

RUDOLPH TECHNOLOGIES INC

Form 10-K

February 27, 2014

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 10-K

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(Mark  
One)

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

For the Fiscal Year Ended December 31, 2013

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 No. 000-27965

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RUDOLPH TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

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Delaware

(State or other jurisdiction of incorporation or  
organization)

22-3531208

(I.R.S. Employer Identification Number)

One Rudolph Road, P.O. Box 1000, Flanders, NJ 07836

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (973) 691-1300

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SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class

Name of Exchange on Which Registered

Common Stock, \$0.001 par value per share (including  
attached Series A Junior Participating Preferred Stock  
Purchase Rights)

New York Stock Exchange (NYSE)

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities  
Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the  
Act. Yes  No

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

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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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)

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

The aggregate market value of the voting stock held by non-affiliates of the registrant based on the closing price of the registrant's stock price on June 30, 2013 of \$11.20 was approximately \$350,859,510.

The registrant had 32,954,404 shares of Common Stock outstanding as of February 6, 2014.

**DOCUMENTS INCORPORATED BY REFERENCE**

Items 10, 11, 12, 13 and 14 of Part III of this Annual Report on Form 10-K incorporate by reference information from the definitive proxy statement for the registrant's annual meeting of stockholders scheduled to be held on May 21, 2014.

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FORWARD LOOKING STATEMENTS

Certain statements in this Annual Report on Form 10-K are forward-looking statements, including those concerning our business momentum and future growth, the benefit to customers and market acceptance of our products and customer service, our ability to deliver both products and services consistent with our customers' demands and expectations and strengthen our market position, our expectations of the semiconductor market outlook, future revenues, gross profits, research and development and engineering expenses, selling, general and administrative expenses, product introductions, technology development, manufacturing practices, cash requirements and anticipated trends and developments in and management plans for, our business and the markets in which we operate, our anticipated revenue as a result of recent acquisitions, and our ability to be successful in managing our cost structure and cash expenditures and results of litigation, including ongoing litigation with ITC. The statements contained in this Annual Report on Form 10-K that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the words such as, but not limited to, "anticipate," "believe," "expect," "intend," "plan," "should," "may," "could," "will" and words or phrases of similar meaning, as they relate to our management or us.

The forward-looking statements contained herein reflect our current expectations with respect to future events and are subject to certain risks, uncertainties and assumptions. The forward-looking statements reflect our position as of the date of this report and we undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Actual results may differ materially from those projected in such forward-looking statements for a number of reasons including, but not limited to, the following: variations in the level of orders which can be affected by general economic conditions and growth rates in the semiconductor manufacturing industry and in the markets served by our customers, the global economic and political climates, difficulties or delays in product functionality or performance, the delivery performance of sole source vendors, the timing of future product releases, failure to respond adequately to either changes in technology or customer preferences, changes in pricing by us or our competitors, our ability to manage growth, risk of nonpayment of accounts receivable, changes in budgeted costs, our ability to leverage our resources to improve our position in our core markets, our ability to weather difficult economic environments, our ability to open new market opportunities and target high-margin markets, the strength/weakness of the back-end and /or front-end semiconductor market segments, our ability to successfully integrate recently acquired businesses, including Tamar Technology and Azores Corporation, into our business and fully realize, or realize within the expected time frame, the expected combination benefits from the acquisition, and the "Risk Factors" set forth in Item 1A. You should carefully review the cautionary statements and "Risk Factors" contained in this Annual Report on Form 10-K. You should also review any additional disclosures and cautionary statements and "Risk Factors" we include from time to time in our quarterly reports on Form 10-Q, current reports on Form 8-K and other filings we make with the Securities and Exchange Commission.

PART I

Item 1. Business.

General

Rudolph Technologies, Inc. is a worldwide leader in the design, development, manufacture and support of defect inspection, advanced packaging lithography, thin film metrology, and data analysis systems and software used by microelectronics device manufacturers. We provide process and yield management solutions used in both wafer processing and final manufacturing through a family of standalone systems for macro-defect inspection, lithography, probe card test and analysis, and transparent and opaque thin film measurements. All Rudolph systems feature sophisticated software and production-worthy automation. In addition, our advanced process control software portfolio includes powerful solutions to enhance productivity and achieve significant cost savings. Rudolph systems are backed by worldwide customer service and applications support.

Driven by market demand for 3D measurement capability in advanced packaging applications, Rudolph acquired selected assets of Tamar Technology (“Tamar”), a precision metrology company, of Newbury Park, CA, in April 2013. Tamar’s measurement technology is well recognized within the semiconductor industry and was already in use at a number of major manufacturers. Rudolph has integrated the 3D measurement capability into its defect inspection

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platform for a combined inspection and metrology system, the NSX<sup>®</sup> Metrology Series, to meet our customers' need for throughput and process integration in high-volume production advanced packaging applications.

In 2013 Rudolph earned certification to ISO 9001:2008 from SAI Global, an accredited registrar, for its quality management system and shared services corporate departments at its inspection, metrology and software business unit locations. The rigorous certification process reinforces the Company's commitment to providing the best quality products and services to its customers for the design, manufacture, sale and support of capital equipment and process control software used for inspection, metrology, yield analysis and control of semiconductor and related device manufacturing processes. The Company will pursue ISO 9001:2008 registration for its new lithography systems group in 2014.

Two acquisitions in 2012 strengthened Rudolph's established presence in Integrated Circuit and Flat Panel Display ("FPD") manufacturing by adding to its substantial intellectual property portfolio. In June, the Company acquired specific assets and liabilities of NanoPhotonics GmbH, Mainz, Germany ("NanoPhotonics acquisition") and added unpatterned wafer inspection to its product offering. In December, the Company acquired Azores Corporation, Wilmington, Massachusetts, ("Azores acquisition") and announced entry into the advanced packaging and FPD lithography markets. Prior to the acquisition, Rudolph partnered with Azores (a manufacturer of lithography steppers for the FPD industry) to design and build a lithography stepper for the semiconductor advanced packaging market. The first system shipped to a major Outsourced Assembly and Test ("OSAT") customer in the fourth quarter of 2012.

### Industry Trends

Advanced Packaging is a key technology that enables the miniaturization of electronic products, such as portable consumer devices, including smartphones and laptops. In electronics manufacturing, integrated circuit packaging is the final stage of semiconductor device fabrication, in which the tiny block of semiconducting material (die) is encased in a supporting package that provides an external electrical connection and prevents physical damage and corrosion. Packaging refers loosely to the conductors and other structures that interconnect the circuits, feed them with electric power, discharge their heat and protect them from damage. Today, the drive to pack more functions into a small space and reduce their power requirements demands that chip packages do much more than ever before. Examples of advanced packaging are varied and include flip-chip bumping, pillar bumping, wafer-level chip scale packaging and 3D packaging.

