

M/A-COM Technology Solutions Holdings, Inc.

Form S-1/A

March 08, 2012

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As filed with the Securities and Exchange Commission on March 8, 2012

Registration No. 333-175934

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 7**

**TO**

**FORM S-1**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**3674**

(Primary Standard Industrial

Classification Code Number)

**27-0306875**

(I.R.S. Employer

Identification Number)

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**100 Chelmsford Street**

**Lowell, MA 01851**

**(978) 656-2500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Charles Bland**

**Chief Executive Officer**

**M/A-COM Technology Solutions Holdings, Inc.**

**100 Chelmsford Street**

**Lowell, MA 01851**

**(978) 656-2500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

Subject to Completion, dated March 8, 2012

PROSPECTUS

**5,556,000 Shares**

**M/A-COM Technology Solutions Holdings, Inc.**

**Common Stock**

This is the initial public offering of the common stock of M/A-COM Technology Solutions Holdings, Inc. We are offering 5,556,000 shares of our common stock. No public market currently exists for our common stock.

We have applied to list our common stock on the Nasdaq Global Select Market under the symbol MTSI.

We anticipate that the initial public offering price will be between \$17.00 and \$19.00 per share.

*Investing in our common stock involves risks. See Risk Factors beginning on page 12 of this prospectus.*

	<b>Per Share</b>	<b>Total</b>
Price to the public	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds to us (before expenses)	\$	\$

Certain selling stockholders identified in this prospectus have granted the underwriters the option to purchase up to an additional 833,400 shares of our common stock on the same terms and conditions set forth above if the underwriters sell more than 5,556,000 shares of our common stock in this offering. We will not receive any proceeds from the sale of shares offered by the selling stockholders.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares on or about \_\_\_\_\_, 2012.

**Barclays Capital**

**J.P. Morgan**

**Jefferies**

**Needham & Company**

**Raymond James**  
Prospectus dated \_\_\_\_\_, 2012

**Stifel Nicolaus Weisel**

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You should rely only on the information contained in this prospectus or in any free writing prospectus filed with the Securities and Exchange Commission. Neither we, the selling stockholders nor the underwriters have authorized anyone to provide you with information different from that contained in this prospectus. We and the selling stockholders are offering to sell, and seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date on the front cover of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our shares of common stock.

Until \_\_\_\_\_, 2012 (25 days after commencement of this offering), all dealers that buy, sell, or trade our shares of common stock, whether or not participating in this offering, may be required to deliver a prospectus. This delivery requirement is in addition to the obligation of dealers to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

For investors outside the United States: Neither we, the selling stockholders nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. The distribution of this prospectus and any free writing prospectus and the offering and sale of shares of common stock may be restricted by law in your jurisdiction. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus.

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### **PROSPECTUS SUMMARY**

*The following summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before investing in our common stock, you should carefully read this entire prospectus, including our financial statements and the related notes and the information set forth under the heading Risk Factors. See Corporate Information below in this summary and Management's Discussion and Analysis of Financial Condition and Results of Operations Overview History and Basis of Presentation for important details regarding our corporate history and presentation of our financial statements.*

#### **Company Overview**

We are a leading provider of high-performance analog semiconductor solutions for use in wireless and wireline applications across the radio frequency (RF), microwave and millimeterwave spectrum. We leverage our system-level expertise to design and manufacture differentiated, high-value products for customers who demand high performance, quality and reliability. The diversity and depth of our business across technologies, products, applications, end markets and geographies provide us with a stable foundation for growth and enable us to develop strong relationships with our customers. We offer over 2,700 standard and custom devices, which include integrated circuits (ICs), multi-chip modules, power pallets and transistors, diodes, switches and switch limiters, passive and active components and complete subsystems, across 38 product lines serving over 6,000 end customers in three large and growing primary markets. Our semiconductor products are electronic components that our customers incorporate into their larger electronic systems, such as point-to-point radios, radar, automobile navigation systems, CATV set-top boxes, magnetic resonance imaging systems and unmanned aerial vehicles. Our primary markets are Networks, which includes cable television (CATV), cellular backhaul, cellular infrastructure and fiber optic applications; Aerospace and Defense (A&D); and Multi-market, which includes automotive, industrial, medical, mobile and scientific applications.

