Risk Factors Comparison 2023-08-04 to 2022-08-05 Form: 10-K

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A description of factors that could materially affect our business, financial condition or operating results is provided below. Risk Factors Summary The following summarizes the most material risks that make an investment in our securities risky or speculative. If any of the following risks occur or persist, our business, financial condition and results of operations could be materially harmed **,** and the price of our common stock could significantly decline. ~~COVID- 19 Pandemic~~ **Commercial, Operational, Financial and Regulatory** Risks • **Our vulnerability** ~~Shortages or disruption in the supply chain could affect our ability~~ to ~~timely process components for our products~~ **a weakening in the condition of the financial markets and the global economy** ; ~~• Travel bans, lockdowns, or quarantine requirements could delay our ability to install or service our products; • Governmental orders or employee exposure could cause manufacturing stoppages for us or our customers or suppliers; • Continued volatility and uncertainty in customer demand for our products, delivery pushouts or cancellations of orders by our customers; • Increased costs or inability to acquire components necessary for the manufacture of our products; • Absence of liquidity at customers and suppliers; and • Loss of efficiencies and increased cybersecurity risks due to remote working requirements for our employees. Commercial, Operational, Financial and Regulatory Risks~~ • Risks related to our international operations, such as tariffs or similar trade impairments, and longer payment cycles or collection difficulties associated with international sales; • ~~Our vulnerability to a weakening in the condition of the financial markets and the global economy; • Intellectual property disputes can be expensive and could result in an inability to sell our products in certain jurisdictions; •~~ Laws, rules, regulations or other orders that may limit our ability to sell our products or provide service on products previously sold to certain customers **; • IP disputes can be expensive and could result in an inability to sell our products in certain jurisdictions** ; • Increasing attention to ESG matters, including any targets or other ESG initiatives, could result in additional costs or risks or adversely impact our business; • We may be unable to attract, onboard and retain key personnel; • Reliance on third- party service providers could result in disruptions if such third parties cannot perform services for us in a timely manner; • Cybersecurity incidents could result in the loss of valuable information or assets or subject us to costly disruption, remediation, regulatory investigations, litigation and reputational damage; • We may face disruptions if we cannot access critical information in a timely manner due to system failures; • We may not find suitable acquisition candidates or fail to successfully integrate our acquisitions; • Natural disasters, such as earthquakes, health ~~epidemics~~ **crises such as the COVID- 19 pandemic** , acts of terrorism or war or other catastrophic events, and the lack of insurance thereof, could significantly disrupt our operations **, including affecting the global supply chain,** for lengthy periods of time; • We are exposed to fluctuations in foreign currency exchange rates, interest rates and the market values of our portfolio investments; • We are subject to tax and regulatory compliance audits; • Economic, political or other conditions in the jurisdictions where we earn profits can impact the tax laws and taxes we pay in those jurisdictions, subsequently impacting our effective tax rate, cash flows and results of operations; • Increased compliance costs with federal securities laws, rules, and regulations, as well as NASDAQ requirements; and • Changes in accounting pronouncements and laws could have unforeseen effects. Industry Risks • We may not be able to keep pace with trends and technological changes in the industries in which we operate; • We have a highly concentrated customer base; and • Prevailing local and global economic conditions may negatively affect the purchasing decisions of our customers. Business Model and Capital Structure Risks • We may not be able to maintain our technology advantage or protect our proprietary rights; • We may not be able to compete with new products introduced by our competitors; • We may not receive components necessary to build our products in a timely manner; • We may fail to operate our business in a manner consistent with our business plan; • We may fail to comply with the covenants in our Revolving Credit Facility **(defined below)** and Senior Notes (~~as~~ defined below), which could impair our ability to borrow needed funds, or require us to repay debt sooner than we planned; • We may not have sufficient financial resources to repay our indebtedness when it becomes due **,** and our leveraged capital structure may divert resources from operations and other corporate uses; • We may not be able to declare cash dividends at all or in any particular amounts; • Risks related to our commercial terms and conditions, including our indemnification of third parties, as well as the performance of our products; • Our government funding for R & D is subject to termination, audit and any further penalties; • We may incur significant restructuring charges or other asset impairment charges or inventory write- offs; and • We are subject to risks related to receivables factoring arrangements, and compliance risk of certain settlement agreements with the government. For a more complete discussion of the material risks facing our business, see below. **We are exposed to** ~~Risks~~ **risks** ~~Related~~ **associated with a weakening in the condition of the financial markets and the global economy. Demand for our products is ultimately driven by the global demand for electronic devices by consumers and businesses. Economic uncertainty frequently leads** to **reduced consumer and business spending, and can cause our customers to decrease, cancel or delay** ~~the~~ **their** ~~COVID- 19 Pandemic~~ **equipment and service orders.** The ~~current COVID- 19 pandemic~~ **tightening of credit markets, rising interest rates** and **concerns regarding** the ~~potential aftereffects from~~ **availability of credit can make** it ~~could materially~~ **more difficult for our customers to raise capital, whether debt or equity, to finance their purchases of capital equipment, including the products we sell. Reduced demand, combined with delays in our customers' ability to obtain financing (or the unavailability of such financing), has, at times in the past, adversely affected our product and service sales and revenues and, therefore, has** ~~harm~~ **harmed** our business **and operating results** , **and our operating results and** financial condition ~~and results of operations~~ **may again be adversely impacted if economic conditions decline from their current levels** . ~~The COVID- 19 pandemic has caused substantial~~ **In addition, a decline in the condition of the** global **financial markets** ~~disruptions, including in the jurisdictions where we conduct business and may cause~~

~~additional disruptions in the future, which are impossible to predict. Local, regional and national authorities in numerous jurisdictions have implemented a variety of measures designed to slow the spread of the virus, including social distancing guidelines, quarantines, banning of non- essential travel and requiring the cessation of non- essential activities on the premises of businesses. In 2022, the Chinese government implemented lockdowns in two of its larger economic hubs, Shenzhen and Shanghai. Lockdowns in major economic hubs such as Shenzhen and Shanghai have led to additional supply chain challenges and could cause delays in the delivery of goods in or around impacted areas, which could both harm our ability to obtain components for our products in a timely manner, delay the delivery of our products in and around those areas, delay installation of our products in those areas or affect customer acceptance processes due to resource mobility restrictions. Any delays in delivering or installing our products~~ could adversely impact the ~~timing of~~ **market values** ~~our~~ - **or liquidity** ~~revenue recognition. While all~~ of ~~our global manufacturing sites are currently operational, any local pandemic outbreaks or~~ **our investments. Our investment portfolio includes corporate and government securities, money market funds and** ~~the~~ **other** ~~advent~~ **types** of ~~new variants~~ **debt** and equity investments.Although we believe our portfolio continues to be comprised of sound investments due to the quality and (where applicable) credit ratings of such investments,a decline in the capital and financial markets or rising interest rates would adversely impact the market value of our investments and their liquidity.If the market value of such investments were to decline,or if we were to have to sell some of our investments under illiquid market conditions,we may be required to recognize an impairment charge on such investments or a loss on such sales,either of which ~~could~~ could **have an adverse effect** ~~require us to temporarily curtail production levels or temporarily cease operations based~~ on **our financial condition** ~~government mandates. Despite the wide availability of COVID- 19 vaccines in the U. S.~~ and **operating results. If** ~~in other parts of the world,~~ we are unable to ~~predict how effective they will continue to be in preventing the spread of COVID- 19 (including its variant strains). In addition, although there has been improvement in the global economy since the severe effects of the COVID- 19 pandemic at its onset, many macroeconomic variables remain dynamic and we continue to experience constraints in our supply chain as discussed below. Some of the risks associated with the pandemic or a worsening of the pandemic in the future include: • Cancellation or reduction of routes available from common carriers, which may cause delays in our ability to deliver or service our products or receive components from suppliers necessary to manufacture or service our products; • Shortages or disruption in the supply chain could affect our ability to procure components for our products on a~~ timely ~~basis or at all, or could require us to commit to increased purchases~~ and **appropriately adapt** ~~provide longer lead times~~ to **changes** ~~secure critical components, which could increase inventory obsolescence risk (refer to the Executive Summary in Part II, Item 7 " Management' s Discussion and Analysis of Financial Condition and Results of Operations " for additional information on supply constraints related to the COVID- 19 pandemic); • Travel bans, lockdowns or the requirement to quarantine for a lengthy period after entering a jurisdiction, which may delay our ability to install the products we sell or service those products following installation; • Governmental orders or employee exposure requiring us, our customers or our suppliers to discontinue manufacturing products at our or their respective facilities for a period of time; • Continued volatility and uncertainty in customer demand for our products, delivery pushouts or cancellation of orders by our customers caused by a global recession~~ resulting from **difficult macroeconomic conditions** ~~the pandemic and the measures implemented by authorities to slow the spread of COVID- 19; • Increased costs or inability to acquire components necessary for the manufacture of our products due to reduced availability or rising inflation; • Absence of liquidity at customers and suppliers caused by disruptions from the pandemic, which may hamper the ability of customers to pay for the products they purchase on time or at all, or hamper the ability of our suppliers to continue to supply components to us in a timely manner or at all; and • Loss of efficiencies due to remote working requirements for our employees. If any of the foregoing risks occur or intensify during this pandemic~~ , our business, financial condition ~~and~~ **or** results of operations ~~could~~ **may** be materially **and** adversely affected. A majority of our annual revenues are derived from outside the US, and we maintain significant operations outside the US. We are exposed to numerous risks as a result of the international nature of our business and operations. ~~A majority of our annual revenues are derived from outside the U. S., and we maintain significant operations outside the U. S.~~ We expect ~~that~~ these conditions ~~will~~ **to** continue in the foreseeable future. Managing global operations and sites located throughout the world presents a number of challenges, including **,** but not limited to: • Global trade issues and changes in and uncertainties with respect to trade policies, including the ability to obtain required import and export licenses, trade sanctions, tariffs and international trade disputes; • Political and social attitudes, laws, rules, regulations and policies within countries that favor domestic companies over non- domestic companies, including customer- or government- supported efforts to promote the development and growth of local competitors; • Ineffective or inadequate legal protection of **IP** ~~intellectual property~~ rights in certain countries; • Managing cultural diversity and organizational alignment; • Exposure to the unique characteristics of each region in the global market, which can cause capital equipment investment patterns to vary significantly from period to period; • Periodic local or international economic downturns; • Potential adverse tax consequences, including withholding tax rules that may limit the repatriation of our earnings, and higher effective income tax rates in foreign countries where we do business; • Compliance with customs regulations in the countries in which we do business; • Existing and potentially new tariffs or other trade restrictions and barriers (including those applied to our products, spare parts and services, or to parts and supplies that we purchase); • Political instability **, geopolitical tensions** , natural disasters, legal or regulatory changes, acts of war such as Russia' s invasion of Ukraine or terrorism in regions where we, our customers or our suppliers have operations or where we or they do business; • Rising inflation and fluctuations in interest and currency exchange rates may adversely impact our ability to compete on price with local providers or the value of revenues we generate from our international business. Although we attempt to manage some of our near- term currency risks through the use of hedging instruments, there can be no assurance that such efforts will be adequate; • Our ability to receive prepayments for certain of our products and services sold in certain jurisdictions. These prepayments increase our cash flows for the quarter in which they are received. If our practice of requiring prepayments in those jurisdictions changes or deteriorates, our cash flows would be harmed; • **Required refunds for customer prepayments**

