September 25, 2009, the 2005 Plan had a total of 28.6 million shares reserved for future issuance, of which 17.0 million shares were available for future grants.

A summary of our RSU activity for the nine months ended September 25, 2009 and information regarding RSUs outstanding and expected to vest as of September 25, 2009 is as follows:

| <i>(In thousands, except per share amounts and terms)</i> | Number of Shares | Weighted-Average Grant-Date Fair Market Value | Weighted-Average Remaining Contractual Term (in Years) | Aggregate Intrinsic Value ⁽¹⁾ |
|---|---------------------|---|--|--|
| Outstanding, December 31, 2008 | 6,289 | \$ 20.54 | | |
| Grants | 3,210 | \$ 17.65 | | |
| Vested | (1,964) | \$ 20.38 | | |
| Forfeited | (509) | \$ 19.23 | | |
| Outstanding, September 25, 2009 | 7,026 | \$ 19.35 | 1.8 | \$ 143,396 |
| Outstanding and expected to vest, September 25, 2009 | 6,067 | \$ 19.35 | 1.7 | \$ 123,834 |

(1) Aggregate intrinsic value for RSUs represents the closing price per share of our stock on September 25, 2009, multiplied by the number of RSUs outstanding or expected to vest as of September 25, 2009.

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A summary of stock option activity for the nine months ended September 25, 2009 and information regarding stock options outstanding, exercisable, and vested and expected to vest as of September 25, 2009 is as follows:

| <i>(In thousands, except per share amounts and terms)</i> | Number of Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term (in Years) | Aggregate Intrinsic Value ⁽¹⁾ |
|---|---------------------|---------------------------------------|---|--|
| Outstanding, December 31, 2008 | 37,680 | \$ 21.72 | | |
| Grants | 9 | \$ 15.99 | | |
| Exercises | (676) | \$ 15.47 | | |
| Forfeited/Cancelled/Expired | (4,004) | \$ 21.79 | | |
| Outstanding, September 25, 2009 | 33,009 | \$ 21.85 | 3.6 | \$ 28,197 |
| Exercisable, September 25, 2009 | 32,063 | \$ 21.90 | 3.4 | \$ 27,214 |
| Vested and expected to vest, September 25, 2009 | 32,936 | \$ 21.85 | 3.5 | \$ 28,123 |

(1) Aggregate intrinsic value for stock options represents the difference between the exercise price and the closing price per share of our common stock on September 25, 2009, multiplied by the number of stock options outstanding, exercisable, or vested and expected to vest as of September 25, 2009.

For the three and nine months ended September 25, 2009, 432,546 and 676,452 non-qualified stock option shares were exercised, respectively. The intrinsic value of the stock options exercised during the three and nine months ended September 25, 2009 was \$1.5 million and \$2.4 million, respectively. The intrinsic value represents the total pre-tax value received by option holders upon the exercise of stock options during the period.

1987 Employee Stock Purchase Plan (the ESPP)

On May 12, 2009, our stockholders approved an amendment to the ESPP to increase the shares available for future issuance by 1 million. As of September 25, 2009, 2.8 million shares were available for future issuance under the ESPP. We sold 619,363 shares of common stock under the ESPP at a price of \$13.86 during the nine months ended September 25, 2009 and 532,634 shares of common stock at a price of \$16.39 during the nine months ended September 26, 2008.

Table of Contents**ALTERA CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****Valuation and Expense Information**

We estimate the fair value of RSUs, stock options and ESPP shares on the date of grant using the Black-Scholes option-pricing model. There were no stock options granted during the three months ended September 25, 2009. In addition, under our ESPP, shares are only issued during the second and fourth quarters of each year. The assumptions used to estimate the fair value of RSUs, stock options and ESPP shares granted during the three and nine months ended September 25, 2009 and September 26, 2008 were as follows:

| | Three Months Ended | | Nine Months Ended | |
|---------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | September 25, 2009 | September 26, 2008 |
| Stock options: | | | | |
| Expected term (in years) | | 5.0 | 5.0 | 5.0 |
| Expected stock price volatility | | 35.7% | 40.9% | 35.8% |
| Risk-free interest rate | | 3.3% | 1.7% | 3.1% |
| Dividend yield | | 1.0% | 1.3% | 0.9% |
| Weighted-average estimated fair value | | \$ 7.09 | \$ 5.41 | \$ 6.91 |
| ESPP purchase rights: | | | | |
| Expected term (in years) | | | 0.8 | 0.7 |
| Expected stock price volatility | | | 50.6% | 37.9% |
| Risk-free interest rate | | | 0.4% | 1.8% |
| Dividend yield | | | 1.2% | 0.9% |
| Weighted-average estimated fair value | | | \$ 5.09 | \$ 6.13 |
| RSUs: | | | | |
| Risk-free interest rate | 1.3% | 2.8% | 1.3% | 2.6% |
| Dividend yield | 1.1% | 1.0% | 1.2% | 0.9% |
| Weighted-average estimated fair value | \$ 18.49 | \$ 20.62 | \$ 17.15 | \$ 19.99 |

In addition, we apply an expected forfeiture rate when amortizing stock-based compensation expense. During the quarter ended September 25, 2009, we changed the expected forfeiture rate from 10.2% to 8.0% based on recent and expected employee turnover rates. This change in accounting estimate resulted in a \$3.4 million increase in our stock-based compensation expense (\$0.1 million increase in *Cost of sales*, \$1.4 million increase in *Research and development expense*, and \$1.9 million increase in *Selling, general and administrative expense*) for the three months ended September 25, 2009. Our stock-based compensation expense for the three and nine months ended September 25, 2009 and September 26, 2008 was as follows:

| | Three Months Ended | | Nine Months Ended | |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | September 25, 2009 | September 26, 2008 |
| <i>(In thousands)</i> | | | | |
| Cost of sales | \$ 522 | \$ 320 | \$ 1,435 | \$ 995 |
| Research and development | 7,310 | 5,008 | 20,093 | 16,449 |
| Selling, general, and administrative | 9,573 | 5,327 | 26,312 | 17,443 |
| Pre-tax stock-based compensation expense | 17,405 | 10,655 | 47,840 | 34,887 |
| Less: income tax benefit | (4,931) | (3,460) | (13,404) | (10,224) |

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| | | | | |
|--------------------------------------|-----------|----------|-----------|-----------|
| Net stock-based compensation expense | \$ 12,474 | \$ 7,195 | \$ 34,436 | \$ 24,663 |
|--------------------------------------|-----------|----------|-----------|-----------|

No stock-based compensation was capitalized during any period presented above. As of September 25, 2009, unamortized stock-based compensation expense related to the outstanding unvested stock options, RSUs, and ESPP shares that are expected to vest was approximately \$116.6 million. This unamortized stock-based compensation expense is expected to be recognized over a weighted average period of approximately 2.6 years. To the extent the actual forfeiture rate is different from what we have anticipated, stock-based compensation related to these awards will be different from our expectations.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Note 12 Income Taxes

Our effective tax rate reflects the impact of a significant amount of our earnings being taxed in foreign jurisdictions at rates below the U.S. statutory tax rate. Our effective tax rate for the three months ended September 25, 2009 was 14.1%, compared with 16.5% for the three months ended September 26, 2008. The net decrease in our effective tax rate in the quarter ended September 25, 2009 was primarily due to the impact of proportionately higher earnings in foreign jurisdictions taxed at rates below the U.S. statutory tax rate and the extension of the U.S. Federal Research and Development Tax Credit (R&D Tax Credit) through 2009 that was signed into law in late 2008.

Our effective tax rate for the nine months ended September 25, 2009 was 20.9%, compared with 16.5% for the nine months ended September 26, 2008. The significant net increase in our effective tax rate in the nine months ended September 25, 2009 was primarily due to the impact of two discrete income tax expense charges. First, on May 27, 2009, the Ninth Circuit Court of Appeals issued its ruling in the case of Xilinx, Inc. v. Commissioner (Xilinx Case), holding that stock-based compensation was required to be included in certain transfer pricing arrangements between a U.S. company and its foreign subsidiary. As a result of the ruling in the Xilinx Case, we recognized a discrete income tax expense charge of \$11.5 million during the three month period ended June 26, 2009. Secondly, on February 20, 2009, California enacted changes in tax laws that are expected to have a beneficial impact on the Company's effective tax rate beginning in 2011. As a result, we revalued our state deferred tax assets that are expected to reverse after the effective date of the change and recognized a discrete income tax expense charge of \$2.0 million during the three month period ended March 27, 2009. These adjustments were partially offset by proportionately higher earnings in foreign jurisdictions taxed at rates below the U.S. statutory tax rate and the extension of the R&D Tax Credit.