We build upon a strong 60-year heritage of delivering innovative solutions dating back to the founding of Microwave Associates, Inc. We utilize our system-level knowledge and our extensive capabilities in high-frequency modeling, IC design, integration, packaging and manufacturing of semiconductors to address our customers' needs. Our specialized engineers and technologists located across six global design centers collaborate with our customers during the early stage of their system development process to incorporate our standard products and identify custom products we can develop to enhance their overall system performance. We believe the combination of our market-facing strategy and our engineering expertise enables us to identify profitable growth opportunities and rapidly develop and deliver new products and solutions. We have a comprehensive new product opportunity assessment process with 155 products in development as of December 30, 2011 that we believe will enhance our revenue growth and improve our gross margin through a richer product mix. Many of our products have long lifecycles ranging from 5 to 10 years, and some products have been shipping for over 20 years. We believe these factors create a competitive advantage. Our goal is to leverage this advantage into strengthened customer relationships and sole source design wins, where a customer allows us to be its only supplier of a particular component used in its system.

We believe our fab-lite manufacturing model provides us with a competitive advantage and an attractive financial model through a variable cost structure. We operate a single gallium arsenide (GaAs) and silicon semiconductor fabrication facility (fab) at our Lowell, Massachusetts headquarters. We also utilize external semiconductor foundries to supply us with additional capacity in periods of high demand and to provide us access to additional process technologies. The ability to utilize a broad array of internal proprietary process technologies as well as commercially available foundry technologies allows us to select the most appropriate technology to solve our customers' needs. We believe our fab-lite strategy provides us with dependable domestic supply, control over quality, reduced capital investment requirements, faster time to market and additional



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outsourced capacity when needed. In the A&D market, an internal domestic fab is often a requirement to be a strategic supplier. In addition, the experience base cultivated through the continued operation of our internal fab provides us with the expertise to better manage our external foundry suppliers.

We serve our broad and diverse customer base through a multi-channel sales strategy utilizing direct sales and a global network of independent sales representatives and distributors. Our direct sales force and application engineers are focused on securing design wins by supporting industry-leading original equipment manufacturer (OEM) customers. Our five largest OEM and contract manufacturer customers by revenue in fiscal year 2011 in each of our primary markets, listed in alphabetical order, were as follows: (i) Alcatel-Lucent, Cisco Systems, Inc., Ericsson AB, Nokia Corporation and Samsung Electronics Co., Ltd. (Samsung) in the Networks market, (ii) Celestica Inc., CIENJ HK Limited, Harris Corporation, Motorola Solutions, Inc. and Rockwell Collins, Inc. in the A&D market, and (iii) Autoliv Inc., BG Tech America, Inc., Ford Motor Company (Ford), SAE Magnetics (H.K.) Ltd. and Samsung in the Multi-market. We depend on orders from our top 25 direct customers and our distributors for a significant portion of our revenue. Our top 25 direct customers, most of whom have been purchasing our products for at least a decade, accounted for 50.9% of our revenue in fiscal year 2010 and 56.8% of our revenue in fiscal year 2011. Sales to our distributors accounted for 30.0% of our revenue in fiscal year 2010 and 25.8% of our revenue in fiscal year 2011.

We generated revenue of \$260.3 million in fiscal year 2010, \$310.3 million in fiscal year 2011 and \$73.0 million in the three months ended December 30, 2011. Our revenue grew 19.2% in fiscal year 2011 over fiscal year 2010. Our income from operations was \$17.9 million in fiscal year 2010, \$45.9 million in fiscal year 2011 and \$8.5 million in the three months ended December 30, 2011. Our net income (loss) was \$7.0 million in fiscal year 2010, \$(1.0) million in fiscal year 2011 and \$22.0 million in the three months ended December 30, 2011. Our total assets were \$164.8 million as of October 1, 2010, \$211.3 million as of September 30, 2011 and \$198.2 million as of December 30, 2011. We had 667 employees as of December 30, 2011.