resulting from our inability to ship to certain jurisdictions, especially for customers in China, as described in more detail below. If we are required to make such refunds, our cash flows could be negatively affected; • Longer payment cycles and difficulties in collecting accounts receivable outside of the U. S.; • Difficulties in managing foreign distributors (including monitoring and ensuring our distributors' compliance with applicable laws); and • Inadequate protection or enforcement of our **IP** ~~intellectual property~~ and other legal rights in foreign jurisdictions. ~~In addition~~ **Any of the factors above could have a significant negative impact on our business and results of operations. Over the past several years** , ~~government controls, either~~ **there have been a variety of rules and regulations issued** by **BIS** ~~the U. S. or other countries,~~ that ~~restrict~~ **have had an impact on our ability to sell certain products and provide certain services to certain customers in China. These rules and regulations may significantly harm** our business **, results** ~~overseas or restrict our ability to import or export our products and services or increase the cost~~ of ~~our~~ operations ~~through the imposition of broad sanctions~~ , **financial condition and cash flows in future periods, unless we are able to obtain required licenses. We maintain significant operations outside the United States, and existing and evolving** trade restrictions **imposed by the U. S. and other governments could significantly disrupt our global operations. The U. S. government has tightened export controls for commodities** , ~~tariffs~~ **software** , **and technology (collectively, " items ") destined to China over the past several years. These controls have included, for example, restrictions on exporting certain items to military end users and for military end uses, the addition of numerous entities to the U. S. Entity List (a list of parties that are generally ineligible to receive U. S.- regulated items without prior licensing from BIS), and the creation of** new ~~controls~~ **licensing requirements that apply to the export** , ~~outright bans~~ **re-export** , **and transfer of certain foreign- made items that are the direct product of U. S. origin technology or produced by a plant or major component of a plant that itself is the direct product of U. S. origin technology and which are destined to Huawei or its affiliates and other specified companies on the U. S. Entity List. In October 2022, BIS published the BIS Rules that introduce restrictions related to semiconductor, semiconductor manufacturing, supercomputer, and advanced computing items and end uses. These rules impose restrictions on** ~~or~~ **our ability to sell, ship, and support certain equipment and** otherwise **conduct** ~~, could harm our~~ business ~~. For example~~ **with certain counterparties** , **primarily including** ~~Commerce has added numerous~~ China- based ~~entities to~~ **companies involved in advanced semiconductor manufacturing. Further,** the **BIS Rules impose new restrictions on the activities of** U. S. ~~Entity List~~ **persons with respect to certain items that are not subject to the Export Administration Regulations (" EAR ")** , ~~including Fujian Jinhua Integrated Circuit Company~~ **which departs from BIS' typical practice of controlling items that are subject to the EAR** , ~~Ltd., Huawei~~ and **could further** ~~Semiconductor Manufacturing International Corporation, restricting~~ --- **restrict** our ability to ~~provide products~~ **conduct business in China. The BIS Rules are complex, and BIS could revise or expand them in response to public comments. Likewise, BIS may issue guidance clarifying the scope of the rules. Such revisions, expansions or guidance could change the impact of the rules for our business. These rules and regulations may significantly harm our business unless we are able to obtain required licenses. We are applying for export licenses, when required, in** ~~and~~ - **an** ~~services~~ **effort** to **avoid disruption to our and our customers' operations, but there can be no assurance that export licenses applied for by either us or our customers will be granted. To the extent BIS does issue licenses to us or to our customers,** such ~~entities without~~ **licenses may have a short duration or require us to satisfy various conditions. If pending** ~~an~~ **and future** export license ~~. Even~~ **applications are not granted, or additional restrictions are imposed, or** if ~~we apply~~ **regulators adopt new interpretations of existing regulations, the potential impact on us could be material by harming our RPO, requiring us to return substantial deposits received from customers in China** for ~~licenses~~ **purchase orders, and / or further limiting our ability** to **meet our contractual obligations and** sell our products or provide services to ~~companies on~~ **our customers in China. We may lose revenue in future periods related to anticipated sales to customers in China unless we are able to replace their orders with other customer orders for which either a license has been obtained or is not required. Our revenue from sales of products and provision of services to customers in China was 27 %, 29 % and 26 % for fiscal years 2023, 2022 and 2021, respectively. Additionally, the Chinese government has adopted, and may further adopt, new regulations, in response to U. S. government actions, which could adversely affect our ability to do business in China. We have controls and procedures designed to maintain compliance with U. S. and other applicable export control laws and regulations; however, we cannot guarantee that such controls and procedures will be successful in preventing violations or allegations of violations, of increasingly complex and often conflicting regulations worldwide. The complexity and evolving nature of the rules and regulations, and the fact that** Commerce **or other relevant regulators might adopt interpretations of regulations that differ from those of the Company, increases our risk of non- compliance. Any violations by us of applicable export laws and regulations could result in significant civil and criminal penalties, including fines and criminal proceedings against the Company or responsible employees, a denial of export privileges, suspension or debarment. Our employees, customers, suppliers or other third parties with whom we work may also engage in conduct for which the Company might be held responsible. We could face significant compliance, litigation or settlement costs and diversion of management** ' s ~~U~~ **attention from our business as a result** . ~~S~~ **Further, the Company may be subject to negative publicity or reputational harm, resulting in reduced demand for our products, employee attrition and other negative impact on our business, results of operations, financial condition and cash flows** . ~~Entity List~~ **We might be** involved in claims or disputes related to **IP** ~~intellectual property~~ or other confidential information that may be costly to resolve,prevent us from selling or using the challenged technology and seriously harm our operating results and financial condition.As is typical in the industries in which we serve,from time to time we have received communications from other parties asserting the existence of patent rights,copyrights,trademark rights or other **IP** ~~intellectual property~~ rights which they believe cover certain of our products,processes,technologies or information.In addition,we occasionally receive notification from customers who believe that we owe them indemnification or other obligations related to **IP** ~~intellectual property~~ claims made against such customers by third parties.With respect to **IP** ~~intellectual property~~ infringement disputes,our customary practice is to evaluate such infringement assertions and to consider whether to seek licenses where appropriate. **However** , there can be no assurance that licenses will be granted ~~. In addition, Commerce has imposed export licensing requirements on China-based customers engaged in military end uses or where Commerce has determined there is a risk of diversion to a military end use, as well as requiring our~~ **or** ~~customers to obtain an export license when they use certain semiconductor capital equipment based on U. S. technology to manufacture products connected to Huawei or its affiliates. To date~~ , ~~these rules have not significantly impacted our operations, but we are continually monitoring their impact. If additional companies are added to Commerce' s U. S. Entity List, or other licensing requirements or restrictions are imposed, thereby limiting our ability to sell our products or services to other customers in China, our business could be significantly harmed. Similar actions by the U. S. government or another country could impact our ability to provide our products and services to existing and potential customers. Any of the factors above could have a significant negative impact on our business and results of operations. We are exposed to risks associated with a weakening in the condition of the financial markets and the global economy. Demand for our products is ultimately driven by the global demand for electronic devices by consumers and businesses. Economic uncertainty frequently leads to reduced consumer and business spending, and can cause our customers to decrease, cancel or delay their equipment and service orders. The tightening of credit markets, rising interest rates and concerns regarding the availability of credit can make it more difficult for our customers to raise capital, whether debt or equity, to finance their purchases of capital equipment, including the products we sell. Reduced demand, combined with delays in our customers' ability to obtain financing (or the unavailability of such financing), has at times in the past adversely affected our product and service sales and revenues and therefore has harmed our business and operating results, and our operating results and financial condition may again be adversely impacted~~ if **granted** economic conditions decline from their current levels...... can be obtained or, if obtained , will be on acceptable terms or that costly litigation or other administrative proceedings will not occur. The inability to obtain necessary licenses or other rights on reasonable terms could seriously harm our results of operations and financial condition. Furthermore, we may potentially be subject to claims by customers, suppliers or other business partners, or by governmental law enforcement agencies, related to our receipt, distribution and / or use of third- party **IP** ~~intellectual property~~ or confidential information. Legal proceedings and claims, regardless of their merit, and associated internal investigations with respect to **IP** ~~intellectual property~~ or confidential information disputes are often expensive to prosecute, defend or conduct; may divert management' s attention and other Company resources; and / or may result in restrictions on our ability to sell our products, settlements on significantly adverse terms or adverse judgments for damages, injunctive relief, penalties and fines, any of which could have a significant negative effect on our business, results of operations and financial condition. There can be no assurance regarding the outcome of future legal proceedings, claims or investigations. The instigation of legal proceedings or claims, our inability to favorably resolve or settle such proceedings or claims, or the determination of any adverse findings against us or any of our employees in connection with such proceedings or claims could materially and adversely affect our business, financial condition and results of operations, as well as our business reputation. We are exposed to various risks related to the legal, regulatory and tax environments in which we perform our operations and conduct our business. We are subject to various risks related to compliance with laws, rules and regulations enacted by legislative bodies and / or regulatory agencies in the countries in which we operate and with which we must comply, including environmental, safety, antitrust, anti- corruption / anti- bribery, unclaimed property, economic sanctions and export control regulations. We have policies and procedures designed to promote compliance with applicable law, but there can be no assurance our policies and procedures will prove completely effective in ensuring compliance by all our personnel, business partners and representatives, for whose misconduct we may under some circumstances be legally responsible. Our failure or inability to comply with existing or future laws, rules or regulations in the countries in which we operate could result in government investigations and / or enforcement actions, which could result in significant financial cost (including investigation expenses, defense costs, assessments and criminal or civil penalties), reputational harm and other consequences that may adversely affect our operating results, financial condition and ability to conduct our business. For instance, in response to Russia' s invasion of Ukraine, the U. S., European Union and other countries have imposed sanctions against Russia, Belarus and certain other regions, entities and individuals, and may impose additional sanctions, export controls or other measures. The imposition of sanctions, export controls and other measures could adversely impact our business including preventing us from performing existing contracts, recognizing revenue, pursuing new business opportunities or receiving payment for products already supplied or services already performed with customers. Additionally, we are subject to various domestic and international environmental laws and regulations, including those that control and restrict the use, transportation, emission, discharge, storage, and disposal of certain chemicals, gases and other substances. Any failure to comply with applicable environmental laws, regulations or requirements may subject us to a range of consequences, including fines, suspension of certain of our business activities, limitations on our ability to sell our products, obligations to remediate environmental contamination, and criminal and civil liabilities or other sanctions. Some of these laws impose strict liability for certain releases, which may require us to incur costs regardless of fault or the legality of actions at the time of release. In addition, changes in environmental laws and regulations (including any relating to climate change and greenhouse gas (" GHG ") emissions) could require us, or others in our value chain, to install additional equipment, alter operations to incorporate new technologies or processes, or revise process inputs, among other things, which may cause us to incur significant costs or otherwise adversely impact our business performance. Various agencies and governmental bodies have