One solution using advanced packaging is the 3D integration of semiconductors and other devices. The technology involves stacking individual die or wafers in one integrated housing. Through silicon vias (TSV, 3D stacking) allow communication among the individual components. This offers the advantages of shorter signal paths and reduced power consumption, enhanced bandwidths, integration of heterogeneous components such as sub-chips, smaller surface area and reduced expense. The processes required for 3D integration are still being optimized for yield, and to ensure the functioning of individual microchips.

The current and projected adoption of smart mobile devices drives designed-in capability. There are no longer single function devices, but instead, various devices have been combined to provide multiple functions. For example, smart phone users no longer need a GPS, digital camera and PDA. With the addition of a myriad of available "apps," the potential uses seem endless. As a result, advancements in mobile products are driving semiconductor advanced packaging and display manufacturers to implement next-generation technologies to meet the resulting requirements. This technology shift has created multiple opportunities for Rudolph solutions.

Panel Lithography. Scalable technology is rapidly increasing in importance. Advanced packaging facilities looking to improve cost of ownership (COO) and increase productivity are transitioning to large panels ranging up to Gen 3.5 (approximately 650mm x 720mm). Traditional technology has been limited to standard wafer sizes. However, with companies progressively moving to fan-out packages, they are no longer limited to operating within the constraints of a round wafer. By responding to market opportunities and addressing the stringent demands of customers' technical roadmaps, Rudolph is optimally positioned to capitalize on the emerging market of advanced packaging panel lithography. The JetStep<sup>®</sup> Panel Lithography System, having emerged from the flat panel display market, is readily capable of processing both glass and organic laminate panels in the semiconductor advanced packaging market.

450mm Wafer Transition. Multiple Rudolph systems continue to support 450mm wafer processing research and development. Our latest-generation defect inspection and thin film metrology tools are designed to increase the

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value of inspection and metrology data to improve process yields and profitability as the industry moves toward a full 450mm production ramp.

### Technology

We believe that our expertise in engineering and our continued investment in research and development enable us to rapidly develop new technologies and products in response to emerging industry trends. The breadth of our technology enables us to offer a diverse combination of measurement technologies that provide process control for the majority of thin films used in semiconductor manufacturing. Unique features have been designed into our lithography systems to meet our customers' changing process requirements. Our defect detection and classification technologies allow us to provide yield enhancement for critical front-end processes such as photolithography, diffusion, etch, CMP and outgoing quality control. Information learned through post-fab inspection is critical. Advanced macro defect inspection within the final manufacturing (back-end) process provides our customers with critical quality assurance and process information. Defects may be created during probing, bumping, dicing or general handling, and can have a major impact on device and process quality.

### Inspection Business

**Inspection Systems.** Chip manufacturers deploy advanced macro defect inspection throughout the fab to monitor key process steps, gather process-enhancing information and ultimately, lower manufacturing costs. Field-established tools such as the F30<sup>TM</sup> and NSX<sup>®</sup> inspection systems are found in wafer processing (front-end) and final manufacturing (back-end) facilities around the world. These high-speed tools incorporate features such as waferless recipe creation, tool-to-tool correlation and multiple inspection resolutions. In addition to wafer frontside inspection, Rudolph's innovative Explorer Inspection Cluster incorporates wafer edge and backside inspection in one integrated platform to enhance productivity and continuously improve fab yield. New products added in 2013 include the NSX Metrology Series for advanced packaging manufacturers and the NSX 220 System for fast, easy defect inspection at traditional back-end facilities. Using products such as Discover<sup>®</sup> and Genesis<sup>®</sup> yield management software, the vast amount of data gathered through automated inspection can be analyzed and classified to determine trends that ultimately affect yield.

**All-surface Inspection.** All-surface refers to inspection of the wafer frontside, edge, and backside as well as post-fab die. The edge inspection process focuses on the area near the wafer edge, an area that poses difficulty for traditional wafer frontside inspection technology due to its varied topography and process variation. Edge bevel inspection looks for defects on the side edge of a wafer. The edge bead removal and edge exclusion metrology involve a topside surface measurement required exclusively in the photolithography process, primarily to determine if wafers have been properly aligned for the edge exclusion region. The primary reason for wafer backside inspection is to determine if contamination has been created that may spread throughout the fab. For instance, it is critical that the wafer backside be free of defects prior to the photolithography process to prevent focus and exposure problems on the wafer front-side.

**Automated Defect Detection and Classification.** Automating the defect detection and classification process is best done by a system that can mimic, or even extend, the response of the human eye, but at a much higher speed, with high resolution and more consistency. To do this, our systems capture full-color whole wafer images using simultaneous dark and bright field illumination. The resulting bright and dark field images are compared to those from an "ideal" wafer having no defects. When a difference is detected, its image is broken down into mathematical vectors that allow rapid and accurate comparison with a library of known classified defects stored in the tool's database. Patented and proprietary enhancements of this approach enable very fast and highly repeatable image classification. The system is pre-programmed with an extensive library of default local, global and color defects and can also absorb a virtually unlimited amount of new defect classes. This allows customers to define defects based on their existing defect classification system, provides more reliable automated rework decisions and enables more accurate statistical process control data.

**Classification.** Classifying defects off-line enables automated inspection systems to maintain their high throughput. Using defect image files captured by automated inspection systems, operators are able to view high-resolution defect



images to determine defects that cause catastrophic failure of a device, or killer defects. Classifying defects enables faster analysis by grouping defects found together as one larger defect, a scratch for example, and

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defects of similar types across a wafer lot to be grouped based on size, repeating defects and other user-defined specifications. Automatically classifying defects provides far greater yield learning than human classification.

**Yield Analysis.** Using wafer maps, charts and graphs, the vast amounts of data gathered through automated inspection can be analyzed to determine trends across bumps, die, wafers and lots. This analysis may determine where in the process a variation is being introduced, allowing for enhancements to be made and yields improved. Defect data analysis is performed to identify, analyze and locate the source of defects and other manufacturing process excursions. Using either a single wafer map or a composite map created from multiple wafer maps, this analysis enables identification of defect patterns and distribution. When combined with inspection data from strategically-placed inspection points, this analysis may pinpoint the source of the defects so corrective action can be taken.

**Probe Card Test and Analysis.** The combination of Fast 3D-OCM<sup>®</sup> (optical comparative metrology) Technology with improved testing accuracy and repeatability is designed to reduce total test time for even the most advanced large area probe cards. 3-D capabilities enable users to analyze probe marks and probe tips in a rapid and information-rich format.