## **Industry**

The growth of advanced electronic systems using RF, microwave and millimeterwave technologies has created strong demand for high-performance analog semiconductor components, modules and solutions. This market demand is driven by the growth of mobile internet devices, cloud computing and streaming video that strain existing network capacity, as well as the growth in advanced information-centric military applications. In addition, the increasing need for real-time information, sensing and imaging functions in automotive, industrial, medical, scientific and test and measurement applications is driving demand in these markets. Frost & Sullivan estimates that the worldwide market for RF, microwave and millimeterwave semiconductors across Networks, A&D and Multi-market applications will expand from \$33.2 billion in 2010 to \$83.1 billion in 2017, representing a compound annual growth rate (CAGR) of 14.0%.

As the demand for advanced electronics systems relying on RF, microwave and millimeterwave technologies increases, OEMs are facing increasing challenges including:

higher performance requirements such as increased throughput, reduced power consumption and increased signal integrity;

greater systems complexity due to competitive pressures to enhance system features and improve overall performance;

reducing development time in order to bring systems to market faster for customers facing increasing competition;

pressure to deliver more advanced and complex systems in a cost-effective manner; and

higher quality and reliability requirements, as the consequences of a field failure can be particularly serious or expensive to service.

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### **Our Competitive Strengths**

We believe our key competitive strengths include the following:

*Extensive design and integration capabilities.* Our 60-year heritage of innovation and experience includes advanced modeling, IC design, wafer fabrication processes, packaging and associated assembly and testing of individual devices and complete subsystems. Our system-level approach to integration, innovative IC and package design capabilities and experienced engineering talent enable us to provide a comprehensive set of high-performance and high-value solutions to meet the increasingly complex needs of our customers.

*Fab-lite manufacturing with broad and differentiated process and packaging technologies.* We believe our fab-lite model provides us with an operating advantage over fabless competitors and those that only use an internal fab by giving us the flexibility to use our internal fab for proprietary process technologies and external fabs for other technologies. Our fab-lite model also provides us with dependable domestic supply, control over quality, reduced capital investment requirements, faster time to market and additional outsourced capacity when needed. In the A&D market, an internal domestic fab is often a requirement to be a strategic supplier.

*Breadth and depth of product portfolio and diverse end markets.* We offer more than 2,700 standard and custom ICs, modules and complete subsystems across 38 product lines. Many of our products have long lifecycles ranging from 5 to 10 years. Our broad range of products are offered in numerous form factors to facilitate their use in a variety of applications within our diverse primary markets of Networks, A&D and Multi-market, which represented 30.3%, 30.4% and 39.3%, respectively, of our revenue in fiscal year 2011.

*Global sales and engineering footprint fostering strong customer relationships.* We employ a global multi-channel sales strategy and support model intended to facilitate our customers' evaluation and selection of our products. We have strategically positioned our direct sales and applications engineering staff in 25 locations worldwide, augmented by independent sales representatives and distributors in 135 locations worldwide, to offer responsive local support to our customers, build long-term relationships and reach new customers in new geographies more effectively.

*Proven track record, extensive history and reputation for delivering high-quality and reliable solutions.* Our management team has an average of 23 years of experience in our industry. In addition, M/A-COM as a global brand leverages a 60-year heritage of designing and manufacturing innovative and reliable solutions. We have long-standing relationships with many of our industry-leading OEM customers who depend on us for high-quality and reliable solutions for technically demanding RF, microwave and millimeterwave applications.

### **Strategy**

Our objective is to be the leader in providing high-performance analog semiconductor solutions for use in wireless and wireline applications across the RF, microwave and millimeterwave spectrum. Key elements of our strategy to achieve this objective include:

*Aggressively deliver new products and solutions.* Our system-level expertise, engineering talent and broad technology portfolio provide us with a strong foundation for delivering new products and solutions. We use our new product opportunity assessment process to identify and develop more integrated, higher-margin and value-added solutions with long lifecycles that we believe can support our revenue growth and improve our gross margin through a richer product mix. As of December 30, 2011, we had 155 new products in development.