expressed particular interest in promulgating rules relating to climate change. For example, in March 2022, the SEC published a proposed rule that would require companies to provide significantly expanded climate- related disclosures in their Form 10- K, which may require us to incur significant additional costs to comply and impose increased oversight obligations on our management and Board of Directors. We also face increasing complexity in our manufacturing, product design and procurement operations as we adjust to new and prospective requirements relating to the composition of our products, including restrictions on lead and other substances and requirements to track the sources, production methods, or provenance of certain metals and other materials. The cost of complying, or ~~of~~ failing to comply, with these and other regulatory requirements or contractual obligations could adversely affect our operating results, financial condition and ability to conduct our business. From time to time, we may receive inquiries, subpoenas, investigative demands or audit notices from governmental or regulatory bodies, or we may make voluntary disclosures, related to legal, regulatory or tax compliance matters, and these matters may result in significant financial cost (including investigation expenses, defense costs, assessments and criminal or civil penalties), reputational harm and other consequences that could materially and adversely affect our operating results and financial condition. In addition, we may be subject to new or amended laws, including laws that conflict with other applicable laws, which may impose compliance challenges and create the risk of non- compliance. In addition, we may **,** from time to time **,** be involved in legal proceedings or claims regarding employment, immigration, contracts, product performance, product liability, antitrust, environmental regulations, securities, unfair competition and other matters. These legal proceedings and claims, regardless of their merit, may be time- consuming and expensive to prosecute or defend, divert management' s attention and resources, and / or inhibit our ability to sell our products. There can be no assurance regarding the outcome of current or future legal proceedings or claims, which could adversely affect our operating results, financial condition and ability to operate our business. Increasing attention to ESG matters, including any targets or other ESG initiatives, could result in additional costs or risks or adversely impact our business. Certain investors, capital providers, shareholder advocacy groups, other market participants, customers and other stakeholder groups have focused increasingly on companies' ESG initiatives, including those regarding climate change, human rights and ~~I & D~~ **inclusion and diversity** , among others. This may result in increased costs, changes in demand for certain types of products, enhanced compliance or disclosure obligations and costs, or other adverse impacts on our business, financial condition or results of operations. From time to time, we create and publish voluntary disclosures regarding ESG matters. Identification, assessment, and disclosure of such matters is complex. Many of the statements in such voluntary disclosures are based on our expectations and assumptions, which may require substantial discretion and forecasts about costs and future circumstances. Additionally, expectations regarding companies' management of ESG matters continues to evolve rapidly, in many instances due to factors that are out of our control. In addition, organizations that provide information to investors on corporate governance and related matters have developed rating processes on evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings could lead to increased negative investor sentiment toward us, our customers, or our industry, which could negatively impact our share price as well as our access to and cost of capital. To the extent ESG matters negatively impact our reputation, it may also impede our ability to compete as effectively to recruit or retain employees, which may adversely affect our operations. Although we may participate in various voluntary frameworks and certification programs, or establish voluntary ESG initiatives, to improve the ESG profile of our operations and product offerings, we cannot guarantee that such efforts will have the intended results. For example, in ~~December~~ **August 2022, we announced new targets to reduce our Scope 1 and 2 emissions by 50 % from our** 2021 **baseline** ~~, we announced a goal~~ to ~~use 100 % renewable electricity across our global operations~~ **2030 and achieve net zero Scope 1 and 2 emissions** by ~~2030~~ **2050** . Our estimates concerning the timing and cost of implementing this and other goals are subject to risks and uncertainties, some of which are outside of our control. Any failure, or perceived failure, to successfully achieve our voluntary goals, or the manner in which we achieve some or any portion of our goals, could adversely impact our reputation or, to the extent related to sustainability- linked capital sources, financial condition and results of operations. Our ESG efforts may also include the adoption, or expansion, of certain ESG practices or policies, which may require us to expend additional resources to implement or to forego certain business opportunities to the extent others in our value chain do not meet pertinent requirements of such policies. By contrast, any failure, or perceived failure, to conform to such policies could have an adverse impact on our reputation and business activities. Our performance may be subject to greater scrutiny as a result of our announcement of any goals or policies and the publication of our performance against the same. Moreover, despite the voluntary nature of such efforts, we may receive pressure from external sources, such as lenders, investors or other groups, to adopt more aggressive climate or other ESG- related initiatives; however, we may not agree that such initiatives will be appropriate for our business, and we may not be able to implement such initiatives because of potential costs or technical or operational obstacles. In addition, we note that certain ESG matters are becoming less " voluntary " as regulators, including the SEC, begin proposing and adopting regulations regarding ESG matters, including, but not limited to **,** climate change- related matters. To the extent we are subject to increased regulatory requirements, we could become subject to increased compliance- related costs and risks, including potential enforcement and litigation. Such ESG matters may also impact our suppliers and customers, which may compound or cause new impacts on our business, financial condition or results of operations. We depend on key personnel to manage our business effectively, and if we are unable to attract, retain and motivate our key employees, our sales and product development could be harmed. Our employees are vital to our success, and our key management, engineering and other employees are difficult to replace. We generally do not have employment contracts with our key employees. Further, we do not maintain key person life insurance ~~on~~ **for** any of our employees. The expansion of high technology companies worldwide and the elevated demand for talent from the growth in the demand for semiconductors following the onset of the COVID- 19 pandemic has increased demand and competition for qualified personnel. Competition for engineering and other technical personnel in many areas of the world in which we operate is especially intense due to the proliferation of technology companies worldwide **. Our competitors have targeted individuals in our organization who have desired skills and experience** . In addition, current or future immigration laws, policies or regulations may limit our ability to attract, hire and retain qualified personnel. If we are unable to attract, onboard and retain key personnel, or if we are not able to attract, assimilate, onboard and retain additional highly qualified employees to meet our current and future needs, our business and operations could be harmed. We outsource a number of services to third- party service providers, which decreases our control over the performance of these functions. Disruptions or delays at our third- party service providers could adversely impact our operations. We outsource a number of services, including our transportation, information systems management and logistics management of spare parts and certain accounting and procurement functions **, among others** , to domestic and overseas third- party service providers. While outsourcing arrangements may lower our cost of operations, they also reduce our direct control over the services rendered. It is uncertain what effect such diminished control will have on the quality or quantity of products delivered or services rendered, on our ability to quickly respond to changing market conditions, or on our ability to ensure compliance with all applicable domestic and foreign laws and regulations. In addition, many of these outsourced service providers, including certain hosted software applications that we use for confidential data storage, **may** employ cloud computing technology ~~for such storage~~ **and other systems** . These providers ~~' cloud computing systems~~ may be susceptible to " cyber incidents, " such as ~~intentional~~ **software vulnerabilities,** cyber- attacks aimed at theft of sensitive data ~~or~~ **,** inadvertent cyber- security compromises, **attacks aimed at operational disruption at the target or third party service providers, all of** which are outside of our control. If we do not effectively develop and manage our outsourcing strategies, if required export and other governmental approvals are not timely obtained, if our third- party service providers pass on the cost of inflation to us or do not perform as anticipated, or do not adequately **maintain operational resilience or fail to** protect our data from cyber- related security breaches, or if there are delays or difficulties in enhancing business processes, we may experience operational difficulties (such as limitations on our ability to ship products), increased costs, manufacturing or service interruptions or delays, loss of **IP** ~~intellectual property~~ rights or other sensitive data, quality and compliance issues, and challenges in managing our product inventory or recording and reporting financial and management information, any of which could materially and adversely affect our business, financial condition and results of operations. We depend on secure information technology for our business and are exposed to risks related to cybersecurity threats and cyber incidents affecting our, our customers', suppliers' and other service providers' systems and networks. In the conduct of our business, we collect, use, transmit and store data on information systems and networks, including systems and networks owned and maintained by KLA and / or by third- party providers. This data includes confidential information, transactional information and **IP** ~~intellectual property~~ belonging to us, our customers and our business partners, as well as personally identifiable information of individuals **. We also integrate and use third- party services and products, including software, in our systems, networks and operations** . Despite network security and other measures, our, our customers', suppliers' and other third- party providers' information systems and networks are susceptible to computer viruses, ransomware, cyber- related security breaches and similar disruptions from unauthorized intrusions, tampering, misuse ~~,~~ or criminal acts made directly against **our systems or networks** , or through our third- party providers ~~in~~ **or** the supply chain, ~~and against, our systems and networks,~~ including phishing, or other events or developments that we may be unable to anticipate or fail to mitigate, including **,** but not limited to **, financial fraud, including check fraud,** vulnerabilities or misconfigurations in information systems, networks, software or hardware **. In addition, insider actors, malicious or otherwise, could misappropriate our, our customers' or business partners' data, tamper with our products or otherwise cause disruptions to our business operations** . We have experienced cyber- related attacks in the past, and **expect** ~~are likely~~ to experience cyber- related attacks **and incidents** in the future. Our security measures may also be breached due to employee errors, malfeasance, or otherwise. Third parties may also attempt to influence employees, users, suppliers or customers to disclose sensitive information in order to gain access to our, our customers' or business partners' data. Because the techniques used to obtain unauthorized access to the information systems change frequently **and increasingly leverage on technologies such as artificial intelligence (" AI ")** , may not be recognized until launched against a target and are increasingly designed to circumvent controls, avoid detection and remove or obfuscate forensic artifacts, we may be unable to anticipate these techniques, implement adequate preventative measures, or adequately identify, investigate and recover from cybersecurity incidents. **AI may be used to generate cyberattacks as AI capabilities improve and are increasingly adopted. These attacks crafted with AI tools could directly attack information systems with greater speed and / or efficiency than a human threat actor or create more effective phishing emails. In addition, the threat could be introduced from the result of our customers and business partners incorporating the output of an AI tool that includes a threat, such as introducing malicious code by incorporating AI generated source code.** Any cybersecurity incident or occurrence could impact our business directly, or indirectly by impacting third parties in the supply chain, in many potential ways: disruptions to operations; misappropriation, corruption or theft of confidential information, including **IP** ~~intellectual property~~ and other critical data, of KLA, our customers or other business partners; misappropriation of funds and Company assets; reduced value of our investments in research, development and engineering; litigation with, or payment of damages to, third parties; reputational damage; costs to comply with regulatory inquiries or actions; data privacy issues; costs to rebuild our information systems and networks; and increased cybersecurity protection and remediation costs. Cybersecurity incidents affecting our customers could result in substantial delays in our ability to ship to those customers or install our products, which could result in delays in revenue recognition or the cancellation of orders, and cybersecurity incidents affecting our suppliers could result in substantial delays in our ability to obtain necessary components for our products from those suppliers, which could hamper our ability to ship our products to our customers, harming our results of operations **. For example, in February 2023, one of our suppliers experienced a ransomware event that caused delays in its manufacturing operations, resulting in its shipment delays to us for components we ordered, which in turn caused delays in some of our outbound shipments during the quarter. Such events could cause disruptions in the future** . We carry insurance that provides limited protection against the potential losses arising from a cybersecurity incident **,** but it will not likely cover all such losses, and the losses it does not cover may be significant. We rely upon certain critical information systems for our daily business operations. Our inability to use or access our information systems at critical points in time could unfavorably impact our business operations. Our global operations are dependent upon certain information systems, including telecommunications, the internet, our corporate intranet, network communications, email and various computer hardware and software applications. System failures or malfunctions, such as difficulties with our customer **and supplier** relationship management ~~system~~ **systems** , could disrupt our operations and our ability to timely and accurately process and report key components of our financial results. Our enterprise resource planning ("