We file income tax returns with the Internal Revenue Service (IRS) and in various states and foreign jurisdictions. The IRS has completed field examinations of our tax returns for 2002 through 2004 and has issued a notice of proposed adjustment seeking additional taxes of approximately \$34.5 million (excluding interest) for those years. We paid \$18.0 million to the IRS in 2008, representing a payment on bond for items associated with the IRS field examinations for 2002 through 2004. We are contesting through the administrative process the IRS claims regarding our 2002 through 2004 tax years. The IRS is examining our tax returns for 2005, 2006 and 2007. Other significant jurisdictions in which we may be subject to examination for fiscal years 2002 forward include Hong Kong, Ireland, Japan, and the state of California. As mentioned below, we believe we have made adequate tax payments and/or accrued adequate amounts such that the outcome of these audits will have no material adverse effect on our consolidated operating results. Due to the potential resolution of federal, state and foreign examinations, and the expiration of various statutes of limitations, it is possible that our gross unrecognized tax benefits may change within the next twelve months.

We maintain liabilities for uncertain tax positions. These liabilities involve considerable judgment and estimation and are continuously monitored by management based on the best information available, including changes in tax regulations, the outcome of relevant court cases, and other information. We are currently under examination by various taxing authorities. Although the outcome of any tax audit is uncertain, we believe we have adequately provided in our condensed consolidated financial statements for any additional taxes that we may be required to pay as a result of such examinations. If the payment ultimately proves to be unnecessary, the reversal of these tax liabilities would result in tax benefits being

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(Unaudited)

recognized in the period we determine such liabilities are no longer necessary. However, if an ultimate tax assessment exceeds our estimate of tax liabilities, additional tax expense will be recorded. The impact of such adjustments could have a material impact on our results of operations in future periods.

As of September 25, 2009, we had \$235.1 million of unrecognized tax benefits. On December 31, 2008, we had \$199.2 million of unrecognized tax benefits. We are unable to make a reasonable estimate as to when cash settlements with the relevant taxing authorities will occur.

We recognize interest and penalties related to uncertain tax positions in our income tax provision. We had accrued approximately \$43.0 million and \$34.3 million for the payment of interest and penalties related to uncertain tax positions as of September 25, 2009 and December 31, 2008, respectively.

Note 13 Employee Benefit Plans

Non-Qualified Deferred Compensation Plan

We allow our U.S.-based officers and director-level employees to defer a portion of their compensation under the Altera Corporation Non-Qualified Deferred Compensation Plan (NQDC Plan). Our Retirement Plans Committee administers the NQDC Plan. As of September 25, 2009, there were approximately 124 participants in the NQDC Plan who self-direct their investments, subject to certain limitations. In the event we become insolvent, the NQDC Plan assets are subject to the claims of our general creditors. Since the inception of the NQDC Plan, we have not made any contributions to the NQDC Plan and we have no commitments to do so in the future. There are no NQDC Plan provisions that provide for any guarantees or minimum return on investments. NQDC Plan participants are prohibited from investing NQDC Plan contributions in Altera common stock. The balance of the NQDC Plan assets and related obligations was \$66.8 million and \$56.0 million as of September 25, 2009 and December 31, 2008, respectively.

Investment income or loss earned by the NQDC Plan is recorded as *Loss (gain) on deferred compensation plan securities* in our condensed consolidated statements of income. The investment loss (gain) also represents a decrease (increase) in the future payout to participants and is recorded as *Compensation expense (benefit) - deferred compensation plan* in our condensed consolidated statements of income. Compensation expense (benefit) associated with our NQDC Plan obligations is offset by loss (gain) from related securities. The net effect of investment income or loss and related compensation expense or benefit has no impact on our income before income taxes, net income, or cash balances.

Retiree Medical Plan

We sponsor a retiree medical plan providing medical benefits to eligible U.S. retirees and their spouses. Prior to January 2009, benefits were available to employees hired on or before July 1, 2002 who retired from Altera at or after age 55 if they had at least 10 years of service, and who were age 40 or older as of January 1, 2005.

In January 2009, we modified the retiree medical plan to:

Eliminate coverage for new retirees after January 1, 2010;

Suspend retiree coverage at the Medicare entitlement age of 65; and

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Increase the cost sharing provisions for covered spouses from 50% to 75% of the policy premium.

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Employees meeting certain eligibility requirements were provided the option of retiring and enrolling in the retiree medical plan by December 31, 2009 or electing a cash payout based on age and years of service. We made cash payouts in the nine months ended September 25, 2009 of approximately \$2.0 million.

As a result of the plan modifications, our accumulated postretirement benefit obligation has been substantially eliminated. The substantive termination of the retiree medical plan results in a gain of approximately \$6.5 million, net of unrecognized actuarial losses of approximately \$1.3 million. The gain was recognized as a reduction of compensation and benefits costs (\$0.3 million reduction in *Cost of sales*, \$3.6 million reduction in *Research and development expense*, and \$2.6 million reduction in *Selling, general and administrative expense*) in the quarter ended March 27, 2009. As of September 25, 2009, the accumulated postretirement benefit obligation (a component of *Other non-current liabilities* in our condensed consolidated balance sheets) is \$0.4 million compared with \$10.3 million as of December 31, 2008. The remaining accumulated postretirement benefit obligation will be paid to remaining retiree medical plan participants over varying periods up to four years.

Note 14 Restructuring Charges

During the quarter ended September 25, 2009, we announced a net reduction of approximately 87 positions, which represented 3.2% of our workforce. As a result, we incurred restructuring related charges of approximately \$4.8 million in the three months ended September 25, 2009. The charges were comprised of employee severance costs of approximately \$4.7 million in connection with the workforce reduction and operating lease impairments of approximately \$0.1 million.

During the quarter ended March 27, 2009, we announced a net reduction of approximately 33 positions, which represented 1.2% of our workforce. As a result, we incurred restructuring-related charges of approximately \$5.2 million in the first quarter of 2009. The charges were comprised of employee severance costs of approximately \$2.9 million and charges related to the termination of certain external sales representatives of approximately \$2.3 million.

The restructuring charges included in our condensed consolidated statements of income for the three and nine months ended September 25, 2009 were as follows:

| <i>(In thousands)</i> | Three Months Ended September 25, 2009 | Nine Months Ended September 25, 2009 |
|--|---|--|
| Cost of sales | \$ 137 | \$ 137 |
| Research and development expense | 3,878 | 4,104 |
| Selling, general, and administrative expense | 738 | 5,728 |
| | \$ 4,753 | \$ 9,969 |

During the fourth quarter of 2007, we announced a restructuring of our operations in order to lower our overall cost structure and enhance near and long term profitability of the company. The restructuring plan included elimination of 67 jobs and consolidation of excess facilities resulting in the restructuring of our office leases in San Diego and Santa Cruz, California; Ottawa, Canada; and Hong Kong.

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The following table summarizes our restructuring activity for the nine months ended September 25, 2009:

| <i>(In thousands)</i> | Employee severance costs | Operating lease impairments | External sales representative terminations | Other costs | Total |
|---|---|--|---|--------------------|--------------|
| Restructuring obligations as of December 31, 2008 ⁽¹⁾ | \$ | \$ | \$ | \$ | \$ |
| Restructuring charge recognized | 2,897 | | 2,319 | | 5,216 |
| Cash payments | (2,086) | (215) | | (28) | (2,329) |
| Restructuring obligations as of March 27, 2009 ⁽¹⁾ | 811 | 518 | 2,319 | 41 | 3,689 |
| Cash payments | (592) | (85) | (689) | (10) | (1,376) |
| Other adjustments | | (181) | 11 | (31) | (201) |
| Restructuring obligations as of June 26, 2009 ⁽¹⁾ | 219 | 253 | 1,641 | | 2,113 |
| Restructuring charge recognized | 4,691 | 62 | | | 4,753 |
| Cash payments | (3,321) | (91) | (541) | | (3,953) |
| Other adjustments | | (12) | (14) | | (26) |
| Restructuring obligations as of September 25, 2009 ⁽¹⁾ | \$ 1,589 | \$ 212 | \$ 1,086 | \$ | \$ 2,887 |

(1) Principally included in *Accrued liabilities* in our condensed consolidated balance sheets.