*Leverage technology expertise and innovation.* We believe our core competency is the ability to model, design, integrate, package and manufacture differentiated solutions that are known for high performance, quality and reliability. We intend to leverage this core competency to continue to solve increasingly difficult and complex challenges that our customers face and to enhance and defend our technology leadership and sole supplier status with many of our customers.

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*Increase sales to existing customers and pursue new markets and customers.* We intend to continue to expand our revenue opportunities through our market-facing strategy of aligning our solutions with our customers' needs and collaborating with them during the product definition stage of their systems, which allows us to sell more complete and highly-integrated semiconductor solutions. We believe we will continue to grow our sales by utilizing our multi-channel sales strategy and leveraging our technology across each of our large and growing primary markets.

*Utilize our fab-lite manufacturing approach to optimize our solutions.* We intend to continue capitalizing on our fab-lite strategy as an operating advantage, allowing us to leverage our internal proprietary process technologies as well as other technologies from external fabs. We believe the flexibility and breadth of our fab-lite model help us provide optimized solutions for our customers and will help us continue to gain market share over time.

*Opportunistically pursue complementary acquisitions.* We may pursue acquisitions of technologies, design teams, products and companies that complement our strengths and help us execute our strategies. Our acquisition strategy is designed to accelerate our revenue growth, expand our technology portfolio, grow our addressable market and create shareholder value.

*Continue to improve operational efficiency.* We believe we will expand our gross margin primarily through a higher margin product mix driven by our new product development strategy. We also intend to continue to increase our operational efficiency by leveraging our existing fixed-cost structure, achieving greater capacity utilization and continuing to optimize our supply chain.

## **Risks**

Our business is subject to numerous risks and uncertainties, including those highlighted in the section titled "Risk Factors" immediately following this prospectus summary, which you should carefully consider before deciding to invest in our common stock. Some of these risks include:

revenue growth that is substantially dependent on our successful development and release of new products;

various factors that may reduce our gross margin, which could negatively affect our results of operations;

order and shipment uncertainties, which could negatively affect our profitability if we fail to accurately forecast customer demand when managing inventory;

having a limited history of operations as a standalone company, which could make it difficult to evaluate our current business and prospects;

our principal end markets declining or failing to grow, which could negatively affect our revenue and profitability;

the decrease of the average selling prices of our products over time, which could have a material adverse effect on our revenue and gross margin;

our inability to compete successfully in the face of intense competition in our industry, which could negatively affect our revenue and gross margin; and

our dependence on orders from a limited number of customers for a significant percentage of our revenue.

## **Corporate Information**

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M/A-COM Technology Solutions Holdings, Inc. was incorporated under the laws of the State of Delaware in March 2009. The address of our principal executive offices is 100 Chelmsford Street, Lowell, Massachusetts

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01851, and our telephone number is (978) 656-2500. In this prospectus, the terms we, us and M/A-COM Tech mean M/A-COM Technology Solutions Holdings, Inc. and its consolidated subsidiaries. Our operations are conducted through our various subsidiaries, which are organized and operated according to the laws of their respective jurisdictions of incorporation, and consolidated by M/A-COM Tech.

On March 30, 2009, we acquired 100% of the outstanding stock of M/A-COM Technology Solutions Inc. and M/ACOM Technology Solutions (Cork) Limited and the related M/A-COM brand (collectively, the M/A-COM Tech Business). In this prospectus, we refer to the acquisition of the M/A-COM Tech Business as the M/A-COM Acquisition.

We acquired Mimix Holdings, Inc. (Mimix), a supplier of high-performance GaAs semiconductors, on May 28, 2010 (Mimix Merger) for its complementary products and technologies in our primary markets. Although Mimix operated as an independent company before the acquisition, we and Mimix had the same majority owner, who controlled Mimix prior to our incorporation. We therefore present in this prospectus combined financial statements in a manner similar to a pooling-of-interests. We treat Mimix as our accounting acquirer for financial statement presentation purposes because our majority owner acquired control of Mimix before acquiring control of us. Accordingly, our financial statements are presented as if the Mimix Merger occurred on the date of our incorporation in March 2009, when we came under common control with Mimix. Our financial statements for periods prior to March 30, 2009 reflect only the operations of Mimix and do not reflect the operations of the M/A-COM Tech Business. More specifically, our financial statements for fiscal year 2008 reflect only the operations of Mimix. Our financial statements for fiscal year 2009 reflect only the operations of Mimix through March 30, 2009 and reflect the combined operations of Mimix and the M/A-COM Tech Business from March 30, 2009 through October 2, 2009.