ERP ") system is integral to our ability to accurately and efficiently maintain our books and records, record transactions, provide critical information to our management, and prepare our financial statements. Any disruptions or difficulties that may occur in connection with our ERP system or other systems (whether in connection with the regular operation, periodic enhancements, modifications or upgrades of such systems or the integration of our acquired businesses into such systems, or due to cybersecurity events such as ransomware attacks **, including attacks on the information systems of our business partners and other third parties**) could adversely affect our ability to complete important business processes, such as the evaluation of our internal ~~control~~ **controls** over financial reporting pursuant to Section 404 of the Sarbanes- Oxley Act of 2002. Any of these events could have an adverse effect on our business, operating results and financial condition. Acquisitions are an important element of our strategy but, because of the uncertainties involved, we may not find suitable acquisition candidates and we may not be able to successfully integrate and manage acquired businesses. We are also exposed to risks in connection with strategic alliances into which we may enter. In addition to our efforts to develop new technologies from internal sources, part of our growth strategy is to pursue acquisitions and acquire new technologies from external sources. ~~As part of this effort, in February 2019, we announced that we had consummated our acquisition of Orbotech.~~ We may also enter into definitive agreements for and consummate acquisitions of, or significant investments in, businesses with complementary products, services and / or technologies. There can be no assurance that we will find suitable acquisition candidates, that we can close such acquisitions or that acquisitions we complete will be successful. In addition, we may use equity to finance future acquisitions, which would increase our number of shares outstanding and be dilutive to current stockholders. If we are unable to successfully integrate and manage acquired businesses, if the costs associated with integrating the acquired business exceeds our expectations, or if acquired businesses perform poorly, then our business and financial results may suffer. It is possible that the businesses we have acquired, as well as businesses we may acquire in the future, may perform worse than expected or prove to be more difficult to integrate and manage than anticipated. In addition, we may face other risks associated with acquisition transactions that may lead to a material adverse effect on our business and financial results, including: • We may have to devote unanticipated financial and management resources to acquired businesses; • The combination of businesses may result in the loss of key personnel or an interruption of, or loss of momentum in, the activities of our Company and / or the acquired business; • We may not be able to realize expected operating efficiencies or product integration benefits from our acquisitions; • We may experience challenges in entering into new market segments for which we have not previously manufactured and sold products; • We may face difficulties in coordinating geographically separated organizations, systems and facilities; • The customers, distributors, suppliers, employees and others with whom the companies we acquire have business dealings may have a potentially adverse reaction to the acquisition; • We may have difficulty implementing a cohesive framework of controls, procedures and policies appropriate for a larger, U. S.- based public company at companies that **,** prior to acquisition **,** may not have as robust controls, procedures and policies, particularly ~~,~~ with respect to the effectiveness of cyber and information security practices and incident response plans, compliance with data privacy and protection and other laws and regulations, and compliance with U. S.- based economic policies and sanctions which may not have previously been applicable to the acquired company' s operations; • We may have to write off goodwill or other intangible assets; and • We may incur unforeseen obligations or liabilities in connection with acquisitions including **,** but not limited to **,** cybersecurity risks associated with integrating our networks or systems with those of acquired entities. At times, we may also enter into strategic alliances with customers, suppliers or other business partners with respect to development of technology and **IP** ~~intellectual property~~ . These alliances typically require significant investments of capital and exchange of proprietary, highly sensitive information. The success of these alliances depends on various factors over which we may have limited or no control and requires ongoing and effective cooperation with our strategic partners. Mergers and acquisitions and strategic alliances are inherently subject to significant risks, and the inability to effectively manage these risks could materially and adversely affect our business, financial condition and operating results. Disruption of our manufacturing facilities or other operations or those of our suppliers, or in the operations of our customers, due to **climate change,** earthquake, flood, other natural catastrophic events, **public** health ~~epidemics~~ **crises such as the COVID- 19 pandemic** or terrorism could result in cancellation of orders, delays in deliveries or other business activities, or loss of customers and could seriously harm our business. We have significant manufacturing operations in the U. S., Singapore, Israel, Germany, United Kingdom, Italy and China. In addition, our business is international in nature, with our sales, service and administrative personnel and our customers and suppliers located in numerous countries throughout the world. Operations at our manufacturing facilities and our assembly subcontractors and those of our suppliers, as well as our other operations and those of our customers, are subject to disruption for a variety of reasons, including work stoppages, acts of war such as Russia' s invasion of Ukraine, terrorism, **public** health ~~epidemics and~~ **crises such as the COVID- 19** ~~pandemics~~ **pandemic** , fire, earthquake, volcanic eruptions, **drought, storms, sea- level rise, extreme temperatures,** energy shortages **, spikes in energy demand** or power blackouts **, disruptions in the availability of water necessary for our operations (including, but not limited to, in areas of relatively high water stress)** , flooding or other natural disasters; and certain of these events may become more frequent or intense as a result of climate change. Such disruption **has caused (as with the COVID- 19 pandemic, for example) and** could **in the future** cause **inefficiencies in our workforce and** delays in, among other things, shipments of products to our customers, our ability to perform services requested by our customers, the ability of our suppliers to supply us components for our products in a timely manner, or the timely installation and acceptance of our products at customer sites **. Such disruptions could also induce illiquidity for our customers and suppliers, further straining our supply chain and causing continued uncertainty in customers' abilities to pay for the products they purchase and their demand for our products and services. In case of any disruptions in our supply chain, we may need to commit to increased purchases and provide longer lead times to secure critical components, which could increase inventory obsolescence risk** . We cannot provide any assurance that alternate means of conducting our operations (whether through alternate production capacity or service providers or otherwise) would be available if a major disruption were to occur or that, if such alternate means were available, they could be obtained on favorable terms. **We maintain a program of insurance coverage for a variety of property, casualty and other risks. The types and amounts of insurance we obtain vary depending on availability, cost and decisions with respect to risk retention. Some of our policies have broad exclusions. In addition, one or more of our insurance providers may be unable or unwilling to continue to provide certain coverage in the future or pay a claim. Losses not covered by insurance may be large, which could harm our results of operations and financial condition.** In addition, as part of our cost- cutting actions, we have consolidated several operating facilities. Our California operations are now primarily centralized in our Milpitas facility. The consolidation of our California operations into a single campus could further concentrate the risks related to any of the disruptive events described above, such as acts of war or terrorism, earthquakes, fires or other natural disasters, if any such event were to impact our Milpitas facility. We are predominantly uninsured for losses and interruptions caused by terrorist acts and acts of war. If international political instability **or geopolitical tensions** ~~continues~~ **continue** or ~~increases~~ **increase** , our business and results of operations could be harmed. The threat of terrorism targeted at, or acts of war in, the regions of the world in which we do business increases the uncertainty in our markets. Any act of terrorism or war that affects the economy or the industries we serve could adversely affect our business. Increased international political instability **or geopolitical tensions** in various parts of the world, disruption in air transportation and further enhanced security measures as a result of terrorist attacks may hinder our ability to do business and may increase our costs of operations. We maintain significant operations in Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors, and a state of hostility varying in degree and intensity has led to security and economic challenges for Israel. In addition, some of our employees in Israel are obligated to perform annual reserve duty in the Israel Defense Forces, and may be called to active military duty in emergency circumstances. We cannot assess the impact that emergency conditions in Israel in the future may have on our business, operations, financial condition or results of operations, but it could be material. Instability in any region could directly impact our ability to operate our business (or our customers' ability to operate their businesses), cause us to incur increased costs in transportation, make such transportation unreliable, increase our insurance costs, and cause international currency markets to fluctuate. Instability in the region could also have the same effects on our suppliers and their ability to timely deliver their products. If international political instability **and geopolitical tensions** ~~continues~~ **continue** or ~~increases~~ **increase** in any region in which we do business, our business and results of operations could be harmed ~~. We are predominantly uninsured for losses and interruptions caused by terrorist acts and acts of war~~. We self- insure certain risks including earthquake risk. If one or more of the uninsured events occurs, we could suffer major financial loss. We purchase insurance to help mitigate the economic impact of certain insurable risks; however, certain risks are uninsurable, are insurable only at significant cost or cannot be mitigated with insurance. Accordingly, we may experience a loss that is not covered by insurance, either because we do not carry applicable insurance or because the loss exceeds the applicable policy amount or is less than the deductible amount of the applicable policy. For example, we do not currently hold earthquake insurance. An earthquake could significantly disrupt our manufacturing operations, a significant portion of which are conducted in California, an area highly susceptible to earthquakes. It could also significantly delay our research and engineering efforts on new products, much of which is also conducted in California. We take steps to minimize the damage that would be caused by an earthquake, but there is no certainty that our efforts will prove successful in the event of an earthquake. We self- insure earthquake risks because we believe this is a prudent financial decision based on our cash reserves and the high cost and limited coverage available in the earthquake insurance market. Certain other risks are also self- insured either based on a similar cost- benefit analysis, or based on the unavailability of insurance. If one or more of the uninsured events occurs, we could suffer major financial loss. We are exposed to foreign currency exchange rate fluctuations. Although we hedge certain currency risks, we may still be adversely affected by changes in foreign currency exchange rates or declining economic conditions in these countries. We have some exposure to fluctuations in foreign currency exchange rates, primarily the Japanese Yen, the euro, the pound sterling and the **new** Israeli ~~new~~ shekel. We have international subsidiaries that operate and sell our products globally. In addition, an increasing proportion of our manufacturing activities are conducted outside of the U. S., and many of the costs associated with such activities are denominated in foreign currencies. We routinely hedge our exposures to certain foreign currencies with certain financial institutions in an effort to minimize the impact of certain currency exchange rate fluctuations, but these hedges may be inadequate to protect us from currency exchange rate fluctuations. To the extent that these hedges are inadequate, or if there are significant currency exchange rate fluctuations in currencies for which we do not have hedges in place, our reported