The following table summarizes our restructuring activity for the nine months ended September 26, 2008:

| <i>(In thousands)</i> | Employee severance costs | Operating lease impairments | Other costs | Total |
|---|---|--|--------------------|--------------|
| Restructuring obligations as of December 28, 2007 ⁽¹⁾ | \$ 2,619 | \$ 1,282 | \$ 360 | \$ 4,261 |
| Cash payments | (1,959) | (157) | (188) | (2,304) |
| Restructuring obligations as of March 28, 2008 ⁽¹⁾ | 660 | 1,125 | 172 | 1,957 |
| Cash payments | (403) | (184) | (34) | (621) |
| Other adjustments ⁽²⁾ | | 978 | | 978 |
| Restructuring obligations as of June 27, 2008 ⁽¹⁾ | 257 | 1,919 | 138 | 2,314 |
| Cash payments | (229) | (569) | (31) | (829) |
| Other adjustments ⁽³⁾ | | (526) | 50 | (476) |
| Restructuring obligations as of September 26, 2008 ⁽¹⁾ | \$ 28 | \$ 824 | \$ 157 | \$ 1,009 |

- (1) Principally included in *Accrued liabilities* in our condensed consolidated balance sheets.
 - (2) Principally represents adjustments to the net operating lease accrual associated with a change in estimate related to sub-lease income assumptions. The change in estimate was driven by overall deterioration of real estate market conditions arising since the fourth quarter of 2007 in markets affected by our restructuring plan.
 - (3) Represents favorable adjustments associated with final settlement of our Hong Kong lease and other accrual adjustments.
- We anticipate that the remaining restructuring obligations of \$2.9 million as of September 25, 2009 will be substantially paid prior to December 31, 2009.

Note 15 Fair Value Measurements

Effective January 1, 2009, we fully adopted the authoritative guidance for fair value measurements and disclosures for all assets and liabilities within the scope of this guidance, including all non-financial assets and non-financial liabilities that are not recognized or disclosed at fair value in the financial statements on a recurring basis. The guidance clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be

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determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the guidance establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require us to develop our own assumptions. This hierarchy requires us to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. On a recurring basis, we measure certain financial assets and liabilities at fair value, which consist of our cash equivalents and marketable securities.

The following table summarizes the valuation of our financial instruments which were determined by using the following inputs as of September 25, 2009 and December 31, 2008:

| | Fair Value Measurements as of September 25, 2009 | | | Fair Value Measurements as of December 31, 2008 | | |
|---|--|--|---|---|--|---|
| | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |
| <i>(In thousands)</i> | | | | | | |
| Cash equivalents ⁽¹⁾ | \$ 1,296,340 | \$ 1,296,340 | \$ | \$ 1,190,271 | \$ 1,190,271 | \$ |
| Deferred compensation plan assets: ⁽²⁾ | | | | | | |
| Restricted cash equivalents | 18,274 | 18,274 | | 17,379 | 17,379 | |
| Marketable securities | 48,527 | 42,700 | 5,827 | 38,593 | 32,354 | 6,239 |
| Total | \$ 1,363,141 | \$ 1,357,314 | \$ 5,827 | \$ 1,246,243 | \$ 1,240,004 | \$ 6,239 |

(1) Included in *Cash and cash equivalents* in our condensed consolidated balance sheets.

(2) Included in *Deferred compensation plan marketable securities* and *Deferred compensation plan restricted cash equivalents* in our condensed consolidated balance sheets.

Our cash equivalents and investment instruments are classified within Level 1 or Level 2 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. The types of instruments that are valued based on quoted market prices in active markets include money market securities, exchange traded stocks and open-end mutual funds. Such instruments are generally classified within Level 1 of the fair value hierarchy.

The types of instruments that are valued based on other observable inputs include bank commercial deposits, corporate commercial paper and municipal obligations. Such instruments are generally classified within Level 2 of the fair value hierarchy.

Note 16 Subsequent Event

We evaluated subsequent events through October 21, 2009 when the financial statements were issued. On October 12, 2009, our Board of Directors declared a quarterly cash dividend of \$0.05 per common share, which is payable on December 1, 2009 to stockholders of record on November 10, 2009.

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ITEM 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as information contained in the risk factors described in Item 1A of this report and elsewhere in this report, contains forward-looking statements, which are provided under the safe harbor protection of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally written in the future tense and/or are preceded by words such as will, may, should, could, expect, suggest, believe, anticipate, intend, plan, or other similar words. Forward-looking statements include statements regarding (1) our gross margins and factors that affect gross margins; (2) trends in our future sales; (3) our research and development expenditures and efforts; (4) our capital expenditures; (5) our provision for tax liabilities and other critical accounting estimates; (6) our exposure to market risks related to changes in interest rates, equity prices and foreign currency exchange rates; and (7) savings from restructuring activities.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. The forward-looking statements contained in this report are based on information that is currently available to us and expectations and assumptions that we deemed reasonable at the time the statements were made. We do not undertake any obligation to update any forward-looking statements in this report or in any of our other communications, except as required by law. All such forward-looking statements should be read as of the time the statements were made and with the recognition that these forward-looking statements may not be complete or accurate at a later date.

Many factors may cause actual results to differ materially from those expressed or implied by the forward-looking statements contained in this report. These factors include, but are not limited to, those risks described in Part II Item 1A of this report and those risks described under Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2008.

CRITICAL ACCOUNTING ESTIMATES

The preparation of our condensed consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires our management to make judgments and estimates that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. Our management believes that we consistently apply these judgments and estimates and the condensed consolidated financial statements and accompanying notes fairly represent all periods presented. However, any differences between these judgments and estimates and actual results could have a material impact on our condensed consolidated statements of income and financial position. Critical accounting estimates, as defined by the Securities and Exchange Commission (SEC), are those that are most important to the portrayal of our consolidated financial condition and results of operations and require our management's most difficult and subjective judgments and estimates of matters that are inherently uncertain. Our critical accounting estimates include those regarding (1) revenue recognition, (2) valuation of inventories, (3) income taxes, and (4) stock-based compensation. For a discussion of our critical accounting estimates, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates in our Annual Report on Form 10-K for the year ended December 31, 2008.

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RESULTS OF OPERATIONS

Sales Overview

We design, manufacture, and market high-performance, high-density programmable logic devices, or PLDs; HardCopy[®] ASIC devices; pre-defined software design building blocks known as intellectual property cores, or IP cores; and associated development tools.

Our net sales of \$286.6 million for the three months ended September 25, 2009 decreased by \$70.2 million, or 20%, from our net sales of \$356.8 million for the three months ended September 26, 2008. Our net sales of \$830.4 million for the nine months ended September 25, 2009 decreased by \$222.3 million, or 21%, from our net sales of \$1,052.7 million for the nine months ended September 26, 2008. The year-over-year decrease in net sales was due to lower demand arising from the current worldwide economic downturn.

Sales by Product Category

We classify our products into three categories: New, Mainstream, and Mature and Other Products. The composition of each product category is as follows:

New Products include the Stratix[®] II (and GX), Stratix III, Stratix IV (including E, GX and GT), Arria[®], Arria II GX[®], Cyclone[®] II, Cyclone III, MAX[®] II, HardCopy[®], and HardCopy II devices;

Mainstream Products include the Stratix (and GX), Cyclone, and MAX 3000A devices; and

Mature and Other Products include the Classic , MAX 7000, MAX 7000A, MAX 7000B, MAX 7000S, MAX 9000, FLEX[®] series, APEX series, Mercury , Excalibur , configuration and other devices, intellectual property cores, and software and other tools.

The product categories above have been constructed to approximate the relative life cycle stages of our products. The product categories compositions are adjusted approximately every two to three years. New Products are primarily comprised of our most advanced products. Customers typically select these products for their latest generation of electronic systems. Demand is generally driven by prototyping and production needs. Mainstream Products are somewhat older products that are generally no longer design-win vehicles. Demand is driven by customers' later stage production-based needs. Mature Products are yet older products with demand generated by the oldest customer systems still in production. This category also includes sales of software, intellectual property, and other miscellaneous devices.