On April 25, 2011, we acquired Optomai, Inc. (Optomai), a fabless semiconductor company that develops high-performance ICs and modules for next generation fiber optic networks.

Our Chairman, John Ocampo, and his affiliates will receive 26,198,455 shares of our common stock upon the conversion of shares of our Series A convertible preferred stock prior to the completion of this offering, with an aggregate value of \$471.6 million based on the midpoint of the range of our common stock price set forth on the cover page of this prospectus.

Certain investment funds affiliated with Summit Partners, L.P., each of which are affiliated with one of our directors, Peter Chung, will receive an aggregate of 8,471,200 shares of our common stock upon the conversion of shares of our Class B convertible preferred stock prior to the completion of this offering, with an aggregate value of \$152.5 million based on the midpoint of the range of our common stock price set forth on the cover page of this prospectus.

We expect to use \$60.0 million of the net proceeds from this offering to pay Mainsail Partners II, L.P. and certain investment funds affiliated with Summit Partners, L.P., the holders of our Class B convertible preferred stock, a preference payment to which they are entitled under our current amended and restated certificate of incorporation in connection with the conversion of the Class B convertible preferred stock prior to completion of this offering. See Certain Relationships and Related Person Transactions Sale of Class B Convertible Preferred Stock and Warrants appearing elsewhere in this prospectus for a description of this payment.

Our website address is [www.macomtech.com](http://www.macomtech.com). The information on or accessible through our website is not part of this prospectus. Our trademarks include M/A-COM and The First Name in Microwave. This prospectus also refers to the products or services of other companies by the trademarks and trade names used and owned by those companies.

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**THE OFFERING**

Common stock offered by us	5,556,000 shares
Common stock to be outstanding immediately after this offering	45,259,684 shares
Underwriters' option to purchase additional shares	The underwriters have an option to purchase up to an aggregate of 833,400 additional shares of common stock from certain selling stockholders to cover over-allotments. The underwriters can exercise this option at any time within 30 days from the date of this prospectus.
Use of proceeds	<p>We plan to use \$60.0 million of the net proceeds from this offering to pay to the holders of our Class B convertible preferred stock a preference payment to which they are entitled under our current amended and restated certificate of incorporation in connection with the conversion of the Class B convertible preferred stock prior to completion of this offering. We plan to use any remaining net proceeds from this offering for general corporate purposes, including working capital. We may also use a portion of these proceeds to acquire or make investments in complementary technologies, design teams, products and companies. See Use of Proceeds.</p> <p>If the underwriters' option to purchase additional shares is exercised, we will not receive any proceeds from the common stock sold by the selling stockholders in this offering.</p>
Risk factors	See Risk Factors beginning on page 12 and the other information included in this prospectus for a discussion of risk factors you should carefully consider before deciding to invest in our common stock.
Proposed Nasdaq Global Select Market symbol	MTSI
Unless otherwise noted, the number of shares of common stock outstanding immediately after this offering as set forth above is based on 39,703,684 shares outstanding as of February 8, 2012 and excludes:	

up to 10,500,000 shares of our common stock reserved for future issuance under our 2012 Omnibus Incentive Plan, which will become effective in connection with this offering, as more fully described in Executive Compensation Employee Benefit and Stock Plans;

2,202,320 shares of our common stock issuable upon the exercise of options outstanding as of February 8, 2012, to purchase shares of our common stock at a weighted-average exercise price of \$1.28 per share;

1,281,356 shares of our common stock issuable upon the exercise of warrants outstanding as of February 8, 2012, to purchase shares of our common stock at an exercise price of \$14.047592 per share; and

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1,000,000 shares of our common stock reserved for future issuance under our 2012 Employee Stock Purchase Plan, which will become effective in connection with this offering, as more fully described in Executive Compensation Employee Benefit and Stock Plans.