financial results or the way we conduct our business could be adversely affected. Furthermore, if a financial counterparty to our hedges experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, we may experience material financial losses. We are exposed to fluctuations in interest rates and the market values of our portfolio investments, and an impairment of our investments could harm our earnings. In addition, we and our stockholders are exposed to risks related to the volatility of the market for our common stock. Our investment portfolio primarily consists of both corporate and government debt securities that are susceptible to changes in market interest rates and bond yields. As market interest rates and bond yields increase, those securities with a lower yield- at- cost show a mark- to- market unrealized loss. An impairment of the fair market value of our investments, even if unrealized, must be reflected in our financial statements for the applicable period and may, therefore, have a material adverse effect on our results of operations for that period. In addition, the market price for our common stock is volatile and has fluctuated significantly during recent years. The trading price of our common stock could continue to be highly volatile and fluctuate widely in response to various factors, including **,** without limitation **,** conditions in the semiconductor industry and other industries in which we operate, fluctuations in the global economy or capital markets, our operating results or other performance metrics, or adverse consequences experienced by us as a result of any of the risks described elsewhere in this Item 1A. Volatility in the market price of our common stock could cause an investor in our common stock to experience a loss on the value of their investment in us and could also adversely impact our ability to raise capital through the sale of our common stock or to use our common stock as consideration to acquire other companies. We are exposed to risks in connection with tax and regulatory compliance audits in various jurisdictions. We are subject to tax and regulatory compliance audits (such as related to customs or product safety requirements) in various jurisdictions, and such jurisdictions may assess additional income or other taxes, penalties, fines or other prohibitions against us. Although we believe our tax estimates are reasonable and that our products and practices comply with applicable regulations, the final determination of any such audit and any related litigation could be materially different from our historical income tax provisions and accruals related to income taxes and other contingencies. The results of an audit or litigation could have a material adverse effect on our operating results or cash flows in the period or periods for which that determination is made. A change in our effective tax rate can have a significant adverse impact on our business. We earn profits in, and are therefore potentially subject to taxes in, the U. S. and numerous foreign jurisdictions, including Singapore and Israel, the countries in which we earn the majority of our non- U. S. profits. Due to economic, political or other conditions, tax rates in those jurisdictions may be subject to significant change. A number of factors may adversely impact our future effective tax rates, such as the jurisdictions in which our profits are determined to be earned and taxed; changes in the tax rates imposed by those jurisdictions; expiration of tax holidays in certain jurisdictions that are not renewed; the resolution of issues arising from tax audits with various tax authorities; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; increases in expenses not deductible for tax purposes, including write- offs of acquired in- process research and development ~~(“ IPR & D ”)~~ and impairment of goodwill in connection with acquisitions; changes in available tax credits; changes in stock- based compensation expense; changes in tax laws or the interpretation of such tax laws; changes in generally accepted accounting principles; and the repatriation of earnings from outside the U. S. for which we have not previously provided for U. S. taxes. A change in our effective tax rate can materially and adversely impact our results from operations. In addition, recent changes to U. S. tax laws will significantly impact how U. S. multinational corporations are taxed on foreign earnings. We have completed our accounting for the tax effects of the Tax Cuts and Jobs Act (the “ Tax Act ”), which was enacted into law on December 22, 2017. However, the recent U. S. tax law changes are subject to future guidance from U. S. federal and state governments, such as the Treasury Department and / or the Internal Revenue Service. Any future guidance can change our tax liability. A significant portion of the income taxes due to the enactment of the Tax Act is payable by us over a period of eight years. As a result, our cash flows from operating activities will be adversely impacted until the tax liability is paid in full. Numerous countries are evaluating their existing tax laws due in part, to recommendations made by the Organization for Economic Co- operation and Development’ s Base Erosion and Profit Shifting project. Compliance with federal securities laws, rules and regulations, as well as NASDAQ requirements, has become increasingly complex, and the significant attention and expense we must devote to those areas may have an adverse impact on our business. Federal securities laws, rules and regulations, as well as NASDAQ rules and regulations, require companies to maintain extensive corporate governance measures, impose comprehensive reporting and disclosure requirements, set strict independence and financial expertise standards for audit and other committee members and impose civil and criminal penalties for companies and their chief executive officers, chief financial officers and directors for securities law violations. These laws, rules and regulations have increased, and in the future are expected to continue to increase, the scope, complexity and cost of our corporate governance, reporting and disclosure practices, which could harm our results of operations and divert management’ s attention from business operations. A change in accounting standards or practices or a change in existing taxation rules or practices (or changes in interpretations of such standards, practices or rules) can have a significant effect on our reported results and may even affect reporting of transactions completed before the change is effective. New accounting standards and taxation rules and varying interpretations of accounting pronouncements and taxation rules have occurred and will continue to occur in the future. Changes to (or revised interpretations or applications of) existing accounting standards or tax rules or the questioning of current or past practices may adversely affect our reported financial results or the way we conduct our business. Adoption of new standards may require changes to our processes, accounting systems, and internal controls. Difficulties encountered during adoption could result in internal control deficiencies or delay the reporting of our financial results. Risks Associated with Our Industry Ongoing changes in the technology industry, as well as the semiconductor industry in particular, could expose our business to significant risks. The industries we serve, including the semiconductor, FPD and PCB industries, are constantly developing and changing ~~over time~~. Many of the risks associated with operating in these industries are comparable to the risks faced by all technology companies, such as the uncertainty of future growth rates in the industries that we serve, pricing trends in the end- markets for consumer electronics and other products (which place a growing emphasis on our customers’ cost of ownership), rising inflation in the supply chain and interest rates, changes in our customers’ capital spending patterns and, in general, an environment of constant change and development, including decreasing product and component dimensions, use of new materials, and increasingly complex device structures, applications and process steps. If we fail to appropriately adjust our cost structure and operations to adapt to any of these trends, or, with respect to technological advances, if we do not timely develop new technologies and products that successfully anticipate and address these changes, we could experience a material adverse effect on our business, financial condition and operating results. In addition, we face a number of risks specific to ongoing changes in the semiconductor industry, as a significant majority of our sales are our process control and yield management products sold to semiconductor manufacturers. The trends our management monitors in operating our business include the following: • The potential for reversal of the long- term historical trend of declining cost per transistor with each new generation of technological advancement within the semiconductor industry, and the adverse impact that such reversal may have upon our business; • The increasing cost of building and operating fabrication facilities and the impact of such increases on our customers’ capital equipment investment decisions; • Differing market growth rates and capital requirements for different applications, such as memory and foundry / logic; • Lower level of process control adoption by our memory customers compared to our foundry / logic customers; • Our customers’ reuse of existing and installed products, which may decrease their need to purchase new products or solutions at more advanced technology nodes; • The emergence of disruptive technologies that change the prevailing semiconductor manufacturing processes (or the economics associated with semiconductor manufacturing) and, as a result, also impact the inspection and metrology requirements associated with such processes; • The higher design costs for the most advanced ICs, which could economically constrain leading- edge manufacturing technology customers to focus their resources on only the large, technologically advanced products and applications; • The possible introduction of integrated products by our larger competitors that offer inspection and metrology functionality in addition to managing other semiconductor manufacturing processes; • Changes in semiconductor manufacturing processes that are extremely costly for our customers to implement and, accordingly, our customers could reduce their available budgets for process control equipment by reducing inspection and metrology sampling rates for certain technologies; • The bifurcation of the semiconductor manufacturing industry into (a) leading edge manufacturers driving continued R & D into next- generation products and technologies and (b) other manufacturers that are content with existing (including previous generation) products and technologies; • The ever escalating cost of next- generation product development, which may result in joint development programs between us and our customers or government entities to help fund such programs that could restrict our control and ownership of and profitability from the products and technologies developed through those programs; and • The entry by some semiconductor manufacturers into collaboration or sharing arrangements for capacity, cost or risk with other manufacturers, as well as increased outsourcing of their manufacturing activities, and greater focus only on specific markets or applications, whether in response to adverse market conditions or other market pressures. **New technology trends, such as AI, require us to keep pace with evolving regulations and industry standards. In the United States alone, numerous current and proposed regulatory frameworks relating to the use of AI in products and services exist. We expect the legal and regulatory environment relating to emerging technologies such as AI will continue to develop and may increase business costs, create compliance risks and increase potential liability. Additionally, governments are considering the new issues in intellectual property law that AI creates, which could result in different IP rights in technology we create with AI. The increasing focus on the strategic importance of AI technologies has already resulted in regulatory restrictions that target products and services capable of enabling or facilitating AI, and may in the future result in additional restrictions impacting some or all of our product and service offerings. Such restrictions could include additional unilateral or multilateral export controls on certain products or technology, including but not limited to AI technologies.** Any of the changes described above may negatively affect our customers' rate of investment in the capital equipment that we produce, which could result in downward pressure on our prices, customer orders, revenues and gross margins. If we do not successfully manage the risks resulting from any of these or other potential changes in our industries, our business, financial condition and operating results could be adversely impacted. We are exposed to risks associated with a highly concentrated customer base. Our customer base, particularly in the semiconductor industry, historically has been highly concentrated due to corporate consolidation, acquisitions and business closures. In this environment, orders from a relatively limited number of manufacturers have accounted for, and are expected to continue to account for, a substantial portion of our sales. This increasing concentration exposes our business, financial condition and operating results to a number of risks, including the following: • The mix and type of customers, and sales to any single customer, may vary significantly from quarter to quarter and from year to year, which ~~exposes~~ **expose** our business and operating results to increased volatility tied to individual customers ~~.~~**;** • New orders from our foundry / logic customers in the past several years have constituted a significant portion of our total orders. This concentration increases the impact that future business or technology changes within the foundry / logic industry may have on our business, financial condition and operating results ~~.~~**;** • In a highly concentrated business environment, if a particular customer does not place an order, or if they delay or cancel orders, we may not be able to replace the business. Furthermore, because our process control and yield management products are configured to each customer' s specifications, any changes, delays or cancellations of orders may result in significant, non- recoverable costs ~~.~~**;** • As a result of this consolidation, the customers that survive the consolidation represent a greater portion of our sales and, consequently, have greater commercial negotiating leverage. Many of our large customers have more aggressive policies regarding engaging alternative, second- source suppliers for the products we offer and, in addition, may seek and, on occasion, receive pricing, payment, **IP** ~~intellectual property~~ - related or other commercial terms that may have an adverse impact on our business and we may not be able to pass on the cost of inflation to our customers. Any of these changes could negatively impact our prices, customer orders, revenues and gross margins ~~.