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Net sales by product category were as follows:

| | Three Months Ended | | | Year- | Sequential | Nine Months Ended | | Year- |
|---------------------|-----------------------|-----------------------|------------------|---------------------|------------|-----------------------|-----------------------|---------------------|
| | September 25, 2009 | September 26, 2008 | June 26, 2009 | Over-Year Change | Change | September 25, 2009 | September 26, 2008 | Over-Year Change |
| New | 60% | 46% | 58% | 5% | 7% | 57% | 43% | 5% |
| Mainstream | 20% | 25% | 21% | -36% | -5% | 22% | 26% | -35% |
| Mature and Other | 20% | 29% | 21% | -45% | -2% | 21% | 31% | -45% |
| Net Sales | 100% | 100% | 100% | -20% | 3% | 100% | 100% | -21% |

Sales by Market Segment

During 2009, we modified market segment classifications to more closely align with end customer products and product requirements. In addition, we refined our methodology for assigning net sales to market segments to better align distributor price discounts with end customer markets. Accordingly, prior year data has been adjusted to conform to the current year presentation. The following market segment data is derived from data that is provided to us by our distributors and end customers. With a broad base of customers, who in some cases manufacture end products spanning multiple market segments, the assignment of net sales to a market segment requires the use of estimates, judgment, and extrapolation. As such, actual results may differ from those reported.

| | Three Months Ended | | | Year- | Sequential | Nine Months Ended | | Year- |
|---|-----------------------|-----------------------|------------------|---------------------|------------|-----------------------|-----------------------|---------------------|
| | September 25, 2009 | September 26, 2008 | June 26, 2009 | Over-Year Change | Change | September 25, 2009 | September 26, 2008 | Over-Year Change |
| Telecom & Wireless | 40% | 38% | 48% | -16% | -15% | 44% | 37% | -3% |
| Industrial Automation, Military & Auto | 23% | 25% | 21% | -23% | 16% | 22% | 23% | -26% |
| Networking, Computer & Storage | 16% | 14% | 13% | -11% | 27% | 15% | 16% | -29% |
| Other | 21% | 23% | 18% | -28% | 16% | 19% | 24% | -38% |
| Net Sales | 100% | 100% | 100% | -20% | 3% | 100% | 100% | -21% |

Due to the current worldwide economic downturn, net sales in all segments declined for the three and nine months ended September 25, 2009 compared with the same periods in 2008. However, net sales to end customers outside the Telecom & Wireless segment improved for the quarter ended September 25, 2009 versus the quarter ended June 26, 2009, primarily as a result of improved business conditions in the third quarter.

Sales of FPGAs and CPLDs

Our PLDs consist of field-programmable gate arrays, or FPGAs, and complex programmable logic devices, or CPLDs. FPGAs consist of our Stratix, Cyclone, Arria, APEX, FLEX, and ACEX series, as well as our Excalibur and Mercury families. CPLDs consist of our MAX, MAX II, and Classic families. Our other products consist of HardCopy, HardCopy II and other masked programmed logic devices, configuration devices, software and other tools and IP cores (collectively, Other Products).

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Our net sales of FPGAs and CPLDs, and Other Products were as follows:

| | Three Months Ended | | | Year-Over-Year Change | Sequential Change | Nine Months Ended | | Year-Over-Year Change |
|----------------|--------------------|--------------------|---------------|-----------------------|-------------------|--------------------|--------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | June 26, 2009 | | | September 25, 2009 | September 26, 2008 | |
| FPGA | 77% | 75% | 76% | -17% | 4% | 77% | 74% | -18% |
| CPLD | 15% | 17% | 16% | -30% | 0% | 15% | 18% | -34% |
| Other Products | 8% | 8% | 8% | -25% | -7% | 8% | 8% | -22% |
| Net Sales | 100% | 100% | 100% | -20% | 3% | 100% | 100% | -21% |

Sales by Geography

The following table is based on the geographic location of the original equipment manufacturers or the distributors who purchased our products. The geographic location of distributors may be different from the geographic location of the ultimate end users.

Net sales by geography were as follows:

| | Three Months Ended | | | Year-Over-Year Change | Sequential Change | Nine Months Ended | | Year-Over-Year Change |
|---------------|--------------------|--------------------|---------------|-----------------------|-------------------|--------------------|--------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | June 26, 2009 | | | September 25, 2009 | September 26, 2008 | |
| North America | 23% | 23% | 20% | -20% | 18% | 20% | 24% | -31% |
| Asia Pacific | 38% | 35% | 43% | -15% | -11% | 40% | 34% | -8% |
| Europe | 21% | 23% | 21% | -25% | 3% | 22% | 23% | -24% |
| Japan | 18% | 19% | 16% | -21% | 22% | 18% | 19% | -28% |
| Net Sales | 100% | 100% | 100% | -20% | 3% | 100% | 100% | -21% |

Price Concessions and Product Returns from Distributors

We sell the majority of our products to distributors worldwide at a list price. However, distributors resell our products to end customers at a very broad range of individually negotiated prices based on a variety of factors, including customer, product, quantity, geography and competitive differentiation. The majority of our distributors' sales to their customers are priced at a discount from our list price. Under these circumstances, we remit back to the distributor a portion of its original purchase price after the resale transaction is completed and we validate the distributor's resale information, including end customer, device, quantity and price, against the distributor price concession that we have approved in advance. To receive price concessions, distributors must submit the price concession claims to us for approval within 60 days of the resale of the product to an end customer. Primarily because of the uncertainty related to the final price, we defer revenue recognition on sales to distributors until our products are sold from the distributor to the end customer, which is when our price is fixed or

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determinable. Accordingly, these pricing uncertainties impact our results of operations, liquidity and capital resources. Total price concessions paid to distributors were \$2.4 billion and \$3.0 billion for the nine months ended September 25, 2009 and September 26, 2008, respectively. See Note 6 – Deferred Income and Allowances on Sales to Distributors to our condensed consolidated financial statements. Average aggregate price concessions typically range from 65% to 75% of our list price on an annual basis, depending upon the composition of our sales, volume and factors associated with timing of shipments to distributors or payment of price concessions.

Our distributors have certain rights under our contracts to return defective, overstocked, obsolete and discontinued products. Our stock rotation program generally allows distributors to return unsold product to Altera, subject to certain contract limits, based on a percentage of sales occurring over various periods prior to the stock rotation. Products resold by the distributor to end customers are no longer eligible for return, unless specifically authorized by us. In addition, we generally warrant our products against defects in material, workmanship and non-conformance to our specifications. Returns from distributors totaled \$153.9 million and \$89.7 million for the nine months ended September 25, 2009 and September 26, 2008, respectively. See Note 6 – Deferred Income and Allowances on Sales to Distributors and Note 10 Commitments and Contingencies to our condensed consolidated financial statements.

Gross Margin

| | Three Months Ended | | | Nine Months Ended | |
|-------------------------|-----------------------|-----------------------|------------------|-----------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | June 26, 2009 | September 25, 2009 | September 26, 2008 |
| Gross Margin Percentage | 67.3% | 67.1% | 66.5% | 66.1% | 66.5% |

Our gross margin percentage for the three months ended September 25, 2009 increased by 0.8 points and 0.2 points compared with the three months ended June 26, 2009 and September 26, 2008, respectively, primarily as a result of manufacturing cost reductions and efficiencies on certain of our new products. Our gross margin percentage declined by 0.4 points for the nine months ended September 25, 2009 compared with the same period in 2008. Gross margin rates are heavily influenced by both market segment mix, and the amount and the timing of material cost improvements. In addition, our gross margin percentage for the nine months ended September 25, 2009 was adversely affected by a disproportionate decrease in revenue from our smaller, higher margin customer base, compared with the same period in 2008. During the nine months ended September 25, 2009, we also experienced a more pronounced decline in our highest margin market segments. While these variables will continue to fluctuate on a quarterly basis, we continue to target a 65% gross margin over the long term. We believe the 65% gross margin target affords us the right mix of growth opportunities across all served markets.

Stock-based compensation expense included in *Cost of sales* during the three and nine months ended September 25, 2009 and September 26, 2008 did not have a significant impact on our gross margin.

Table of Contents**Research and Development Expense**

Research and development expense includes costs for compensation and benefits (including stock-based compensation), development masks, prototype wafers, and depreciation and amortization. These expenditures are for the design of new PLD and ASIC families, the development of process technologies, new package technology, software to support new products and design environments, and IP cores.