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Except as otherwise indicated, all information in this prospectus assumes:

the conversion of all outstanding shares of our convertible preferred stock into 37,677,154 shares of our common stock to be effected upon the closing of this offering;

the filing and effectiveness of our fourth amended and restated certificate of incorporation and the effectiveness of our second amended and restated bylaws, which will occur immediately following the completion of this offering;

no exercise by the underwriters of their option to purchase an additional 833,400 shares of our common stock from certain selling stockholders to cover over-allotments; and

a one-for-four reverse stock split of our common stock to be effected prior to the completion of this offering.



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You should read the following summary financial data in conjunction with our consolidated financial statements and related notes, as well as the sections titled Risk Factors, Capitalization, Selected Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations appearing elsewhere in this prospectus. We were incorporated in March 2009 and completed the M/A-COM Acquisition on March 30, 2009. We acquired Mimix on May 28, 2010. Because we and Mimix had the same majority owner since our incorporation, we present in this prospectus combined financial statements in a manner similar to a pooling-of-interests. Because our majority owner acquired control of Mimix before acquiring control of us, we treat Mimix as our accounting acquirer for financial statement presentation purposes. Accordingly, our financial statements are presented as if the Mimix Merger had occurred on the date of our incorporation in March 2009, the date in which we came under common control with Mimix, and the financial statements for periods prior to March 30, 2009 reflect only the operations of Mimix. We derived (i) the statements of operations data for the fiscal years ended October 2, 2009, October 1, 2010 and September 30, 2011, and (ii) the balance sheet data as of October 1, 2010 and September 30, 2011, from our audited consolidated financial statements, which appear elsewhere in this prospectus. We derived (i) the statements of operations data for the three months ended December 31, 2010 and December 30, 2011 and (ii) the balance sheet data as of December 30, 2011 from our unaudited consolidated financial statements, which appear elsewhere in this prospectus. These unaudited interim consolidated financial statements have been prepared on a basis consistent with our audited consolidated financial statements, and in the opinion of our management, include all adjustments, consisting only of normal, recurring adjustments and accruals, necessary for a fair presentation of our financial position and results of operations for the periods presented. All information presented as pro forma below is unaudited. We believe the financial results prior to March 30, 2009 are not comparable to our financial results for subsequent periods because they reflect only the operations of Mimix. For additional information on our presentation of financial statements, see Management's Discussion and Analysis of Financial Condition and Results of Operations Overview History and Basis of Presentation appearing elsewhere in this prospectus.

	Fiscal Years			Three Months Ended	
	2009	2010	2011	December 31, 2010	December 30, 2011
<b>(Unaudited)</b>					
<b>Statements of Operations Data (in thousands):</b>					
Revenue	\$ 102,718	\$ 260,297	\$ 310,295	\$ 74,909	\$ 73,035
Cost of revenue (1)	77,171	166,554	178,435	44,295	41,620
Gross profit	25,547	93,743	131,860	30,614	31,415
Operating expenses:					
Research and development (1)	13,553	25,795	36,121	7,714	9,891
Selling, general and administrative (1)	25,601	45,860	48,103	12,237	11,278
Accretion of contingent consideration	2,800	2,000	210	97	169
Restructuring charges	5,100	2,234	1,499	382	1,586
Total operating expenses	47,054	75,889	85,933	20,430	22,924
Income (loss) from operations	(21,507)	17,854	45,927	10,184	8,491
Other (expense) income:					
Gain on bargain purchase	27,073				
Accretion of common stock warrant liability (2)			(5,080)		1,458
Accretion of Class B conversion liability (3)			(39,737)		13,620
Interest expense	(1,699)	(2,323)	(1,561)	(528)	(181)
Total other (expense) income, net	25,374	(2,323)	(46,378)	(528)	14,897
Income (loss) before income taxes	3,867	15,531	(451)	9,656	23,388
Income tax (provision) benefit	124	(8,996)	(1,319)	(1,371)	(1,346)
Net income (loss) from continuing operations	3,991	6,535	(1,770)	8,285	22,042
Net income from discontinued operations	198	494	754	321	