~~**;** • Certain customers have undergone significant ownership changes, created alliances with other companies, experienced management changes or have outsourced manufacturing activities, any of which may result in additional complexities in managing customer relationships and transactions. Any future change in ownership or management of our existing customers may result in similar challenges, including the possibility of the successor entity or new management deciding to select a competitor' s products ~~.~~**;** • The highly concentrated business environment also increases our exposure to risks related to the financial condition of each of our customers. For example, as a result of the challenging economic environment during fiscal year 2009, we were (and, in some cases, continue to be) exposed to additional risks related to the continued financial viability of certain of our customers. To the extent our customers experience liquidity issues in the future, we may be required to incur additional credit losses with respect to receivables owed to us by those customers. In addition, customers with liquidity issues may be forced to reduce purchases of our equipment, delay deliveries of our products, discontinue operations or may be acquired by one of our customers, and, in either case, such event would have the effect of further consolidating our customer base ~~.~~**;** • Semiconductor manufacturers generally must commit significant resources to qualify, install and integrate process control and yield management equipment into a semiconductor production line. We believe that once a semiconductor manufacturer selects a particular supplier' s process control and yield management equipment, the manufacturer generally relies upon that equipment for that specific production line application for an extended period of time. Accordingly, we expect it to be more difficult to sell our products to a given customer for that specific production line application and other similar production line applications if that customer initially selects a competitor' s equipment ~~.~~**; and** • Prices differ among the products we offer for different applications due to differences in features offered or manufacturing costs. If there is a shift in demand by our customers from our higher- priced to lower- priced products, our gross margin and revenues would decrease. In addition, when products are initially introduced, they tend to have higher costs because of initial development costs and lower production volumes relative to the previous product generation, which can impact gross margin. Any of these factors could have a material adverse effect on our business, financial condition and operating results. We operate in industries that have historically been cyclical, including the semiconductor industry. The purchasing decisions of our customers are highly dependent on the economies of both the local markets in which they are located and the condition of the industry worldwide. If we fail to respond to industry cycles, our business, financial condition and operating results could be adversely impacted. The timing, length and severity of the up- and- down cycles in the industries in which we serve are difficult to predict. The historically cyclical nature of the semiconductor industry in which we primarily operate is largely a function of our customers' capital spending patterns and need for expanded manufacturing capacity, which, in turn, are affected by factors such as capacity utilization, consumer demand for products, inventory levels and our customers' access to capital. Cyclicality affects our ability to accurately predict future revenue and, in some cases, future expense levels. During down cycles in our industry, the financial results of our customers may be negatively impacted, which could result not only in a decrease in, or cancellation or delay of, orders (which are generally subject to cancellation or delay by the customer with limited or no penalty) but also a weakening of their financial condition that could impair their ability to pay for our products or our ability to recognize revenue from certain customers. Our ability to recognize revenue from a particular customer may also be negatively impacted by the customer' s funding status, which could be weakened not only by rising interest rates, adverse business conditions or inaccessibility to capital markets for any number of macroeconomic or company- specific reasons, but also by funding limitations imposed by the customer' s unique organizational structure. Any of these factors could negatively impact our business, operating results and financial condition. When cyclical fluctuations result in lower than expected revenue levels, operating results may be adversely affected and cost reduction measures may be necessary for us to remain competitive and financially sound. During periods of declining revenues, we must be in a position to adjust our cost and expense structure to prevailing market conditions and to continue to motivate and retain our key employees. If we fail to respond, or if our attempts to respond fail to accomplish our intended results, our business could be seriously harmed. Furthermore, any workforce reductions and cost reduction actions that we adopt in response to down cycles may result in additional restructuring charges, disruptions in our operations and loss of key personnel. In addition, during periods of rapid growth, we must be able to increase manufacturing capacity and personnel to meet customer demand. We can provide no assurance that these objectives can be met in a timely manner in response to industry cycles. Each of these factors could adversely impact our operating results and financial condition. The growth that we have experienced over the past few years has resulted in higher levels of backlog, or ~~remaining performance obligations ("~~ RPO ~~")~~ . The supply chain disruptions caused by the ongoing pandemic as well as favorable market trends have led to customers agreeing to purchase equipment from us with lead times that are longer than our historical experience. As the lead times for delivery of our equipment get longer, the risk increases that customers may choose to change their equipment orders due to the evolution of the customer ~~'~~ ' s technological, production or market needs. This could result in order modifications, rescheduling or even cancellations that may not be communicated to us in a timely manner, causing RPO to remain elevated until agreed with the customer. Customer communication delays for orders already placed could affect our ability to respond quickly in weakening demand environments, which could harm our results of operations. Risks Related to Our Business Model and Capital Structure If we do not develop and introduce new products and technologies in a timely manner in response to changing market conditions or customer requirements, our business could be seriously harmed. Success in the industries in which we serve, including the semiconductor, FPD and PCB industries depends, in part, on the continual improvement of existing technologies and rapid innovation of new solutions. The primary driver of technology advancement in the semiconductor industry has been to shrink the lithography that prints the circuit design on semiconductor chips. To the extent that driver slows, semiconductor manufacturers may delay investments in equipment, investigate more complex device architectures, use new materials and develop innovative fabrication processes. These and other evolving customer plans and needs require us to respond with continued development programs and cut back or discontinue older programs, which may no longer have industry- wide support. Technical innovations are inherently complex and require long development cycles and appropriate staffing of highly qualified employees. Our competitive advantage and future business success depend on our ability to accurately predict evolving industry standards, develop and introduce new products and solutions that successfully address changing customer needs, win market acceptance of these new products and solutions, and manufacture these new products in a timely and cost- effective manner. Our failure to accurately predict evolving industry standards and develop as well as offer competitive technology solutions in a timely manner with cost-effective products could result in loss of market share, unanticipated costs and inventory obsolescence, which would adversely impact our business, operating results and financial condition. We must continue to make significant investments in R & D in order to enhance the performance, features and functionality of our products, to keep pace with competitive products and to satisfy customer demands. Substantial R & D costs typically are incurred before we confirm the technical feasibility and commercial viability of a new product, and not all development activities result in commercially viable products. There can be no assurance that revenues from future products or product enhancements will be sufficient to recover the development costs associated with such products or enhancements. In addition, we cannot be sure that these products or enhancements will receive market acceptance ~~or~~ **nor** that we will be able to sell these products at prices that are favorable to us. Our business will be seriously harmed if we are unable to sell our products at favorable prices or if the market in which we operate does not accept our products. In addition, the complexity of our products exposes us to other risks. We regularly recognize revenue from a sale upon shipment of the applicable product to the customer (even before receiving the customer' s formal acceptance of that product) in certain situations, including sales of products for which installation is considered perfunctory, transactions in which the product is sold to an independent distributor and we have no installation obligations, and sales of products where we have previously delivered the same product to the same customer location and that prior delivery has been accepted. However, our products are very technologically complex and rely on the interconnection of numerous subcomponents (all of which must perform to their respective specifications), so it is conceivable that a product for which we recognize revenue upon shipment may ultimately fail to meet the overall product' s required specifications. In such a situation, the customer may be entitled to certain remedies, which could materially and adversely affect our operating results for various periods and, as a result, our stock price. We derive a substantial percentage of our revenues from sales of inspection products. As a result, any delay or reduction of sales of these products could have a material adverse effect on our business, financial condition and operating results. The continued customer demand for these products and the development, introduction and market acceptance of new products and technologies are critical to our future success. Our success is dependent in part on our technology and other proprietary rights. If we are unable to maintain our lead or protect our proprietary technology, we may lose valuable assets. Our success is dependent, in part, on our technology and other proprietary rights. We own various U. S. and international patents and have additional pending patent applications relating to some of our products and technologies. The process of seeking patent protection is lengthy and expensive, and we cannot be certain that pending or future applications will actually result in issued patents or that issued patents will be of sufficient scope or strength to provide meaningful protection or commercial advantage to us. Other companies and individuals, including our larger competitors, may develop technologies and obtain patents relating to our business that are similar or superior to our technology or may design around the patents we own, which may adversely affect our business. In addition, we at times engage in collaborative technology development efforts with our customers and suppliers, and these collaborations may constitute a key component of certain of our ongoing technology and product R & D projects. The termination of any such collaboration, or delays caused by disputes or other unanticipated challenges that may arise in connection with any such collaboration, could significantly impair our R & D efforts, which could have a material adverse impact on our business and operations. We also maintain trademarks on certain of our products and services and claim copyright protection for certain proprietary software and documentation. However, we can give no assurance that our trademarks and copyrights will be upheld or successfully deter infringement by third parties. While patent, copyright and trademark protection for our **IP** ~~intellectual property~~ is important, we believe our future success in highly dynamic markets is most dependent upon the technical competence and creative skills of our personnel. We attempt to protect our trade secrets and other proprietary information through confidentiality and other agreements with our customers, suppliers, employees and consultants and through other security measures. We also maintain exclusive and non- exclusive licenses with third parties for strategic technology used in certain products. However, these employees, consultants and third parties may breach these agreements, and we may not have adequate remedies for wrongdoing. We also try to control access to and distribution of our technology and proprietary information. Despite our efforts, internal or external parties may attempt to copy, disclose, obtain or misappropriate our **IP** ~~intellectual property~~ or technology. In addition, former employees may seek employment with our customers, suppliers or competitors and there can be no assurance that the confidential nature of our proprietary information will be maintained in the course of such future employment. In addition, the laws of certain territories in which we develop, manufacture or sell our products may not protect our **IP** ~~intellectual property~~ rights to the same extent as ~~do~~ the laws of the U. S ~~.