### Lithography Business

**Step and Repeat Technology.** Rudolph steppers use projection optics to expose circuit patterns from a mask or reticle onto a substrate to achieve images with optimal fidelity. These systems employ light from a mercury arc lamp that is transmitted through a mask or reticle containing display circuit patterns. Substrates are aligned on the system and the mask is imaged through a projection lens in photoresist material coated on the substrate. The substrate is then moved, or “stepped,” to a second position to expose an adjacent area. Images can be “stitched” together precisely to form larger circuit patterns without any noticeable change in circuit performance. The system repeats the step and exposure process until the entire substrate is patterned. Once the exposure process has been completed, the substrate is developed with an alkali solution, such as Tetramethylammonium Hydroxide (“TMAH”) or sodium hydroxide (“NaOH”), to reveal the underlying material. The imaged photoresist serves as a barrier that allows for processing the underlying metal or insulating layers. The substrates then continue through the etching, stripping and deposition processes until multi-layer circuits are completed.

**Advanced Packaging Lithography Systems.** In order to deal with increased Input/Output, enhanced functionality, power efficiency and higher frequency, Integrated Device Manufacturers and OSATs are moving to advanced packaging technologies such as Through Silicon Via (“TSV”) and 3D. However, the associated substrates and processes are significantly different than those used in front-end wafer processing. The added performance requires finer features, but the processes stress the substrates resulting in warped substrates. Since most packaging is an additive process, thick films are used to enable the creation of features. In order for equipment to effectively function in this environment, it must overcome these challenges. The Rudolph JetStep<sup>®</sup> System has been specifically designed to meet these challenges head on. A large printable field combined with user-selectable wavelength options maximizes throughput while not limiting resolution when needed. High fidelity optics are able to image the fine features required while at the same time achieving superior depth of field to minimize non-flatness effects. On-the-fly auto focus and an innovative reticle management system improve yield and utilization. These unique features result in a revolutionary lithography system specifically designed to meet advanced packaging challenges.

**Flat Panel Display (FPD) Lithography.** A critical aspect of any leading mobile device is the display. The display serves as the window to the user. Therefore, it must effectively present graphics such as detailed maps, high resolution photos and streaming video in order to meet user expectations. To accomplish this, the display transistor backplane, which is what controls the pixels, must operate at a high frequency and have high pixel resolution. As a result, the transistors must have high mobility and only use a small portion of the pixel aperture. The backplane is manufactured on a sheet of glass; like the packaging substrate, it is non-flat and tends to distort further during processing. Additionally, the displays are getting larger. Manufacturers are looking to utilize larger sheets of glass, making throughput a challenge for the lithography equipment. To overcome this, Rudolph’s PanelPrinter<sup>®</sup> 200 uses high-fidelity optics and the largest printable stepper field available enabling more displays per shoot. This feature, combined with on-the-fly auto-focus and magnification compensation, maximizes throughput and yield. Finally, the innovative grid stage allows the system to be easily scaled to meet the customer desired substrate size.



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## Metrology Business

Transparent Film Metrology. Rudolph's patented transparent film technology uses up to four lasers operating simultaneously at multiple angles and multiple wavelengths, providing powerful analysis and measurement capabilities. Unlike the white-light sources used in spectroscopic ellipsometers, laser light sources make our metrology tools inherently stable, increase measurement speed and accuracy, and reduce maintenance costs by minimizing the time required to re-qualify a light source when it is replaced. New in 2013, Rudolph's S3000SX<sup>SM</sup> System is targeted for transparent films in advanced semiconductor fabrication applications at the 28nm node and below. This latest addition to the S3000 product family uses Rudolph's proprietary focused beam ellipsometry (FBE) and newly-designed small site measurement optics (SSMO) to measure the thickness of single layer and multi-layer films on product wafers including device area at site sizes as small as 30x30 nanometers.

Opaque Film Metrology. The MetaPULSE<sup>®</sup> System gives customers the ability to simultaneously measure the thickness and other properties of up to six metal or other opaque film layers in a non-contact manner on product wafers. PULSE<sup>TM</sup> Technology uses an ultra-fast laser to generate sound waves that pass down through a stack of opaque films such as those used in copper or aluminum interconnect processes, sending back to the surface an echo that indicates film thickness, density, and other process critical parameters. We believe we are a leader in providing systems that can non-destructively measure opaque thin-film stacks with the speed and accuracy semiconductor device manufacturers demand in order to achieve high yields with the latest fabrication processes. The technology is ideal for characterizing copper interconnect structures. The MetaPULSE<sup>®</sup> System, used mainly for fast and accurate measurements of metal interconnect in front-end wafer processing applications, has now been chosen by back-end manufacturers to perform system measurements in new process applications, driven by the need for on-product metrology as feature sizes decrease and pattern densities increase. In addition, the MetaPULSE FP system was selected during 2012 by a major manufacturer of flat panel displays to measure critical thickness of metal layers deposited during the manufacturing process and this relationship continues through 2013.

Optical Acoustics. Optical acoustic metrology involves the use of ultra-fast laser induced sonar for metal and opaque thin film measurement. This technology sends ultrasonic waves into multi-layer opaque films and then analyzes the resulting echoes to simultaneously determine the thickness of each individual layer in complex multi-layer metal film stacks. The echo's amplitude and phase can be used to detect film properties, missing layers and interlayer problems. Since different phenomena affect amplitude and phase uniquely, a variety of process critical interlayer problems can be detected in a single measurement. The use of optical acoustics to measure multi-layer metal and opaque films was pioneered by scientists at Brown University ("Brown") in collaboration with engineers at Rudolph. The proprietary optical acoustic technology in our PULSE Technology systems measures the thickness of single or multi-layer opaque films ranging from less than 40 Angstroms to greater than five microns. It provides these measurements at a rate of up to 70 wafers per hour within one to two percent accuracy and typically less than one percent repeatability. This range of thicknesses covers the majority of thick and thin metal films projected by the International Roadmap for Semiconductors to be used through the end of this decade. Our non-contact, non-destructive optical acoustic technology and small spot size enable our PULSE Technology systems to measure film properties directly on product wafers.

Ellipsometry. Ellipsometry is a non-contact, non-destructive optical technique for transparent thin film measurement. We have been an industry leader in ellipsometry technology for the last three decades. We hold patents on several ellipsometry technologies, including our proprietary technique that uses four lasers for multiple-angle of incidence, multiple wavelength ellipsometry. Laser ellipsometry technology is intended to enable our transparent film systems to provide the increasingly higher level of accuracy needed as thinner films and newer materials are introduced for future generations of semiconductor devices. We extended this same optical technology to characterize the scatterometry signal from patterned surfaces, allowing measurement of critical dimensions.