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Net income (loss)	4,189	7,029	(1,016)	8,606	22,042
Less net income attributable to noncontrolling interest in a subsidiary	23	195			
Net income (loss) attributable to controlling interest	4,166	6,834	(1,016)	8,606	22,042
Accretion to redemption value of redeemable preferred stock and preferred stock dividends (4)	(3,559)	(6,298)	(80,452)	(8,464)	(21,291)
Net income (loss) attributable to common stockholders	\$ 607	\$ 536	\$ (81,468)	\$ 142	\$ 751

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	Fiscal Years			Three Months Ended	
	2009	2010	2011	December 31, 2010	December 30, 2011
<b>Net Income (Loss) Per Share</b> <i>(in thousands, except per share data):</i>				(Unaudited)	
Basic income (loss) per common share:					
Income (loss) from continuing operations	\$ 0.04	\$ 0.01	\$ (54.63)	\$ (0.16)	\$ 0.43
Income from discontinued operations	0.01	0.04	0.50	0.29	
Net income (loss)	\$ 0.05	\$ 0.05	\$ (54.13)	\$ 0.13	\$ 0.43
Diluted income (loss) per share:					
Income (loss) from continuing operations	\$ 0.04	\$	\$ (54.63)	\$ (0.05)	\$ 0.20
Income from discontinued operations	0.01	0.04	0.50	0.09	
Net income (loss)	\$ 0.05	\$ 0.04	\$ (54.13)	\$ 0.04	\$ 0.20
Shares used to compute net income (loss) per common share:					
Basic	13,202	11,880	1,505	1,098	1,747
Diluted	13,342	12,586	1,505	3,683	3,753
Pro forma net income per common share: (5)					
Basic			\$ 0.90		\$ 0.18
Diluted			\$ 0.85		\$ 0.18
Shares used to compute pro forma net income per common share: (5)					
Basic			42,890		45,051
Diluted			45,313		47,057

	October 1, 2010	As of September 30, 2011	As of December 30, 2011 Actual	Pro Forma As Adjusted (Unaudited)
	<b>Consolidated Balance Sheet Data</b> <i>(in thousands):</i>			
Cash and cash equivalents	\$ 23,946	\$ 45,668	\$ 33,108	\$ 64,544 (7)
Working capital	56,955	89,426	85,057	116,493 (7)
Total assets	164,836	211,268	198,209	226,993 (7)
Note payable (6)	30,000			
Class B conversion liability		81,378	67,758	(8)
Convertible and redeemable preferred stock		182,018	183,433	(9)
Stockholders' equity (deficit)	44,655	(144,837)	(123,718)	156,257 (10)

(1) Amortization expense related to intangible assets arising from acquisitions and non-cash compensation expense included in our consolidated statements of operations is set forth below (in thousands):

	Fiscal Years			Three Months Ended	
	2009	2010	2011	December 31, 2010	December 30, 2011
<b>Amortization expense:</b>				(Unaudited)	
Cost of revenue	\$ 862	\$ 1,594	\$ 1,588	\$ 382	\$ 382

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Selling, general and administrative	613	1,095	1,069	258	258
Non-cash compensation expense:					
Cost of revenue	173	194	335	54	36
Research and development	159	208	258	46	106
Selling, general and administrative	536	1,143	964	149	391

- (2) Represents changes in the fair value of common stock warrants recorded as liabilities and adjusted each reporting period to fair value.
- (3) Represents changes in the fair value of features of our Class B convertible preferred stock that are recorded as liabilities and adjusted each reporting period to fair value.
- (4) In fiscal year 2011, includes \$76.2 million of dividends declared and paid in January 2011 to holders of our Series A-1 and A-2 convertible preferred stock.
- (5) Assumes the conversion of all outstanding shares of our convertible preferred stock into 37,747,823 shares of common stock upon the completion of this offering and the deemed issuance of 5,556,000 shares of common stock, in both fiscal year 2011 and the three months ended December 30, 2011, sufficient to fund, in a manner similar to a dividend, the settlement of the \$60.0 million Class B preference payment and the \$80.0 million special dividend paid in January 2011, as limited, in aggregate, to the number of shares of our common stock offered by this prospectus, all assuming an initial public offering price equal to the midpoint of the range of our common stock set forth on the cover of this prospectus.