~~. In any event, the extent to which we can protect our trade secrets through the use of confidentiality agreements is limited, and our success will depend to a significant extent on our ability to innovate ahead of our competitors. Our future performance depends, in part, upon our ability to continue to compete successfully worldwide. Our industry includes large manufacturers with substantial resources to support customers worldwide. Some of our competitors are diversified companies with greater financial resources and more extensive research, engineering, manufacturing, marketing, and customer service and support capabilities than we possess. We face competition from companies whose strategy is to provide a broad array of products and services, some of which compete with the products and services we offer. These competitors may bundle their products in a manner that may discourage customers from purchasing our products, including pricing such competitive tools significantly below our product offerings. In addition, we face competition from smaller emerging companies whose strategy is to provide a portion of the products and services that we offer, using innovative technology to sell products into specialized markets. The strength of our competitive positions in many of our existing markets is largely due to our leading technology, which is the result of continuing significant investments in product R & D. However, we may enter new markets, whether through acquisitions or new internal product development, in which competition is based primarily on product pricing, not technological superiority. Further, some new growth markets that emerge may not require leading technologies. Loss of competitive position in any of the markets we serve, or an inability to sell our products on favorable commercial terms in new markets we may enter, could negatively affect our prices, customer orders, revenues, gross margins and market share, any of which would negatively affect our operating results and financial condition. Our business would be harmed if we do not receive parts sufficient in number and performance to meet our production requirements and product specifications in a timely and cost- effective manner. We use a wide range of materials in the production of our products, including custom electronic and mechanical components, and we use numerous suppliers to supply these materials. Generally, we do not have guaranteed supply arrangements with our suppliers. Because of the variability and uniqueness of customers' orders, we do not maintain an extensive inventory of materials for manufacturing. Through our business interruption planning, we seek to minimize the risk of production and service interruptions and / or shortages of key parts by, among other things, monitoring the financial stability of key suppliers, identifying (but not necessarily qualifying) possible alternative suppliers and maintaining appropriate inventories of key parts. Although we make reasonable efforts to ensure that parts are available from multiple suppliers, certain key parts are available only from a single supplier or a limited group of suppliers. Also, key parts we obtain from some of our suppliers incorporate the suppliers' proprietary **IP** ~~intellectual property~~ ; in those cases, we are increasingly reliant on third parties for high- performance, high- technology components, which reduces the amount of control we have over the availability and protection of the technology and **IP** ~~intellectual property~~ that is used in our products. In addition, if certain of our key suppliers experience liquidity issues and are forced to discontinue operations, which is a heightened risk, especially during economic downturns, it could affect their ability to deliver parts and could result in delays for our products. Similarly, especially with respect to suppliers of high- technology components, our suppliers themselves have increasingly complex supply chains, and delays or disruptions at any stage of their supply chains may prevent us from obtaining parts in a timely manner and result in delays for our products, or our suppliers might pass on the cost of inflation to us while we are unable to adjust pricing with our own customers. Our operating results and business may be adversely impacted if we are unable to obtain parts to meet our production requirements and product specifications, or if we are able to do so only on unfavorable terms. Furthermore, a supplier may discontinue production of a particular part for any number of reasons, including the supplier' s financial condition or business operational decisions, which would require us to purchase, in a single transaction, a large number of such discontinued parts in order to ensure that a continuous supply of such parts remains available to our customers. Such " end- of- life " parts purchases could result in significant expenditures by us in a particular period, and **,** ultimately **,** any unused parts may result in a significant inventory write- off, either of which could have an adverse impact on our financial condition and results of operations for the applicable periods ~~. Refer to the Executive Summary in Part II, Item 7 " Management' s Discussion and Analysis of Financial Condition and Results of Operations " for additional information on supply constraints related to the COVID- 19 pandemic~~ . If we fail to operate our business in accordance with our business plan, our operating results, business and stock price may be significantly and adversely impacted. We attempt to operate our business in accordance with a business plan that is established annually, revised frequently (generally quarterly), and reviewed by management even more frequently (at least monthly). Our business plan is developed based on a number of factors, many of which require estimates and assumptions, such as our expectations of the economic environment, future business levels, our customers' willingness and ability to place orders, lead- times, and future revenue and cash flow. Our budgeted operating expenses, for example, are based in part on our future revenue expectations. However, our ability to achieve our anticipated revenue levels is a function of numerous factors, including the volatile and historically cyclical nature of our primary industry, customer order cancellations, macroeconomic changes, operational matters regarding particular agreements, our ability to manage customer deliveries, the availability of resources for the installation of our products, delays or accelerations by customers in taking deliveries and the acceptance of our products (for products where customer acceptance is required before we can recognize revenue from such sales), our ability to operate our business and sales processes effectively, and a number of the other risk factors set forth in this Item 1A. Because our expenses are in most cases relatively fixed in the short term, any revenue shortfall below expectations could have an immediate and significant adverse effect on our operating results. Similarly, if we fail to manage our expenses effectively or otherwise fail to maintain rigorous cost controls, we could experience greater than anticipated expenses during an operating period, which would also negatively affect our results of operations. If we fail to operate our business consistent with our business plan, our operating results in any period may be significantly and adversely impacted. Such an outcome could cause customers, suppliers or investors to view us as less stable, or could cause us to fail to meet financial analysts' revenue or earnings estimates, any of which could have an adverse impact on our stock price. In addition, our management is constantly striving to balance the requirements and demands of our customers with the availability of resources, the need to manage our operating model and other factors. In furtherance of those efforts, we often must exercise discretion and judgment as to the timing and prioritization of manufacturing, deliveries, installations and payment scheduling. Any such decisions may impact our ability to recognize revenue, including the fiscal period during which such revenue may be recognized, with respect to such products, which could have a material adverse effect on our business, results of operations or stock price. We have a leveraged capital structure. As of June 30, ~~2022~~ **2023** , we had $ ~~6~~ **5** . ~~73~~ **95** billion aggregate principal amount of outstanding indebtedness, consisting of $ ~~6~~ **5** . ~~45~~ **95** billion aggregate principal amount of senior, unsecured long- term notes **(the " Senior Notes ")** , of which $ 3. 00 billion were issued in the fourth quarter of fiscal 2022. **We have** ~~As of March 31, 2022, we had in place~~ a Credit Agreement (the " ~~Prior~~ Credit Agreement ") **and** ~~providing for~~ a ~~$ 1. 00 billion unsecured~~ Revolving Credit Facility (the " ~~Prior~~ Revolving Credit Facility ") with ~~a maturity date of November 30, 2023. In the fourth quarter of fiscal 2022, we replaced the Prior Credit Agreement and Prior Revolving Credit Facility with a renegotiated Credit Agreement (the " Credit Agreement ") and a renegotiated unsecured Revolving Credit Facility (the " Revolving Credit Facility ") having~~ a maturity date of June 8, 2027 with two one- year extension options that allows us to borrow up to $ 1. 50 billion. Subject to the terms of the Credit Agreement, the Revolving Credit Facility may be increased by an amount up to $ 250. 0 million in the aggregate. As of June 30, ~~2022~~ **2023** , we had **no** ~~an aggregate principal amount of $ 275. 0 million~~ outstanding **borrowings** under our Revolving Credit Facility. We may incur additional indebtedness in the future by accessing the unfunded portion of our Revolving Credit Facility and / or entering into new financing arrangements. We also announced a stock repurchase program, under which the remaining available for repurchases was $ ~~3~~ **1** . ~~23~~ **91** billion as of June 30, ~~2022~~ **2023** . A large portion of the remaining repurchases may be financed with new indebtedness. Our ability to pay interest and repay the principal amount of our current indebtedness is dependent upon our ability to manage our business operations, our credit rating, the ongoing interest rate environment and the other risk factors discussed in this Item 1A. There can be no assurance that we will be able to manage any of these risks successfully. In certain circumstances involving a change of control followed by a downgrade of the rating of a series of our Senior Notes ~~(as defined below)~~ by at least two of Moody' s Investors Service (" Moody ~~'~~ **'** s "), S & P Global Ratings (" S & P ") and Fitch Inc. (" Fitch ") ~~,~~ unless we have exercised our ~~right~~ **rights** to redeem the Senior Notes of such series, we will be required to make an offer to repurchase all or, at the holder' s option, any part, of each holder' s Senior Notes of that series pursuant to the offer ~~described below (the " Change of Control Offer ")~~ . **At that time** ~~In the Change of Control Offer~~ , we will be required to offer payment in cash equal to 101 % of the aggregate principal amount of Senior Notes repurchased plus accrued and unpaid interest, if any, on the Senior Notes repurchased, up to, but not including, the date of repurchase. We cannot make any assurance that we will have sufficient financial resources at such time **,** nor that we will be able to arrange financing to pay the repurchase price of that series of Senior Notes. Our ability to repurchase that series of Senior Notes in such event may be limited by law, by the relevant indenture associated with that series of Senior Notes, or by the terms of other agreements to which we may be a party at such time. If we fail to repurchase that series of Senior Notes as required by the terms of such Senior Notes, it would constitute an event of default under the relevant indenture governing that series of Senior Notes which, in turn, may also constitute an event of default under our other obligations. Borrowings under our Revolving Credit Facility bear interest at a floating rate, and an increase in interest rates, particularly in the current environment of rising interest rates, would require us to pay additional interest on any borrowings, which may have an adverse effect on the value and liquidity of our debt and the market price of our common stock could decline. The interest rate under our Revolving Credit Facility is also subject to (i) an adjustment in conjunction with our credit rating downgrades or upgrades and (ii) an adjustment based on our performance against certain sustainability key performance indicators ~~(" KPI ")~~ related to GHG emissions and renewable electricity usage. Additionally, under our Revolving Credit Facility, we are required to comply with affirmative and negative covenants, which include the maintenance of certain financial ratios, the details of which can be found in Note 8 " Debt " to our Consolidated Financial Statements. If we fail to comply with these covenants, we will be in default and our borrowings may become immediately due and payable. There can be no assurance that we will have sufficient financial resources nor that we will be able to arrange financing to repay our borrowings at such time. In addition, certain of our domestic subsidiaries are required to guarantee our borrowings under our Revolving Credit Facility. In the event we default on our borrowings, these domestic subsidiaries shall be liable for our borrowings, which could disrupt our operations and result in a material adverse impact on our business, financial condition or stock price. Our leveraged capital structure may adversely affect our financial condition, results of operations and net income per share. Our substantial amount of indebtedness could have adverse consequences including, but not limited to: • A negative impact on our ability to satisfy our future obligations; • An increase in the portion of our cash flows that may have to be dedicated to interest and principal payments that may not be available for operations, working capital, capital expenditures, acquisitions, investments, dividends, stock repurchases, general corporate or other purposes; • An impairment of our ability to obtain additional financing in the future; and • Obligations to comply with restrictive and financial covenants as noted in the above risk factor and Note 8 " Debt " to our Consolidated Financial Statements. Our ability to satisfy our future expenses as well as our debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. Furthermore, our future operations may not generate sufficient cash flows to enable us to meet our future expenses and service our debt obligations, which may impact our ability to manage our capital structure to preserve and maintain our investment grade rating. If our future operations do not generate sufficient cash flows, we may need to access the money available for borrowing under our Revolving Credit Facility or enter into new financing arrangements to obtain necessary funds. If we determine it is necessary to seek additional funding for any reason, we may not be able to obtain such funding or, if funding is available, we may not be able to obtain it on acceptable terms. Any borrowings under our Revolving Credit Facility will place further pressure on us to comply with the financial covenants. If we fail to make a payment associated with our debt obligations, we could be in default on such debt, and such a default could cause us to be in default on our other obligations. There can be no assurance that we will continue to declare cash dividends at all or in any particular amounts. We intend to continue to pay quarterly dividends subject to capital