We will continue to make significant investments in the development of new products and focus our efforts on the development of new programmable logic devices that use advanced semiconductor wafer fabrication processes, as well as related development software. We are currently investing in the development of future silicon products, as well as our Quartus[®] II software, our library of IP cores, and other future products.

| (In millions) | Three Months Ended | | | Year-Over-Year Change | Sequential Change | Nine Months Ended | | Year-Over-Year Change |
|----------------------------------|--------------------|--------------------|---------------|-----------------------|-------------------|--------------------|--------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | June 26, 2009 | | | September 25, 2009 | September 26, 2008 | |
| Research and Development Expense | \$ 70.1 | \$ 64.1 | \$ 65.0 | 9% | 8% | \$ 193.3 | \$ 188.9 | 2% |
| Percentage of Net Sales | 24.5% | 18.0% | 23.3% | | | 23.3% | 17.9% | |

Research and development expense for the three months ended September 25, 2009 increased by \$6.0 million, or 9%, when compared with the three months ended September 26, 2008. The increase was primarily attributable to a \$1.0 million increase in labor costs due to \$3.9 million of restructuring charges incurred in the three months ended September 25, 2009, partially offset by \$2.9 million of cost savings from the resulting lower headcount in the third quarter of 2009 compared with the same period in 2008, a \$5.9 million increase in spending on masks and wafers as a result of tape-outs of various new products during the three months ended September 25, 2009, and a \$2.3 million increase in stock-based compensation expense resulting from higher awards in 2009 and a change in estimate of our expected forfeiture rate. These increases were partially offset by a \$0.3 million decrease in variable compensation expense based on lower 2009 operating results and a combined \$1.8 million decrease in spending on prototype and consulting services. See Note 11 – Stock-Based Compensation to our condensed consolidated financial statements for more information on the change in our expected forfeiture rate and Note 14 – Restructuring Charges for further information about our restructuring activities during the three months ended September 25, 2009.

Research and development expense for the nine months ended September 25, 2009 increased by \$4.4 million, or 2%, when compared with the nine months ended September 26, 2008. The increase was primarily attributable to a \$0.6 million increase in labor costs due to \$4.1 million of restructuring charges incurred in 2009, substantially offset by \$3.5 million of cost savings from the resulting lower headcount in 2009, an \$18.7 million increase in spending on masks and wafers as a result of tape-outs of various new products in 2009, and a \$3.6 million increase in stock-based compensation expense resulting from higher awards in 2009 and a change in estimate of our expected forfeiture rate. These increases were partially offset by a gain of \$3.6 million from the substantive termination of our retiree medical plan, a \$6.3 million decrease in variable compensation expense based on lower 2009 operating results, a \$4.0 million decrease in spending on prototype and

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package tooling and a combined \$3.5 million decrease in rental, travel and consulting expenses. See Note 11 Stock-Based Compensation to our condensed consolidated financial statements for more information on the change in our expected forfeiture rate, Note 13 Employee Benefit Plans for a detailed discussion of the substantive termination of our retiree medical plan and Note 14 Restructuring Charges for further information about our restructuring activities during the nine months ended September 25, 2009.

Selling, General, and Administrative Expense

Selling, general, and administrative expense primarily includes compensation and benefits (including stock-based compensation) related to sales, marketing, and administrative employees, commissions and incentives, depreciation, legal, advertising, facilities, and travel expenses.

| <i>(In millions)</i> | Three Months Ended | | | Year-Over-Year Change | Sequential Change | Nine Months Ended | | Year-Over-Year Change |
|---|--------------------|--------------------|---------------|-----------------------|-------------------|--------------------|--------------------|-----------------------|
| | September 25, 2009 | September 26, 2008 | June 26, 2009 | | | September 25, 2009 | September 26, 2008 | |
| Selling, General and Administrative Expense | \$ 56.3 | \$ 65.3 | \$ 53.7 | -14% | 5% | \$ 170.7 | \$ 192.6 | -11% |
| Percentage of Net Sales | 19.7% | 18.3% | 19.2% | | | 20.6% | 18.3% | |

Selling, general, and administrative expense for the three months ended September 25, 2009 decreased by \$9.0 million, or 14%, when compared with the three months ended September 26, 2008. The decrease was primarily due to a \$1.2 million decrease in labor costs as a result of cost savings from our restructuring activities initiated in 2009, a \$0.4 million decrease in variable compensation expense based on lower 2009 operating results, a benefit of \$2.3 million from a change in estimate of our allowance for doubtful accounts, a \$5.3 million decrease in commission expenses due to the lower sales for the three months ended September 25, 2009 and a combined \$2.4 million decrease in consulting, travel and legal expenses due to our ongoing efforts to improve operating efficiency. These decreases were partially offset by a \$4.2 million increase in stock-based compensation expense resulting from higher awards in 2009 and a change in estimate of our expected forfeiture rate. See Note 3 Accounts Receivable, Net and Significant Customers to our condensed consolidated financial statements for a detailed discussion of the change in estimate of our allowance for doubtful accounts, Note 11 Stock-Based Compensation for more information on the change in our expected forfeiture rate and Note 14 Restructuring Charges for further information about our restructuring activities during the three months ended September 25, 2009.

Selling, general, and administrative expense for the nine months ended September 25, 2009 decreased by \$21.9 million, or 11%, when compared with the nine months ended September 26, 2008. The decrease was primarily due to a gain of \$2.6 million from the substantive termination of our retiree medical plan, a \$6.4 million decrease in variable compensation expense based on lower 2009 operating results, a benefit of \$2.3 million from a change in estimate of our allowance for doubtful accounts, a \$10.1 million decrease in commission expenses due to the lower sales for the nine months ended

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September 25, 2009 and a combined \$7.1 million decrease in maintenance, travel, advertising and legal expenses due to our ongoing efforts to improve operating efficiency. These decreases were partially offset by an \$8.9 million increase in stock-based compensation expense resulting from higher awards in 2009 and a change in estimate of our expected forfeiture rate. Labor costs for the nine months ended September 25, 2009 were relatively flat compared with the same period in 2008. The \$5.7 million of restructuring charges incurred in the nine months ended September 25, 2009 were substantially offset by \$5.5 million of savings in labor costs as a result of the restructuring activities. See Note 3 Accounts Receivable, Net and Significant Customers to our condensed consolidated financial statements for a detailed discussion of the change in estimate of our allowance for doubtful accounts, Note 11 Stock-Based Compensation for more information on the change in our expected forfeiture rate, Note 13 Employee Benefit Plans for a detailed discussion of the substantive termination of our retiree medical plan and Note 14 Restructuring Charges for further information about our restructuring activities during the nine months ended September 25, 2009.

Deferred Compensation Plan

We allow our U.S.-based officers and director-level employees to defer a portion of their compensation under the Altera Corporation Non-Qualified Deferred Compensation Plan (NQDC Plan). Since the inception of the NQDC Plan, we have not made any contributions to the NQDC Plan and we have no commitments to do so in the future. There are no NQDC Plan provisions that provide for any guarantees or minimum return on investments. Investment income or loss earned by the NQDC Plan is recorded as *Loss (gain) on deferred compensation plan securities* in our condensed consolidated statements of income. We reported net investment gains of \$5.5 million and \$9.1 million on NQDC Plan assets for the three and nine months ended September 25, 2009, respectively. We reported net investment losses of \$3.2 million and \$7.9 million on NQDC Plan assets for the three and nine months ended September 26, 2008, respectively. These amounts resulted from the overall market performance of the underlying securities. The investment loss (gain) also represents a decrease (increase) in the future payout to employees and is recorded as *Compensation expense (benefit) - deferred compensation plan* in our condensed consolidated statements of income. The compensation expense (benefit) associated with our deferred compensation plan obligations is offset by losses (gains) from related securities. The net effect of the investment income or loss and related compensation expense or benefit has no impact on our income before income taxes, net income, or cash balances. See Note 13 Employee Benefit Plans to our condensed consolidated financial statements for a detailed discussion of our NQDC Plan.

Interest Income and Other

Interest income and other decreased by \$6.8 million and \$18.3 million for the three and nine months ended September 25, 2009 when compared with the same periods in 2008, respectively. *Interest income and other* consists mainly of interest income generated from investments in high-quality fixed income securities. The decrease in *Interest income and other* was primarily due to a decrease in interest income as a result of lower returns on our money market funds.

Interest Expense

Interest expense decreased by \$2.8 million and \$7.2 million for the three and nine months ended September 25, 2009 when compared with the same periods in 2008, respectively. The year-over-year decrease in *Interest expense* was due

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primarily to the decrease in borrowing costs under our long term credit facility. The decrease in borrowing costs primarily reflects a significant reduction in LIBOR rates, which represents the principal basis of our interest rate. The impact of lower LIBOR rates was partially offset by higher weighted average outstanding borrowings in the nine months ended September 25, 2009. See Note 9 Long-term Credit Facility to our condensed consolidated financial statements.