Reflectometry. For applications requiring broader spectral coverage, some of our ellipsometry tools are also equipped with a reflectometer. Reflectometry uses a white or ultraviolet light source to determine the properties of transparent thin films by analyzing the wavelength and intensity of light reflected from the surface of a wafer. This optical information is processed with software algorithms to determine film thickness and other material properties. By

combining data from both the laser ellipsometer and broad spectrum reflectometer, it is possible to characterize films and film stacks that cannot be adequately analyzed by either method individually.

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## Yield Management and Process Control Software

Process Control. We provide a wide range of advanced process control solutions, all designed to improve factory profitability, including run-to-run control, fault detection, classification and tool automation. Rudolph is a leading provider of Process Control Software in the semiconductor industry. Advanced Process Control (“APC”) employs software to automatically detect or predict tool failure (fault detection) as well as calculate recipe settings for a process that will drive the process output to target despite variations in the incoming material and disturbances within the process equipment. Process control software enables the factory to increase capacity and yield and to decrease rework and scrap. It enables reduced production costs by lowering consumables, process engineering time and manufacturing cycle time.

Data Analysis & Review Software. Rudolph has a comprehensive offering of process control software solutions for semiconductor, solar and LED manufacturing.

## Products

Rudolph markets and sells products to major logic, memory, data storage, flat panel and application-specific integrated circuit (“ASIC”) device manufacturers. Our customers rely on us for versatile inspection, lithography and metrology systems as well as process control software solutions. These systems are designed for high-volume production facilities and offer automated wafer handling for 200, 300 and 450mm configurations. Our systems operate at high throughput with ultra-clean operation and high reliability.

## INSPECTION &amp; TEST SYSTEMS

Product	First Introduced	Functionality	Type of Fab	
			Wafer Processing	Final Manufacturing
AXi™ Inspection Module	2003	<ul style="list-style-type: none"> <li>— Advanced detection of defects &gt;0.5 micron</li> <li>— Inspection of patterned and unpatterned wafers</li> <li>— In line, high-speed, 100% inspection</li> <li>— 5-objective turret enables resolution throughput flexibility</li> </ul>	X	
F30™ Inspection Module	2011	<ul style="list-style-type: none"> <li>— Speeds up to 150wph</li> <li>— Multiple resolutions; TSV sensor capability</li> <li>— Waferless recipe creation</li> <li>— Tool matching</li> </ul>	X	
E30™ Inspection Module	2003	<ul style="list-style-type: none"> <li>— 2D defect detection of the wafer’s edge</li> <li>— Metrology of edge feature</li> <li>— Incorporated into the Explorer Cluster</li> </ul>	X	X
B30™ Inspection Module	2003	<ul style="list-style-type: none"> <li>— 2D defect detection of the wafer’s backside</li> <li>— Darkfield, brightfield and color imaging</li> <li>— 2D defect detection of the wafer’s backside</li> </ul>	X	X
Explorer® Inspection Cluster	2009	<ul style="list-style-type: none"> <li>— A family of multi surface inspection tools, using one or more inspection modules</li> <li>— Automated handling platform</li> <li>— Intelligent wafer scheduling</li> </ul>	X	
NSX® Inspection System	1997	<ul style="list-style-type: none"> <li>— Fully automated defect detection &gt;0.5 micron</li> <li>— 2D wafer, die &amp; bump inspection</li> <li>— In line, high-speed, 100% inspection</li> </ul>		X



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INSPECTION & TEST SYSTEMS (continued)			Type of Fab	
Product	First Introduced	Functionality	Wafer Processing	Final Manufacturing
NSX <sup>®</sup> Metrology System	2013	— Fully automated defect detection and metrology — Wafer level packaging and TSV metrology — In line, high-speed, 100% defect inspection		X
Wafer Scanner <sup>™</sup> Inspection System	1999	— 2D/3D bump dimensional inspection — 2D bump/surface defect inspection — In line, high-speed, 100% inspection		X
PrecisionWoRx <sup>®</sup> System	2008	— Probe card test & analysis — Configurable channels — High load forces		X
ProbeWoRx <sup>®</sup> System	2003	— Probe card production metrology — 3D Optical Comparative Metrology — High-speed test times		X
WaferWoRx <sup>®</sup> System	2006	— Automated, one-touch measurements — Probing process analysis — 3D probe tip analysis — Proprietary, advanced software		X
AWX <sup>™</sup> Series	2011	— All-surface, unpatterned wafer inspection — Modular platform; wafer transfer and sorting capability — Includes automatic defect classification — 450mm ready	X	
Reflex TT <sup>™</sup>	2000	— Manual load bare wafer inspection — Detects particles, scratches, area defects — 50mm up to 450mm substrates	X	
AMX <sup>™</sup> 6000 Series	2011	— Automated mask blank inspection — High throughput; 45 mask blanks per hour — Particle sensitivity down to 90nm LSE	X	
Reflex TT <sup>™</sup> MBI	2004	— Manual load mask inspection — Ideal for R&D, process and tool development labs — Laser darkfield technology	X	



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## LITHOGRAPHY SYSTEMS

Product	First Introduced	Functionality	Type of Fab	
			Flat Panel Display	Final Manufacturing
JetStep™ Lithography System	2012	<ul style="list-style-type: none"> <li>— Designed to meet advanced packaging requirements</li> <li>— High throughput, diverse product mix, and tighter overlay</li> <li>— Finer resolution with superior depth of focus</li> </ul>		X
JetStep™ Panel Lithography System	2013	<ul style="list-style-type: none"> <li>— Designed to meet advanced packaging requirements</li> <li>— Supports panel lithography for fan-out packaging (up to Gen 3.5 panels)</li> <li>— Largest printable field of view (160mm lens field size)</li> </ul>		X
PanelPrinter™ 6700 FPD Photolithography Stepper	2006	<ul style="list-style-type: none"> <li>— Optimal throughput and resolution in Gen 3.5 configuration</li> <li>— High resolution imaging, 5um - 2.0um</li> <li>— Real-time auto focus measurement</li> </ul>	X	
PanelPrinter™ 9200 FPD Photolithography Stepper	2007	<ul style="list-style-type: none"> <li>— Step and repeat printer for Gen 4.5 substrates</li> <li>— Automated substrate alignment</li> <li>— Largest printable field high fidelity projection lens and illumination system</li> </ul>	X	