availability and periodic determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and are in compliance with all laws and agreements applicable to the declaration and payment of cash dividends by us. However, future dividends may be affected by, among other factors: our views on potential future capital requirements for investments in acquisitions and the funding of our R & D; legal risks; stock repurchase programs; changes in federal and state income tax laws or corporate laws; changes to our business model; and our increased interest and principal payments required by our outstanding indebtedness and any additional indebtedness that we may incur in the future. Our dividend payments may change from time to time, and we cannot provide assurance that we will continue to declare dividends at all or in any particular amounts. A reduction in our dividend payments could have a negative effect on our stock price. We are exposed to risks related to our commercial terms and conditions, including our indemnification of third parties, as well as the performance of our products. Although our standard commercial documentation sets forth the terms and conditions that we intend to apply to commercial transactions with our business partners, counterparties to such transactions may not explicitly agree to our terms and conditions. In situations where we engage in business with a third party without an explicit master agreement regarding the applicable terms and conditions, or where the commercial documentation applicable to the transaction is subject to varying interpretations, we may have disputes with those third parties regarding the applicable terms and conditions of our business relationship with them. Such disputes could lead to a deterioration of our commercial relationship with those parties, costly and time- consuming litigation, or additional concessions or obligations being offered by us to resolve such disputes, or could impact our revenue or cost recognition. Any of these outcomes could materially and adversely affect our business, financial condition and results of operations. In addition, in our commercial agreements, from time to time in the normal course of business, we indemnify third parties with whom we enter into contractual relationships, including customers, suppliers and lessors, with respect to certain matters. We have agreed, under certain conditions, to hold these third parties harmless against specified losses, such as those arising from a breach of representations or covenants, third- party claims that our products, when used for their intended purposes, infringe the **IP** ~~intellectual property~~ rights of such third parties, or other claims made against certain parties. We may be compelled to enter into or accrue for probable settlements of alleged indemnification obligations, or we may be subject to potential liability arising from our customers' involvements in legal disputes. In addition, notwithstanding the provisions related to limitations on our liability that we seek to include in our business agreements, the counterparties to such agreements may dispute our interpretation or application of such provisions, and a court of law may not interpret or apply such provisions in our favor, any of which could result in an obligation for us to pay material damages to third parties and engage in costly legal proceedings. It is difficult to determine the maximum potential amount of liability under any indemnification obligations, whether or not asserted, due to our limited history of prior indemnification claims and the unique facts and circumstances that are likely to be involved in any particular claim. Our business, financial condition and results of operations in a reported fiscal period could be materially and adversely affected if we expend significant amounts in defending or settling any purported claims, regardless of their merit or outcomes. We are also exposed to potential costs associated with unexpected product performance issues. Our products and production processes are extremely complex and, thus, could contain unexpected product defects, especially when products are first introduced. Unexpected product performance issues could result in significant costs being incurred by us, including increased service or warranty costs, providing product replacements for (or modifications to) defective products, litigation related to defective products, reimbursement for damages caused by our products, product recalls, or product write- offs or disposal costs. These costs could be substantial and could have an adverse impact upon our business, financial condition and operating results. In addition, our reputation with our customers could be damaged as a result of such product defects, which could reduce demand for our products and negatively impact our business. Furthermore, we occasionally enter into volume purchase agreements with our larger customers, and these agreements may provide for certain volume purchase incentives, such as credits toward future purchases. We believe that these arrangements are beneficial to our long- term business, as they are designed to encourage our customers to purchase larger volumes of our products. However, these arrangements could require us to recognize a reduced level of revenue for the products that are initially purchased, to account for the potential future credits or other volume purchase incentives. Our volume purchase agreements require significant estimation for the amounts to be accrued depending upon the estimate of volume of future purchases. As such, we are required to update our estimates of the accruals on a periodic basis. Until the earnings process is complete, our estimates could differ in comparison to actual results. As a result, these volume purchase arrangements, while expected to be beneficial to our business over time, could materially and adversely affect our results of operations in near- term periods, including the revenue we can recognize on product sales and, therefore, our gross margins. In addition, we may **,** in limited circumstances **,** enter into agreements that contain customer- specific commitments on pricing, tool reliability, spare parts stocking levels, response time and other commitments and we may be unable to adjust pricing with our customers despite rising inflation in our supply chain. Furthermore, we may give these customers limited audit or inspection rights to enable them to confirm that we are complying with these commitments. If a customer elects to exercise its audit or inspection rights, we may be required to expend significant resources to support the audit or inspection, as well as to defend or settle any dispute with a customer that could potentially arise out of such audit or inspection. To date, we have made no significant accruals in our Consolidated Financial Statements for this contingency. While we have not in the past incurred significant expenses for resolving disputes regarding these types of commitments, we cannot make any assurance that we will not incur any such liabilities in the future. Our business, financial condition and results of operations in a reported fiscal period could be materially and adversely affected if we expend significant amounts in supporting an audit or inspection, or defending or settling any purported claims, regardless of their merit or outcomes. There are risks associated with our receipt of government funding for research and development. We are exposed to additional risks related to our receipt of external funding for certain strategic development programs from various governments and government agencies, both domestically and internationally. Governments and government agencies typically have the right to terminate funding programs at any time in their sole discretion, or a project may be terminated by mutual agreement if the parties determine that the project' s goals or milestones are not being achieved, so there is no assurance that these sources of external funding will continue to be available to us in the future. In addition, under the terms of these government grants, the applicable granting agency typically has the right to audit the costs that we incur, directly and indirectly, in connection with such programs. Any such audit could result in modifications to, or even termination of, the applicable government funding program. For example, if an audit were to identify any costs as being improperly allocated to the applicable program, those costs would not be reimbursed, and any such costs that had already been reimbursed would have to be refunded. We do not know the outcome of any future audits. Any adverse finding resulting from any such audit could lead to penalties (financial or otherwise), termination of funding programs, suspension of payments, fines and suspension or prohibition from receiving future government funding from the applicable government or government agency, any of which could adversely impact our operating results, financial condition and ability to operate our business. We have recorded significant **asset impairment,** restructuring ~~,~~ **and** inventory write- off ~~and asset impairment~~ charges and may do so again in the future, which could have a material negative impact on our results of operations. Historically, we have recorded ~~material~~ restructuring charges related to our prior global workforce reductions, large excess inventory write- offs, and material impairment charges related to our goodwill and purchased intangible assets. Workforce changes can also temporarily reduce workforce productivity, which could be disruptive to our business and adversely affect our results of operations. In addition, we may not achieve or sustain the expected cost savings or other benefits of our restructuring plans, or do so within the expected time frame. If we again restructure our organization and business processes, implement additional cost- reduction actions or discontinue certain business operations, we may take additional, potentially material, restructuring charges related to, among other things, employee terminations or exit costs. We may also be required to write off additional inventory if our product build plans or ~~usage of~~ **demand for** service inventory decline. Also, ~~as~~ **in the event that** our lead times from suppliers increase (**possibly** due to the increasing complexity of the parts and components they provide) and the lead times demanded by our customers decrease (**which may be** due to **many factors, including** the time pressures they face when introducing new products or technology or bringing new facilities into production), we may be compelled to increase our commitments, and, therefore, our risk exposure, to inventory purchases to meet our customers' demands in a timely manner, and that inventory may need to be written off if demand for the underlying product declines for any reason. Such additional write- offs could result in material charges. We have recorded material charges related to the impairment of our goodwill and purchased intangible assets. Goodwill represents the excess of costs over the net fair value of net assets acquired in a business combination. Goodwill is not amortized, but is instead tested for impairment at least annually in accordance with authoritative guidance for goodwill. Purchased intangible assets with estimable useful lives are amortized over their respective estimated useful lives based on economic benefit if known or using the straight- line method, and are reviewed for impairment in accordance with authoritative guidance for long- lived assets. The valuation of goodwill and intangible assets requires assumptions and estimates of many critical factors, including, but not limited to, declines in our operating cash flows, declines in our stock price or market capitalization, declines in our market share, and declines in revenues or profits. A substantial decline in our stock price, or any other adverse change in market conditions, particularly if such change has the effect of changing one of the critical assumptions or estimates we previously used to calculate the value of our goodwill or intangible assets (and, as applicable, the amount of any previous impairment charge), could result in a change to the estimation of fair value that could result in an additional impairment charge. Any such additional material charges, whether related to restructuring or goodwill or purchased intangible asset impairment, may have a material negative impact on our operating results and related financial statements. We are exposed to risks related to our ~~financial arrangements with respect to~~ receivables factoring and banking arrangements. We enter into factoring arrangements with financial institutions to sell certain of our trade receivables and promissory notes from customers without recourse. In addition, we maintain ~~bank accounts~~ **cash and cash equivalents** with several domestic and foreign financial institutions, ~~any~~ **in excess** of **the Federal Deposit Insurance Corporation insurance limit** ~~which may prove not to be financially viable~~ . If we were to stop entering into these factoring arrangements, our operating results, financial condition and cash flows could be adversely impacted by delays or failures in collecting trade receivables. However, by ~~entering into these arrangements, and by~~ engaging these financial institutions for **factoring arrangements and for** banking services, we are exposed to additional risks **that any of such financial institutions may prove to be not financially viable** . If any of these financial institutions experiences financial difficulties or is otherwise unable to honor the terms of our factoring or deposit arrangements, we may experience material financial losses due to the failure of such arrangements or a lack of access to our funds, any of which could have an adverse impact upon our operating results, financial condition and cash flows. We are subject to the risks of additional government actions in the event we were to breach the terms of any settlement arrangement into which we have entered. In connection with the settlement of certain government actions and other legal proceedings related to our historical stock option practices, we have explicitly agreed **,** as a condition to such settlements **,** that we will comply with certain laws, such as the books and records provisions of the federal securities laws. If we were to violate any such law, we might not only be subject to the significant penalties applicable to such violation, but our past settlements may also be impacted by such violation, which could give rise to additional government actions or other legal proceedings. Any such additional actions or proceedings may require us to expend significant management time and incur significant accounting, legal and other expenses, and may divert attention and resources from the operation of our business. These expenditures and diversions, as well as an adverse resolution of any such action or proceeding, could have a material adverse effect on our business, financial condition and results of operations.