ADTRAN INC
Form 10-Q
November 08, 2016

**UNITED STATES** 

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the Quarterly Period Ended September 30, 2016

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the Transition Period from to

Commission File Number 0-24612

ADTRAN, Inc.

(Exact name of Registrant as specified in its charter)

Delaware 63-0918200 (State of Incorporation) (I.R.S. Employer Identification No.) 901 Explorer Boulevard, Huntsville, Alabama 35806-2807

(Address of principal executive offices, including zip code)

(256) 963-8000

(Registrant's telephone number, including area code)

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

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

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

Large Accelerated Filer Accelerated Filer
Non accelerated Filer Smaller Reporting Company

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

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date:

Class Outstanding at October 20, 2016 Common Stock, \$.01 Par Value 48,398,164 Shares

ADTRAN, Inc.

Quarterly Report on Form 10-Q

For the Three and Nine Months Ended September 30, 2016

**Table of Contents** 

Item		Page
Number		Number
	PART I. FINANCIAL INFORMATION	
1	Financial Statements:	
	Consolidated Balance Sheets as of September 30, 2016 and December 31, 2015 – (Unaudited)	3
	Consolidated Statements of Income for the three and nine months ended September 30, 2016 –	
	(Unaudited)	4
	Consolidated Statements of Comprehensive Income for the three and nine months ended	_
	September 30, 2016 – (Unaudited)	5
	Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 –	_
	(Unaudited)	6
	Notes to Consolidated Financial Statements – (Unaudited)	7
2	Management's Discussion and Analysis of Financial Condition and Results of Operations	27
3	Quantitative and Qualitative Disclosures About Market Risk	36
4	Controls and Procedures	37
	PART II. OTHER INFORMATION	
1A	Risk Factors	38
2	Unregistered Sales of Equity Securities and Use of Proceeds	38
6	Exhibits	39
	SIGNATURE	40
	EXHIBIT INDEX	41

#### FORWARD LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of ADTRAN. ADTRAN and its representatives may from time to time make written or oral forward-looking statements, including statements contained in this report, our other filings with the Securities and Exchange Commission (SEC) and other communications with our stockholders. Generally, the words, "believe," "expect," "intend," "estimate," "anticipate," "will," "may," "could" and similar expressions identify forward-looking statements. We cau you that any forward-looking statements made by us or on our behalf are subject to uncertainties and other factors that could cause such statements to be wrong. A list of factors that could materially affect our business, financial condition or operating results is included under "Factors that Could Affect Our Future Results" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Item 2 of Part I of this report. They have also

been discussed in Item 1A of Part I in our most recent Annual Report on Form 10-K for the year ended December 31, 2015 filed on February 24, 2016 with the SEC. Though we have attempted to list comprehensively these important factors, we caution investors that other factors may prove to be important in the future in affecting our operating results. New factors emerge from time to time, and it is not possible for us to predict all of these factors, nor can we assess the impact each factor or a combination of factors may have on our business.

You are further cautioned not to place undue reliance on these forward-looking statements because they speak only of our views as of the date that the statements were made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

2

# PART I. FINANCIAL INFORMATION

# ITEM 1. FINANCIAL STATEMENTS

ADTRAN, INC.

#### CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except per share amounts)

	September 30, 2016	December 31, 2015		
ASSETS				
Current Assets				
Cash and cash equivalents	\$ 66,292	\$ 84,550		
Short-term investments	55,516	34,396		
Accounts receivable, less allowance for doubtful accounts of \$- at September 30, 2016				
and \$19 at December 31, 2015	101,822	71,917		
Other receivables	12,159	19,321		
Income tax receivable, net	540	-		
Inventory, net	96,034	91,533		
Prepaid expenses and other current assets	14,477	10,145		
Deferred tax assets, net	17,963	18,924		
Total Current Assets	364,803	330,786		
Property, plant and equipment, net	78,078	73,233		
Deferred tax assets, net	17,263	18,091		
Goodwill	3,492	3,492		
Other assets	13,548	9,276		
Long-term investments	178,379	198,026		
Total Assets	\$ 655,563	\$ 632,904		
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities				
Accounts payable	\$ 67,399	\$ 48,668		
Unearned revenue	15,744	16,615		
Accrued expenses				