Income Tax Expense

Our effective tax rate reflects the impact of a significant amount of our earnings being taxed in foreign jurisdictions at rates below the U.S. statutory tax rate. Our effective tax rate for the three months ended September 25, 2009 was 14.1%, compared with 16.5% for the three months ended September 26, 2008. The net decrease in our effective tax rate in the quarter ended September 25, 2009 was primarily due to the impact of proportionately higher earnings in foreign jurisdictions taxed at rates below the U.S. statutory tax rate and the extension of the U.S. Federal Research and Development Tax Credit (R&D Tax Credit) through 2009 that was signed into law in late 2008.

Our effective tax rate for the nine months ended September 25, 2009 was 20.9%, compared with 16.5% for the nine months ended September 26, 2008. The significant net increase in our effective tax rate in the nine months ended September 25, 2009 was primarily due to the impact of two discrete income tax expense charges. First, on May 27, 2009, the Ninth Circuit Court of Appeals issued its ruling in the case of Xilinx, Inc. v. Commissioner (Xilinx Case), holding that stock-based compensation was required to be included in certain transfer pricing arrangements between a U.S. company and its foreign subsidiary. As a result of the ruling in the Xilinx Case, we recognized a discrete income tax expense charge of \$11.5 million during the three month period ended June 26, 2009. Secondly, on February 20, 2009, California enacted changes in tax laws that are expected to have a beneficial impact on the Company s effective tax rate beginning in 2011. As a result, we revalued our state deferred tax assets that are expected to reverse after the effective date of the change and recognized a discrete income tax expense charge of \$2.0 million during the three month period ended March 27, 2009. These adjustments were partially offset by proportionately higher earnings in foreign jurisdictions taxed at rates below the U.S. statutory tax rate and the extension of the R&D Tax Credit.

See Note 12 Income Taxes to our condensed consolidated financial statements for further discussion of our effective tax rate.

As of September 25, 2009, we had \$235.1 million of unrecognized tax benefits. We are unable to make reasonably reliable estimates of the periods of cash settlements with the relevant taxing authorities.

Restructuring Charges

During the quarter ended September 25, 2009, we announced a net reduction of approximately 87 positions, which represented 3.2% of our workforce. As a result, we incurred restructuring related charges of approximately \$4.8 million in the three months ended September 25, 2009. The charges were comprised of employee severance costs of approximately \$4.7 million in connection with the workforce reduction and operating lease impairments of approximately \$0.1 million. As a result of the workforce reduction, we expect to achieve annual net cost savings of approximately \$9.0 million.

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During the quarter ended March 27, 2009, we announced a net reduction of approximately 33 positions, which represented 1.2% of our workforce. As a result, we incurred restructuring-related charges of approximately \$5.2 million in the first quarter of 2009. The charges were comprised of employee severance costs of approximately \$2.9 million and charges related to the termination of certain external sales representatives of approximately \$2.3 million. As a result of these actions, the annual net cost savings are expected to be approximately \$11.0 million.

The restructuring charges included in our condensed consolidated statements of income for the three and nine months ended September 25, 2009 were as follows:

| <i>(In thousands)</i> | Three Months Ended September 25, 2009 | Nine Months Ended September 25, 2009 |
|--|--|---|
| Cost of sales | \$ 137 | \$ 137 |
| Research and development expense | 3,878 | 4,104 |
| Selling, general, and administrative expense | 738 | 5,728 |
| | \$ 4,753 | \$ 9,969 |

For the three and nine months ended September 25, 2009, we paid \$4.0 million and \$7.7 million, respectively, of our accrued restructuring obligations. We anticipate that the remaining restructuring obligations of \$2.9 million as of September 25, 2009 will be substantially paid prior to December 31, 2009.

See Note 14 Restructuring Charges to our condensed consolidated financial statements for further discussion of our restructuring charges.

Table of Contents**FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

We derive our liquidity and capital resources primarily from our cash flows from operations. We have a \$750 million unsecured revolving credit facility (the Facility), which has been used primarily to fund common stock repurchases and to realign our capital structure. As of September 25, 2009, we have borrowed \$500 million under the Facility. The remaining capacity of \$250 million available under the Facility also represents a source of liquidity. The terms of the Facility require compliance with certain financial and non-financial covenants. Financial covenants require us to maintain certain financial ratios related to interest coverage and financial leverage. As of September 25, 2009, we were in compliance with all such covenants. See Note 9 Long-term Credit Facility to our condensed consolidated financial statements for further discussion of the Facility.

We use cash from operations and available amounts under the Facility for repurchases of our common stock, cash dividends, and capital expenditures. Based on past performance and current expectations, we believe our current available sources of funds including cash, cash equivalents, and the Facility, plus anticipated cash generated from operations, will be adequate to finance our operations, stock repurchases, cash dividends and capital expenditures for at least the next year.

Our cash and cash equivalents balance during the nine months ended September 25, 2009 increased by \$147.2 million. The change in cash and cash equivalents during the nine months ended September 25, 2009 and September 26, 2008 was as follows:

| <i>(In thousands)</i> | Nine Months Ended | |
|--|-------------------------------|-------------------------------|
| | September 25, 2009 | September 26, 2008 |
| Net cash provided by operating activities | \$ 196,354 | \$ 341,436 |
| Net cash provided by (used for) investing activities | (11,590) | 108,682 |
| Net cash used for financing activities | (37,568) | (60,817) |
| Net increase in cash and cash equivalents | \$ 147,196 | \$ 389,301 |

Operating Activities

In the nine months ended September 25, 2009, our operating activities provided \$196.4 million in cash, primarily attributable to net income of \$148.1 million, adjusted for non-cash stock-based compensation expense of \$44.7 million (net of related tax effects), depreciation and amortization of \$22.1 million, deferred income tax expense of \$1.4 million and a non-cash gain on the substantive termination of our retiree medical plan of \$6.5 million. Significant changes in working capital accounts (excluding cash and cash equivalents) included a \$9.1 million decrease in *Accounts payable and other liabilities* and a \$172.8 million increase in *Accounts receivable, net*, partially offset by a \$87.5 million increase in *Deferred income and allowances on sales to distributors*, an \$18.8 million decrease in *Inventories*, a \$29.2 million decrease in *Other assets* and a \$31.2 million increase in *Income tax payable*.

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Our sales to distributors are primarily made under agreements allowing for subsequent price adjustments and returns, and we defer recognition of revenue until the products are resold by the distributor. At the time of shipment to distributors, we (1) record a trade receivable at the list selling price since there is a legally enforceable obligation from the distributor to pay us currently for product delivered, (2) relieve inventory for the carrying value of goods shipped since legal title has passed to the distributor, and (3) record deferred revenue and deferred cost of sales in *Deferred income and allowances on sales to distributors* in the liability section of our condensed consolidated balance sheets. Accordingly, increases in *Accounts receivable, net* associated with higher billings are generally offset by corresponding increases in *Deferred income and allowances on sales to distributors*. However, timing differences between gross billings, advances to distributors, discounts earned, collections, revenue recognition and changes in the mix of sales to OEMs and distributors may result in a temporary interruption to the normal relationship between these two accounts.

The \$172.8 million increase in *Accounts receivable, net*, principally relates to increased billings to distributors and OEMs associated with an upward trend in demand for our products in September 2009 compared with December 2008. *Deferred income and allowances on sales to distributors* increased by \$87.5 million during the nine months ended September 25, 2009. The net increase of \$85.3 million, representing a use of cash in our condensed consolidated statements of cash flows for the nine months ended September 25, 2009, relates to factors associated with timing, as described above, partially offset by a \$42.2 million cash inflow arising from the repayment of advances by distributors. Repayments of advances by distributors primarily resulted from changes in distributor working capital requirements. See Note 6 *Deferred Income and Allowances on Sales to Distributors* to our condensed consolidated financial statements.

The effects of timing on the relationship between *Accounts receivable, net* and *Deferred income and allowances on sales to distributors* was more pronounced in the nine months ended September 25, 2009 as achieving lower overall inventory levels generally caused distributors to reduce orders at the end of 2008, resulting in a significant reduction in the December 31, 2008 balance of *Accounts receivable, net*. During the nine month period ended September 25, 2009, distributor inventory levels increased by approximately 6.9%. In addition, gross billings to distributors were weighted more heavily toward the end of the period. As a result, the ratio of *Accounts receivable, net* to *Deferred income and allowances on sales to distributors* has been restored to more normal levels. Activity affecting *Deferred income and allowances on sales to distributors* for the nine months ended September 25, 2009 is presented in Note 6 *Deferred Income and Allowances on Sales to Distributors* to our condensed consolidated financial statements.