## METROLOGY SYSTEMS

Product	First Introduced	Functionality	Type of Fab	
			Wafer Processing	Final Manufacturing
MetaPULSE® System	1997	<ul style="list-style-type: none"> <li>— Non-contact system for thin opaque films</li> <li>— Patented Picosecond Ultrasonic Laser Sonar Technology (PULSE™)</li> <li>— Designed for advanced copper and non-copper applications</li> <li>— Improved throughput and repeatability</li> <li>— Superior accuracy for transparent film measurements</li> </ul>	X	X
S3000™ System	2006	<ul style="list-style-type: none"> <li>— Incorporates ellipsometry technology for transparent film application</li> <li>— Optimized price/performance for fabwide applications</li> <li>— Available with pattern recognition software</li> <li>— Enhanced data review mode</li> </ul>	X	

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Product	First Introduced	Functionality	Type of Fab	
			Wafer Processing	Final Manufacturing
		— Real-time monitoring software		
ARTIST® Software	2003	— Enables development of human-readable models		
		— Frees users from manual monitoring		
		— Minimize scrap and rework	X	X
AutoShell® Software	1998	— Equipment automation software that interfaces to both tools and external resources	X	X
		— Designed to control process equipment		
ControlWORKS® Software	1994	— Minimizes the expense and time-to-market associated with developing control applications	X	
		— Fabwide software for archival and retrieval of process related data		
Discover® Software	2007	— Facilitates root cause analysis, yield enhancement and yield learning	X	X
		— In line, all surface defect analysis and data management		
Discover® Enterprise Software	2005	— Trend analysis and visualization tools		
		— Wafer maps visualize all-surface defects		
		— Identifies root cause of defects and process excursions	X	X
		— Helps photovoltaic (PV) cell manufacturers reduce manufacturing costs and increase average cell efficiencies		
Discover Solar™ Software	2008	— Designed for high volume c-Si cell and thin film production		
		— Controls and optimizes the performance of the line	X	X
		— Intercepts message traffic between the equipment and the host		
		— Preserves value of existing automation investments		
GateWay™ Software	2003	— Increases reliability and function with zero development time		
		— Diagnostic tool for solving communication problems		
		— Connects applications to tools	X	X

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## DATA ANALYSIS &amp; REVIEW SOFTWARE (continued)

Product	First Introduced	Functionality	Type of Fab	
			Wafer Processing	Final Manufacturing
HarmonyASR™ Software	2005	— Off line defect review and classification		
		— Defects displayed in real time		
		— Rapid classification of unknown defects; review of previously-classified defects	X	X
Process Sentinel® Software	2006	— Fabwide spatial process control system		
		— Traces patterns back to yield-killing process issues		
		— Combined defect and sort solution		
ProcessWORKS® Software	1998	— Quickly isolates systemic faults		
		— Advanced segmentation and wafer stacking capability	X	
		— Advanced process control software deployed in CMOS, high-mix ASIC, memory and disk head fabs		
RecipeWORKS™ Software	1998	— Proven in all major process areas	X	
		— Reduces impact on tool time		
		— Stores recipes in a central repository		
TrackWORKS® Software	1998	— Enables engineers to manage recipes remotely		
		— Allows users to setup security		
		— Accepts settings from any run-to-run control application	X	X
TrueADC® Enterprise Software	2007	— Configures and schedules preventive maintenance		
		— View factory entities using operator-defined parameters	X	
		— Serving the entire fab		
Yield Optimizer™ Software	2006	— Defect classification with a high level of accuracy		
		— Ensures database lookup, classification and timely response to the tool		
		— Minimum impact to throughput	X	X
Genesis® Software	1997	— Builds predictive models		
		— Optimizes yield and reduces excursions		
		— Identifies the most critical metrology measurements for controlling yield	X	
Genesis® Software	1997	— Data acquisition and integration		
		— Data mining		
		— Parametric analysis	X	

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## Customers

Over 100 microelectronic device manufacturers have purchased Rudolph tools and software for installation at multiple sites. We support a diverse customer base in terms of both geographic location and type of device manufactured. Our customers are located in 20 countries. See Note 14 to our consolidated financial statements in this Annual Report on Form 10-K for information concerning our geographic information.

We depend on a relatively small number of customers and end users for a large percentage of our revenues. In the years 2011, 2012 and 2013, sales to end user customers that individually represented at least five percent of our revenues accounted for 43.6%, 50.9% and 41.6% of our revenues, respectively.

The following customers each accounted for more than 10% of total revenues for the indicated periods:

Year Ended December 31,

2011	2012	2013
Infineon Technologies	Samsung Semiconductor Inc.	Intel Semiconductor Inc.
Samsung Semiconductor Inc.	Advanced Semiconductor Engineering, Inc.	STATS ChipPAC Ltd.

No other individual end user customer accounted for more than 10% of our revenues in 2011, 2012 and 2013. We do not have purchase contracts with any of our customers that obligate them to continue to purchase our products.

## Research and Development

The markets for equipment and systems for manufacturing semiconductor devices and for performing macro-defect inspection, advanced packaging lithography and thin film transparent and opaque process control metrology are characterized by continuous technological development and product innovations. We believe that the rapid and ongoing development of new products and enhancements to existing products is critical to our success. Accordingly, we devote a significant portion of our technical, management and financial resources to research and development programs. As of December 31, 2013, we employed 169 research and development personnel.

The core competencies of our research and development team include metrology systems for high volume manufacturing, ellipsometry, ultra-fast optics, picosecond acoustic and optical design, advanced metrology application development and algorithm development. To leverage our internal research and development capabilities, we maintain close relationships with leading research institutions in the metrology field, including Brown University. Our relationship with Brown University has resulted in the development of the optical acoustic technology underlying our MetaPULSE product line. We have been granted exclusive licenses from Brown University Research Foundation, subject to rights retained by Brown and the United States government for their own non-commercial uses for several patents relating to this technology.

Our research and development expenditures in 2011, 2012 and 2013 were \$36.3 million, \$39.3 million and \$40.0 million, respectively. We plan to continue our strong commitment to new product development and continue to allocate significant resources to these efforts in the future.

## Sales, Customer Service and Application Support

We maintain an extensive network of direct sales, customer service and application support offices in the United States, Europe and Asia.

We provide our customers with comprehensive support before, during and after the delivery of our products. For example, in order to facilitate the smooth integration of our tools into our customers' operations, we often assign dedicated, site-specific field service and applications engineers to provide long-term support at selected customer sites. We also provide comprehensive service and applications training for customers at our training facilities in Bloomington, Minnesota and Budd Lake, New Jersey and at customer locations. In addition, we maintain a group of highly skilled applications scientists at strategically located facilities throughout the world and at selected customer locations. As of December 31, 2013, we employed 294 sales and marketing, service and applications support personnel.