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- (6) Reflects seller financing in connection with the M/A-COM Acquisition, which was subsequently paid off in December 2010.
- (7) Represents the effect of (i) our receipt of the net proceeds from this offering of \$88.8 million assuming the issuance and sale by us of 5,556,000 shares of common stock in this offering at an assumed initial public offering price of \$18.00 per share, which is the midpoint of the range set forth on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions of \$7.0 million and estimated offering expenses of \$4.2 million (\$2.7 million of which has already been paid and deferred as of December 30, 2011 and recorded in other assets) and (ii) the \$60.0 million preference payment to be paid out of the net proceeds of this offering to the holders of our Class B convertible preferred stock.
- (8) Represents the effect of (i) the conversion of all of our outstanding Class B convertible preferred stock into shares of our common stock immediately prior to the completion of this offering and (ii) the \$60.0 million preference payment to be paid out of the net proceeds of this offering to the holders of our Class B convertible preferred stock, upon which the underlying rights giving rise to the Class B conversion liability terminate, resulting in the reclassification of the remaining \$7.8 million Class B conversion liability to stockholders' equity (deficit).
- (9) Represents the effect of the conversion of all of the outstanding shares of our convertible preferred stock into an aggregate of 37,747,823 shares of our common stock immediately prior to the completion of this offering.
- (10) Represents the effect of (i) the conversion of all of the outstanding shares of our convertible preferred stock into an aggregate of 37,747,823 shares of our common stock immediately prior to the completion of this offering, resulting in an increase in stockholders' equity (deficit) of \$191.2 million (\$183.4 million representing the carrying value of the convertible and redeemable preferred stock and \$7.8 million remaining from the Class B conversion liability after the \$60.0 million preference payment) and (ii) our receipt of the net proceeds from this offering of \$88.8 million assuming the issuance and sale by us of 5,556,000 shares of common stock in this offering at an assumed initial public offering price of \$18.00 per share, which is the midpoint of the range set forth on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions of \$7.0 million and estimated offering expenses of \$4.2 million.

**Quarterly Results (Unaudited):**

The following table presents unaudited quarterly statement of operations data for each of the quarters in fiscal years 2010 and 2011 and the three months ended December 30, 2011. This unaudited quarterly statement of operations information has been prepared on a basis consistent with our audited consolidated financial statements, and in the opinion of our management, include all adjustments, consisting only of normal, recurring adjustments and accruals, necessary for a fair presentation of our financial position and results of operations for the periods presented.

	<b>Three Months Ended</b>								
	<b>January 1, 2010</b>	<b>April 2, 2010</b>	<b>July 2, 2010</b>	<b>October 1, 2010</b>	<b>December 31, 2010</b>	<b>April 1, 2011</b>	<b>July 1, 2011</b>	<b>September 30, 2011</b>	<b>December 30, 2011</b>
	<i>(in thousands)</i>								
Revenue	\$ 57,405	\$ 61,014	\$ 67,705	\$ 74,173	\$ 74,909	\$ 77,884	\$ 78,700	\$ 78,802	\$ 73,035
Cost of revenue (1)	37,986	39,699	42,579	46,290	44,295	45,639	44,582	43,919	41,620
Gross profit	19,419	21,315	25,126	27,883	30,614	32,245	34,118	34,883	31,415
Operating expenses:									
Research and development (1)	4,756	6,352	7,564	7,123	7,714	8,356	9,463	10,588	9,891
Selling, general and administrative (1)	10,795	10,580	11,906	12,579	12,237	12,556	11,824	11,486	11,278
Accretion of contingent consideration	600	500	400	500	97	198	365		