The \$18.8 million decrease in *Inventories* resulted from proactive management of inventory levels, primarily in work-in-process inventory. The \$29.2 million decrease in *Other assets* is primarily due to a \$23.2 million in repayments of advances from distributors made in previous periods to, in substance, finance distributors' accounts receivable and inventory. The repayment of advances resulted from changes in distributor working capital requirements. See Note 6 *Deferred Income and Allowances on Sales to Distributors* to our condensed consolidated financial statements for a detailed discussion. The \$31.2 million increase in *Income tax payable* is primarily due to taxes accrued on our income before income taxes and the recognition of a discrete income tax expense charge of \$11.5 million as a result of the ruling in the Xilinx Case. See Note 12 *Income Taxes* to our condensed consolidated financial statements for a detailed discussion.

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Investing Activities

Cash used for investing activities in the nine months ended September 25, 2009 primarily consisted of net purchases of deferred compensation plan securities of \$1.7 million and purchases of property and equipment of \$9.2 million. As of September 25, 2009, we no longer held any available-for-sale investments. We completed construction of a new office building in Penang, Malaysia and incurred total capital expenditures of \$28.5 million.

Financing Activities

Cash used for financing activities in the nine months ended September 25, 2009 primarily consisted of cash dividend payments of \$44.1 million, principal payments on capital lease obligations of \$2.4 million and minimum statutory withholding for vested restricted stock units of \$10.6 million, partially offset by proceeds of \$19.0 million from the issuance of common stock to employees through our employee stock plans. Our dividend policy could be impacted in the future by, among other items, future changes in our cash flows from operations and our capital spending needs such as those relating to research and development, investments and acquisitions, common stock repurchases, and other strategic investments.

CONTRACTUAL OBLIGATIONS

We depend entirely upon subcontractors to manufacture our silicon wafers and provide assembly and test services. Due to lengthy subcontractor lead times, we must order these materials and services from these subcontractors well in advance, and we are obligated to pay for the materials and services once they are completed. As of September 25, 2009, we had approximately \$104.0 million of outstanding purchase commitments to such subcontractors. We expect to receive and pay for these materials and services within the next four to six months.

We also lease facilities under non-cancelable lease agreements expiring at various times through 2015. There have been no significant changes to our operating lease obligations since December 31, 2008. The balance of our capital lease obligations included in our condensed consolidated balance sheets was \$2.9 million as of September 25, 2009 and \$5.1 million as of December 31, 2008.

In addition to these lease and purchase obligations, in the normal course of business, we enter into a variety of agreements and financial commitments. It is not possible to predict the maximum potential amount of future payments under these agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments pursuant to such agreements have not been material. We believe that any future payments required pursuant to such agreements would not be significant to our consolidated financial position or operating results.

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As of September 25, 2009, we had \$235.1 million of unrecognized tax benefits. Due to the uncertainty with respect to the timing of future cash flows associated with our unrecognized tax benefits as of September 25, 2009, we are unable to make reasonably reliable estimates of the periods of cash settlements with the relevant taxing authorities.

OFF-BALANCE SHEET ARRANGEMENTS

As of September 25, 2009, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

IMPACT OF FOREIGN CURRENCY AND INFLATION

Although we purchase the majority of our materials and services in U.S. dollars and sell our products to OEMs and distributors in U.S. dollars, we have international operations and are, therefore, subject to foreign currency rate exposure. For non-U.S. subsidiaries and branches, foreign currency transaction gains and losses and the impact of the remeasurement of local currency assets and liabilities into U.S. dollars for the nine months ended September 25, 2009 and September 26, 2008 were not significant. During 2008, we entered into forward foreign exchange contracts to reduce our exposure to foreign currency rate changes related to the construction cost for our new building in Penang, Malaysia. As of December 31, 2008, all forward contracts had matured. We did not enter into any forward contracts in the nine months ended September 25, 2009. We do not enter into foreign exchange transactions for trading or speculative purposes.

SUBSEQUENT EVENT

We evaluated subsequent events through October 21, 2009 when the financial statements were issued. On October 12, 2009, our Board of Directors declared a quarterly cash dividend of \$0.05 per common share, which is payable on December 1, 2009 to stockholders of record on November 10, 2009.

RECENT ACCOUNTING PRONOUNCEMENTS

Accounting Standards Adopted in the Nine Months Ended September 25, 2009

FASB Accounting Standards Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued the *FASB Accounting Standards Codification* (the Codification), the authoritative guidance for GAAP. The Codification, which changes the referencing of financial standards, became effective for interim and annual periods ending on or after September 15, 2009. The Codification is now the single official source of authoritative U.S. GAAP (other than guidance issued by the SEC), superseding existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force (EITF), and related literature. Only one level of authoritative U.S. GAAP now exists. All other literature is considered non-authoritative. The Codification does not change U.S. GAAP. We adopted the Codification during the quarter ended September 25, 2009. The adoption of the Codification did not have any substantive impact on our condensed consolidated financial statements or related footnotes.

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Fair Value Measurements and Disclosures

In April 2009, the FASB issued additional guidance for estimating fair value when the market activity for an asset or liability has declined significantly. We adopted the guidance during the quarter ended June 26, 2009. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 15 Fair Value Measurements to our condensed consolidated financial statements.

In April 2009, the FASB issued authoritative fair value disclosure guidance for financial instruments. The guidance requires disclosures for interim reporting periods of publicly traded companies as well as in annual financial statements. The guidance also requires those disclosures in summarized financial information at interim reporting periods. We adopted the guidance during the quarter ended June 26, 2009. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 15 Fair Value Measurements to our condensed consolidated financial statements.

In September 2006, the FASB issued authoritative guidance for fair value measurements, which defines fair value, establishes a framework and gives guidance regarding the methods used for measuring fair value, and expands disclosures about fair value measurements. Effective December 29, 2007, we adopted the guidance as it applies to our financial instruments. Effective January 1, 2009, we adopted the guidance for our non-financial assets and non-financial liabilities. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 15 Fair Value Measurements to our condensed consolidated financial statements.

Subsequent Events

In May 2009, the FASB issued authoritative guidance for subsequent events, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The guidance sets forth the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements. The guidance also requires the disclosure of the date through which an entity has evaluated subsequent events and whether that date represents the date the financial statements were issued or were available to be issued. During the quarter ended June 26, 2009, we adopted the guidance. The adoption of the guidance did not have a significant impact on our condensed consolidated financial statements or related footnotes. See Note 16 Subsequent Event to our condensed consolidated financial statements.

Derivatives and Hedging

In March 2008, the FASB issued authoritative guidance for enhanced disclosures for derivative instruments, including those used in hedging activities. Effective January 1, 2009, we adopted the guidance. The adoption of the guidance did not have any impact on our condensed consolidated financial statements or related footnotes.

Recent Accounting Developments

In August 2009, the FASB issued additional authoritative guidance for the fair value measurement of liabilities. The guidance is effective for the first reporting period (including interim periods) beginning after issuance. We will apply the guidance in the fourth quarter of fiscal 2009. The adoption of the guidance is not expected to have any significant impact on our condensed consolidated financial statements or related footnotes.

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ITEM 3: Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our exposure to market risk as a result of changes in interest rates relates primarily to our investment portfolio, certain interest-rate sensitive assets held under the Altera Corporation Non-Qualified Deferred Compensation Plan (NQDC Plan) and our long-term credit facility. Our NQDC Plan assets include holdings of various issuers, types and maturity dates. The primary objective of our investment activities is to preserve principal while at the same time maximizing yields without significantly increasing risk. The market value of these investments on any given day during the investment term may vary as a result of market interest rate fluctuations. A hypothetical 10% movement in interest rates during the investment term would not likely have a material impact on the fair value of our investment portfolio or NQDC Plan assets. The actual impact on the fair value of these assets in the future may differ materially from this analysis, depending on actual balances and changes in the timing and the amount of interest rate movements.

Our consolidated operating results are dependent on, among other factors, interest income on our cash equivalents. If interest rates decline, our consolidated operating results may be negatively impacted.

In addition to our cash flows from operations, we derive our liquidity from our long-term credit facility (the Facility). Our total borrowings under the Facility as of September 25, 2009 were \$500 million. Borrowings under this Facility bear a variable interest rate at either a Eurodollar rate (LIBOR) or a Prime rate, at our option, plus an applicable margin based upon certain financial ratios, determined and payable quarterly. The interest rate as of September 25, 2009 was LIBOR plus 0.425%. In addition, we pay a facility fee on the entire Facility. This facility fee varies with certain financial ratios and was 0.125% as of September 25, 2009.