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### Manufacturing

Our principal manufacturing activities include assembly, final test and calibration. These activities are conducted in our manufacturing facilities in Bloomington, Minnesota and Wilmington, Massachusetts. Our core manufacturing competencies include electrical, optical and mechanical assembly and testing, as well as the management of new product transitions. While we use standard components and subassemblies wherever possible, most mechanical parts, metal fabrications and critical components used in our products are engineered and manufactured to our specifications. We continue to rely on subcontractors and turnkey suppliers to fabricate components, build assemblies and perform other non-core activities in a cost-effective manner. As of December 31, 2013, we employed 84 manufacturing personnel.

We rely on a number of limited source suppliers for certain parts and subassemblies. This reliance creates a potential inability to obtain an adequate supply of required components, and reduced control over pricing and time of delivery of components. An inability to obtain adequate supplies would require us to seek alternative sources of supply or might require us to redesign our systems to accommodate different components or subassemblies. To date, we have not experienced any significant delivery delays. However, if we were forced to seek alternative sources of supply, manufacture such components or subassemblies internally, or redesign our products, this could prevent us from shipping our products to our customers on a timely basis, which could have a material adverse effect on our operations.

### Intellectual Property

We have a policy of seeking patents on inventions governing new products or technologies as part of our ongoing research, development, and manufacturing activities. As of December 31, 2013, we have been granted, or hold exclusive licenses to, 251 U.S. and foreign patents. The patents we own, jointly own or exclusively license have expiration dates ranging from 2014 to 2031. We also have 112 pending regular and provisional applications in the U.S. and other countries. Our patents and applications principally cover various aspects of macro-defect detection and classification, transparent thin film measurement and altered material characterization.

We have been granted exclusive licenses from Brown University Research Foundation, subject to rights retained by Brown and the United States government for their own non-commercial uses, for several patents relating to the optical acoustic technology underlying our MetaPULSE product family. The terms of these exclusive licenses are equal to the lives of the patents. We pay royalties to Brown based upon a percentage of our revenues from the sale of systems that incorporate technology covered by the Brown patents. We also have the right to support patent activity with respect to new ultra-fast acoustic technology developed by Brown scientists, and to acquire exclusive licenses to this technology. Brown may terminate the licenses if we fail to pay royalties to Brown or if we materially breach our license agreement with Brown.

Our pending patents may never be issued, and even if they are, these patents, our existing patents and the patents we license may not provide sufficiently broad protection to protect our proprietary rights, or they may prove to be unenforceable. To protect our proprietary rights, we also rely on a combination of copyrights, trademarks, trade secret laws, contractual provisions and licenses. There can be no assurance that any patents issued to or licensed by us will not be challenged, invalidated or circumvented or that the rights granted thereunder will provide us with a competitive advantage.

The laws of some foreign countries do not protect our proprietary rights to the same degree as do the laws of the United States, and many U.S. companies have encountered substantial infringement problems in protecting their proprietary rights against infringement in such countries, some of which are countries in which we have sold and continue to sell products. There is a risk that our means of protecting our proprietary rights may not be adequate. For example, our competitors may independently develop similar technology or duplicate our products. If we fail to adequately protect our intellectual property, it would be easier for our competitors to sell competing products.

### Competition

The market for semiconductor capital equipment is highly competitive. We face substantial competition from established companies in each of the markets that we serve. We principally compete with KLA-Tencor, Camtek and Ultratech. We compete to a lesser extent with companies such as Nanometrics and Nikon. Each of our products also competes with products that use different metrology techniques. Some of our competitors have greater financial,

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engineering, manufacturing and marketing resources, broader product offerings and service capabilities and larger installed customer bases than we do.

Significant competitive factors in the market for inspection and metrology systems include system performance, ease of use, reliability, cost of ownership, technical support and customer relationships. We believe that, while price and delivery are important competitive factors, the customers' overriding requirement is for a product that meets their technical capabilities. To remain competitive, we believe we will need to maintain a high level of investment in research and development and process applications. No assurances can be given that we will continue to be competitive in the future.

### Backlog

We schedule production of our systems based upon order backlog and informal customer forecasts. We include in backlog only those orders to which the customer has assigned a purchase order number and for which delivery is anticipated within 12 months. Because shipment dates may be changed and customers may cancel or delay orders with little or no penalty, our backlog as of any particular date may not be a reliable indicator of actual sales for any succeeding period. At December 31, 2013, we had a backlog of approximately \$30.8 million compared with a backlog of approximately \$27.2 million at December 31, 2012.

### Employees

As of December 31, 2013, we had 615 employees. Our employees are not represented by any collective bargaining agreements, and we have never experienced a work stoppage. We believe our employee relations are good.

### Available Information

We were incorporated in New Jersey in 1958 and reincorporated in Delaware in 1999. The Internet website address of Rudolph Technologies, Inc. is <http://www.rudolphtech.com>. The information on our website is not incorporated into this Annual Report. The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (and any amendments to those reports) are made available free of charge, on or through our Internet website, as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission, or SEC. All filings we make with the SEC are also available free of charge via EDGAR through the SEC's website at <http://www.sec.gov>.

We also make available, free of charge, through the investors page on our corporate website, Rudolph Technologies' corporate summary, Code of Business Conduct and Ethics and Financial Code of Ethics, charters of the committees of our Board of Directors, as well as other information and materials, including information about how to contact our Board of Directors, its committees and their members. To find this information and obtain copies, visit our website at <http://www.rudolphtech.com>.

### Item 1A. Risk Factors.

#### Risks Related to Rudolph

Our operating results have varied, and will likely continue to vary significantly, from quarter to quarter in the future, causing volatility in our stock price

Our quarterly operating results have varied in the past and will likely continue to vary significantly from quarter to quarter in the future, causing volatility in our stock price. Some of the factors that may influence our operating results and subject our stock to extreme price and volume fluctuations include:

changes in customer demand for our systems, which is influenced by economic conditions in the semiconductor device industry, demand for products that use semiconductors, market acceptance of our systems and products of our customers and changes in our product offerings;

seasonal variations in customer demand, including the tendency of European sales to slow significantly in the third quarter of each year;





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the timing, cancellation or delay of customer orders, shipments and acceptance;  
a significant portion of our revenue may be derived from the sale of a relatively small number of systems and accordingly, a small change in the number of systems we sell may cause significant changes in our operating results;  
product development costs, including increased research, development, engineering and marketing expenses associated with our introduction of new products and product enhancements; and  
the levels of our fixed expenses, including research and development costs associated with product development, relative to our revenue levels.