Our consolidated operating results and cash flows are exposed to changes in interest rates that could adversely affect the amount of interest expense incurred and paid on the Facility in any given period. Due to the variable interest rate on the Facility, the fair value of the Facility would not likely be materially affected by any future changes in the interest rates.

Equity Price Risk

We are exposed to equity price risk inherent in the marketable equity securities held in our NQDC Plan. A hypothetical 10% adverse change in the stock prices of these equity securities would not result in a material impact on our consolidated financial position, operating results or cash flows.

Foreign Currency Risk

Although we purchase the majority of our materials and services in U.S. dollars and sell our products to OEMs and distributors in U.S. dollars, we do have international operations and are, therefore, subject to foreign currency rate exposure. To date, our exposure to exchange rate volatility, resulting from foreign currency transaction gains and losses and remeasurement of local currency assets and liabilities into U.S. dollars, has been insignificant. During 2008, we entered into forward foreign exchange contracts to reduce our exposure to foreign currency rate changes related to the construction cost for our new building in Penang, Malaysia. As of December 31, 2008, all forward foreign exchange contracts had matured.

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ITEM 4: Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as amended, as of the end of the period covered by this Quarterly Report on Form 10-Q (the Evaluation Date).

The purpose of this evaluation was to determine if, as of the Evaluation Date, our disclosure controls and procedures were designed and operating effectively to provide reasonable assurance that the information relating to Altera, required to be disclosed in our Exchange Act filings (i) was recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Based on the evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of the Evaluation Date, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15(d)-15(f) under the Exchange Act) that occurred during the period covered by this quarterly report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitation on Effectiveness of Controls

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. The design of any control system is based, in part, upon the benefits of the control system relative to its costs. Control systems can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. In addition, over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies and procedures may deteriorate. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

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PART II OTHER INFORMATION

ITEM 1: Legal Proceedings

We have been named as a party to several lawsuits concerning our historical stock option practices and related accounting and reporting.

In May and July 2006, we were notified that three shareholder derivative lawsuits had been filed in the Superior Court of the State of California, County of Santa Clara, by persons identifying themselves as Altera shareholders and purporting to act on behalf of Altera, naming Altera Corporation as a nominal defendant and naming some of our current and former officers and directors as defendants. On July 12, 2006, one of these derivative actions was voluntarily dismissed by the plaintiff shareholder. The remaining two derivative lawsuits pending in Santa Clara Superior Court were consolidated into a single action on September 5, 2006. Plaintiffs filed a second amended consolidated complaint on December 15, 2006. On January 30, 2007, Altera and the defendants filed a motion to stay this action pending resolution of the federal derivative action (discussed below). On February 11, 2009, one of the remaining derivative plaintiffs voluntarily dismissed his derivative claims and, on March 20, 2009, the other remaining derivative plaintiff filed a third amended complaint. In June 2009, Altera and the defendants demurred to the third amended complaint. After the court issued a tentative ruling in favor of Altera, the parties agreed to stay the action in order to allow plaintiff to serve a demand on Altera's board of directors. The plaintiff must serve the demand by November 2, 2009 or the case will be dismissed with prejudice.

The consolidated California state court action names Altera Corporation as a nominal defendant and the following current and former Altera officers and directors as defendants: John P. Daane, Nathan M. Sarkisian, Denis M. Berlan, Robert W. Reed, Robert J. Finocchio, Jr., Kevin McGarity, Paul Newhagen, William E. Terry, Susan Wang, Charles M. Clough, Rodney Smith, Michael B. Jacobs, Erik Cleage, Deborah Reiman, Michael J. Ellison, C. Wendell Bergere, Clive McCarthy, and Peter Smyth. Plaintiffs assert claims against these individual defendants for breach of fiduciary duty, waste of corporate assets, unjust enrichment, violations of California Corporation Code section 25402, breach of fiduciary duty for insider selling and misappropriation of information, and deceit. Plaintiff's claims concern the granting of stock options by Altera between 1994 and 2001 and the alleged filing of false and misleading financial statements between 1994 and 2006. All of these claims are asserted derivatively on behalf of Altera. Plaintiff seeks, among other relief, an indeterminate amount of damages from the individual defendants and a judgment directing Altera to reform its corporate governance practices.

During the months of May, June, and July 2006, four other derivative lawsuits were filed by purported Altera shareholders, on behalf of Altera, in the United States District Court for the Northern District of California. On August 8, 2006, these actions were consolidated, and the plaintiffs filed a consolidated complaint on November 30, 2006. On September 15, 2008, the plaintiffs voluntarily agreed to dismiss the case. On September 18, 2008, the court entered an order dismissing the case.

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Among the defendants that were named in these derivative actions were Altera Corporation as a nominal defendant and the following current and former officers and directors of Altera: John P. Daane, Nathan M. Sarkisian, Denis M. Berlan, Robert W. Reed, Robert J. Finocchio, Jr., Kevin McGarity, Paul Newhagen, William E. Terry, Susan Wang, Charles M. Clough, Rodney Smith, Michael B. Jacobs, Katherine E. Schuelke, John R. Fitzhenry, Deborah Reiman, Michael J. Ellison, C. Wendell Bergere, Clive McCarthy, and Peter Smyth. The first amended consolidated complaint included claims for violations of Sections 10(b), 14(a), and 20(a) of the Securities Exchange Act of 1934, breach of fiduciary duty, corporate waste, gross mismanagement, unjust enrichment, abuse of control, insider selling and misappropriation of information, rescission, accounting, and violations of California Corporation Code sections 25402 and 25502.5. Plaintiffs' claims concerned the granting of stock options by Altera between 1995 and 2001 and the alleged filing of false and misleading financial statements between 1996 and 2005.

ITEM 1A: Risk Factors

There have been no material changes from the risk factors previously described under Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2008. For additional information regarding risk factors, please refer to the description of the risk factors associated with our business previously disclosed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2008, which is incorporated herein by reference.

Before you decide to buy, hold, or sell our common stock, you should carefully consider the risks described in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2008 and the other information contained elsewhere in this report. These risks are not the only risks facing our company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. Our business, consolidated operating results and financial position could be seriously harmed if any of the events underlying any of these risks or uncertainties actually occurs. In that event, the market price for our common stock could decline, and you may lose all or part of your investment.

ITEM 2: Unregistered Sales of Equity Securities and Use of Proceeds

Items 2(a) and 2(b) are inapplicable.

2(c) Issuer Purchases of Equity Securities

Except for the shares tendered by employees to satisfy minimum statutory withholding requirements, we did not repurchase any of our common stock during the nine months ended September 25, 2009. Since the inception of our stock repurchase program in 1996 through September 25, 2009, our board of directors has authorized 183.0 million shares for repurchase and we have repurchased a total of 178.3 million shares of our common stock for an aggregate cost of \$3.7 billion. All shares were retired upon acquisition. As of September 25, 2009, 4.7 million shares remained authorized for repurchase under our stock repurchase program. No existing repurchase plans or programs expired, nor have we decided to terminate any repurchase plans or programs prior to expiration. There are no existing plans or programs under which we intend to make further purchases.

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ITEM 6: Exhibits

| Exhibit | |
|----------------|--|
| No. | Description |
| #10.2+ | Altera Corporation 1987 Employee Stock Purchase Plan, as amended and restated May 12, 2009. |
| #10.20+ | Altera Corporation 2005 Equity Incentive Plan, as amended and restated May 12, 2009. |
| #31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934. |
| #31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934. |
| #32.1 | Certification of 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 Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| #101 | The following financial information from Altera Corporation's Quarterly Report on Form 10-Q for the quarter ended September 25, 2009 filed with the SEC on October 21, 2009, formatted in XBRL includes: (i) Condensed Consolidated Balance Sheets as of September 25, 2009 and December 31, 2008, (ii) Condensed Consolidated Statements of Income for the Three and Nine Months Ended September 25, 2009 and September 26, 2008, (iii) Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 25, 2009 and September 26, 2008, and (iv) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text. |
| # | Filed herewith. |
| + | Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Report on Form 10-Q pursuant to Item 6 thereof. |

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SIGNATURES

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

ALTERA CORPORATION

By: */s/* JAMES W. CALLAS
James W. Callas
Vice President (duly authorized officer) and
Chief Financial Officer (Principal Financial and
Accounting Officer)

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