In light of these factors and the cyclical nature of the semiconductor industry, we expect to continue to experience significant fluctuations in quarterly and annual operating results. Moreover, many of our expenses are fixed in the short-term which, together with the need for continued investment in research and development, marketing and customer support, limits our ability to reduce expenses quickly. As a result, declines in net sales could harm our business and the price of our common stock could substantially decline.

Our largest customers account for a significant portion of our revenues, and our revenues and cash flows could significantly decline if one or more of these customers were to purchase significantly fewer of our systems or they delayed or canceled a large order

Sales to end user customers that individually represent at least five percent of our revenues typically account for, in the aggregate, a considerable amount of our revenues. We operate in the highly concentrated, capital-intensive semiconductor device manufacturing industry. Historically, a significant portion of our revenues in each quarter and year has been derived from sales to relatively few customers, and this trend is expected to continue. If any of our key customers were to purchase significantly fewer of our systems in the future, or if a large order were delayed or canceled, our revenues and cash flows could significantly decline. We expect that we will continue to depend on a small number of large customers for a significant portion of our revenues. In addition, as large semiconductor device manufacturers seek to establish closer relationships with their suppliers, we expect that our customer base will become even more concentrated.

Our customers may be unable to pay us for our products and services

Our customers include some companies that may from time to time encounter financial difficulties, especially in light of the current economic environment and the difficulties in the credit markets. If a customer's financial difficulties become severe, the customer may be unwilling or unable to pay our invoices in the ordinary course of business, which could adversely affect collections of both our accounts receivable and unbilled services. The bankruptcy of a customer with a substantial account receivable could have a material adverse effect on our financial condition and results of operations. In addition, if a customer declares bankruptcy after paying us certain invoices, a court may determine that we are not properly entitled to that payment and may require repayment of some or all of the amount we received, which could adversely affect our financial condition and results of operations.

Variations in the amount of time it takes for us to sell our systems may cause fluctuations in our operating results, which could cause our stock price to decline

Variations in the length of our sales cycles could cause our revenues and cash flows, and consequently, our business, financial condition, operating results and cash flows, to fluctuate widely from period to period. This variation could cause our stock price to decline. Our customers generally take a long time to evaluate our inspection and/or film metrology systems and many people are involved in the evaluation process. We expend significant resources educating and providing information to our prospective customers regarding the uses and benefits of our systems in the semiconductor fabrication process. The length of time it takes for us to make a sale depends upon many factors including, but not limited to:

the efforts of our sales force;  
the complexity of the customer's fabrication processes;

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the internal technical capabilities and sophistication of the customer;

the customer's budgetary constraints; and

the quality and sophistication of the customer's current metrology, inspection or lithography equipment.

Because of the number of factors influencing the sales process, the period between our initial contact with a customer and the time when we recognize revenue from that customer and receive payment, if ever, varies widely in length. Our sales cycles, including the time it takes for us to build a product to customer specifications after receiving an order to the time we recognize revenue, typically range from six to 15 months. Sometimes our sales cycles can be much longer, particularly with customers in Japan. During these cycles, we commit substantial resources to our sales efforts in advance of receiving any revenue, and we may never receive any revenue from a customer despite our sales efforts. If we do make a sale, our customers often purchase only one of our systems, and then evaluate its performance for a lengthy period before purchasing any more of our systems. The number of additional products a customer purchases, if any, depends on many factors, including the customer's capacity requirements. The period between a customer's initial purchase and any subsequent purchases can vary from six months to a year or longer, and variations in the length of this period could cause further fluctuations in our operating results and possibly in our stock price.

Most of our revenues have been derived from customers outside of the United States subjecting us to operational, financial and political risks, such as unexpected changes in regulatory requirements, tariffs, political and economic instability, outbreaks of hostilities, and difficulties in managing foreign sales representatives and foreign branch operations

Due to the significant level of our international sales, we are subject to a number of material risks, including:

Compliance with foreign laws. Our business is subject to risks inherent in doing business internationally, including compliance with, inconsistencies among, and unexpected changes in, a wide variety of foreign laws and regulatory environments with which we are not familiar, including, among other issues, with respect to employees, protection of our intellectual property, and a wide variety of operational regulations and trade and export controls under domestic, foreign, and international law.

Unexpected changes in regulatory requirements including tariffs and other market barriers. The semiconductor device industry is a high-visibility industry in many of the European and Asian countries in which we sell our products.

Because the governments of these countries have provided extensive financial support to our semiconductor device manufacturing customers in these countries, we believe that our customers could be disproportionately affected by any trade embargoes, excise taxes or other restrictions imposed by their governments on trade with United States companies such as ourselves. Any restrictions of these types could result in a reduction in our sales to customers in these countries.

Political and economic instability. We are subject to various global risks related to political and economic instabilities in countries in which we derive sales. If terrorist activities, armed conflict, civil or military unrest or political instability occurs outside of the U.S., these events may result in reduced demand for our products. There is considerable political instability in Taiwan related to its disputes with China and in South Korea related to its disputes with North Korea. In addition, several Asian countries, particularly Japan, have experienced significant economic instability. An outbreak of hostilities or other political upheaval in China, Taiwan or South Korea, or an economic downturn in Japan or other countries, would likely harm the operations of our customers in these countries. The effect of these types of events on our revenues and cash flows could be material because we derive substantial revenues from sales to semiconductor device foundries in Taiwan such as Taiwan Semiconductor Manufacturing Company Ltd., from memory chip manufacturers in South Korea such as Samsung, and from semiconductor device manufacturers in Japan such as Toshiba.

Difficulties in staffing and managing foreign branch operations. During periods of tension between the governments of the United States and certain other countries, it is often difficult for United States companies such as ourselves to staff and manage operations in such countries. Language and other cultural differences may also inhibit our sales and marketing efforts and create internal communication problems among our U.S. and foreign research and development teams, increasing the difficulty of managing multiple, remote locations performing various development, quality assurance, and yield ramp analysis projects.



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Currency fluctuations as compared to the U.S. Dollar. A substantial portion of our international sales are denominated in U.S. dollars. As a result, if the dollar rises in value in relation to foreign currencies, our systems will become more expensive to customers outside the United States and less competitive with systems produced by competitors outside the United States. These conditions could negatively impact our international sales. Foreign sales also expose us to collection risk in the event it becomes more expensive for our foreign customers to convert their local currencies into U.S. dollars. Additionally, in the event a larger portion of our revenue becomes denominated in foreign currencies, we would be subject to a potentially significant exchange rate risk.

If we deliver systems with defects, our credibility will be harmed and the sales and market acceptance of our systems will decrease

Our systems are complex and have occasionally contained errors, defects and bugs when introduced. Defects may be created during probing, bumping, dicing or general handling, and can have a major impact on device and process quality. When this occurs, our credibility and the market acceptance and sales of our systems could be harmed.

Further, if our systems contain errors, defects or bugs, computer viruses or malicious code as a result of cyber attacks to our computer networks, we may be required to expend significant capital and resources to alleviate these problems. Defects could also lead to product liability as a result of product liability lawsuits against us or against our customers. We have agreed to indemnify our customers under certain circumstances against liability arising from defects in our systems. Our product liability policy currently provides \$2.0 million of aggregate coverage, with an overall umbrella limit of \$14.0 million. In the event of a successful product liability claim, we could be obligated to pay damages significantly in excess of our product liability insurance limits.

If we are not successful in developing new and enhanced products for the semiconductor device manufacturing industry, we will lose market share to our competitors

We operate in an industry that is highly competitive and subject to evolving industry standards, rapid technological changes, rapid changes in consumer demands and the rapid introduction of new, higher performance systems with shorter product life cycles. To be competitive in our demanding market, we must continually design, develop and introduce in a timely manner new inspection, lithography and film metrology systems that meet the performance and price demands of semiconductor device manufacturers. We must also continue to refine our current systems so that they remain competitive. We expect to continue to make significant investments in our research and development activities. We may experience difficulties or delays in our development efforts with respect to new systems, and we may not ultimately be successful in our product enhancement efforts to improve and advance products or in responding effectively to technological change, as not all research and development activities result in viable commercial products. In addition, we cannot provide assurance that we will be able to develop new products for the most opportunistic new markets and applications. Any significant delay in releasing new systems could cause our products to become obsolete, adversely affect our reputation, give a competitor a first-to-market advantage or cause a competitor to achieve greater market share. In addition, new product offerings that are highly complex in terms of software or hardware may require application or service work such as bug fixing prior to acceptance, thereby delaying revenue recognition.

If new products developed by us do not gain general market acceptance, we will be unable to generate revenues and recover our research and development costs

Inspection, lithography and metrology product development is inherently risky because it is difficult to foresee developments in semiconductor device manufacturing technology, coordinate technical personnel, and identify and eliminate system design flaws. Further, our products are complex and often the applications to our customers' businesses are unique. Any new systems we introduce may not achieve or sustain a significant degree of market acceptance and sales.

We expect to spend a significant amount of time and resources developing new systems and refining our existing systems. In light of the long product development cycles inherent in our industry, these expenditures will be made well in advance of the prospect of deriving revenue from the sale of those systems. Our ability to commercially introduce and successfully market new systems are subject to a wide variety of challenges during the development cycle, including start-up bugs, design defects, and other matters that could delay introduction of these systems. In

addition, since our customers are not obligated by long-term contracts to purchase our systems, our anticipated product orders may not

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materialize, or orders that are placed may be canceled. As a result, if we do not achieve market acceptance of new products, we may be unable to generate sufficient revenues and cash flows to recover our research and development costs and our market share, revenue, operating results or stock price would be negatively impacted.

Even if we are able to develop new products that gain market acceptance, sales of these new products could impair our ability to sell existing products

Competition from our new systems could have a negative effect on sales of our existing systems and the prices that we could charge for these systems. We may also divert sales and marketing resources from our current systems in order to successfully launch and promote our new or next generation systems. This diversion of resources could have a further negative effect on sales of our current systems and the value of inventory.

If our relationships with our large customers deteriorate, our product development activities could be adversely affected

The success of our product development efforts depends on our ability to anticipate market trends and the price, performance and functionality requirements of semiconductor device manufacturers. In order to anticipate these trends and ensure that critical development projects proceed in a coordinated manner, we must continue to collaborate closely with our largest customers. Our relationships with these and other customers provide us with access to valuable information regarding trends in the semiconductor device industry, which enables us to better plan our product development activities. If our current relationships with our large customers are impaired, or if we are unable to develop similar collaborative relationships with important customers in the future, our product development activities could be adversely affected.

Our ability to reduce costs is limited by our ongoing need to invest in research and development and to provide customer support activities

Our industry is characterized by the need for continual investment in research and development as well as customer service and support. As a result, our operating results could be materially affected if operating costs associated with our research and development as well as customer support activities increase in the future or we are unable to reduce those activities.

We may fail to adequately protect our intellectual property and, therefore, lose our competitive advantage

Our future success and competitive position depend in part upon our ability to obtain and maintain proprietary technology for our principal product families, and we rely, in part, on patent and trade secret law and confidentiality agreements to protect that technology. If we fail to adequately protect our intellectual property, it will give our competitors a significant advantage. We own or have licensed a number of patents relating to our transparent and opaque thin film metrology, lithography and macro-defect inspection systems, and have filed applications for additional patents. Any of our pending patent applications may be rejected, and we may be unable to develop additional proprietary technology that is patentable in the future.

In addition, the patents that we do own or that have been issued or licensed to us may not provide us with competitive advantages and may be challenged by third parties. Further, third parties may also design around these patents. In addition to patent protection, we rely upon trade secret protection for our confidential and proprietary information and technology. We routinely enter into confidentiality agreements with our employees and other third parties. Even though these agreements are in place there can be no assurances that trade secrets and proprietary information will not be disclosed, that others will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets, or that we can fully protect our trade secrets and proprietary information. Violations by others of our confidentiality agreements and the loss of employees who have specialized knowledge and expertise could harm our competitive position and cause our sales and operating results to decline as a result of increased competition. Costly and time-consuming litigation might be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection might adversely affect our ability to continue our research or bring products to market.





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Protection of our intellectual property rights, or the efforts of third parties to enforce their own intellectual property rights against us, may result in costly and time-consuming litigation, substantial damages, lost product sales and/or the loss of important intellectual property rights

We may be required to initiate litigation in order to enforce any patents issued to or licensed by us, or to determine the scope or validity of a third party's patent or other proprietary rights. Any litigation, regardless of outcome, could be expensive and time consuming, and could subject us to significant liabilities or require us to re-engineer our products or obtain expensive licenses from third parties. There can be no assurance that any patents issued to or licensed by us will not be challenged, invalidated or circumvented or that the rights granted thereunder will provide us with a competitive advantage.

In addition, our commercial success depends in part on our ability to avoid infringing or misappropriating patents or other proprietary rights owned by third parties. From time to time, we may receive communications from third parties asserting that our products or systems infringe, or may infringe, the proprietary rights of these third parties. These claims of infringement may lead to protracted and costly litigation, which could require us to pay substantial damages or have the sale of our products or systems stopped by an injunction. Infringement claims could also cause product or system delays or require us to redesign our products or systems, and these delays could result in the loss of substantial revenues. We may also be required to obtain a license from the third party or cease activities utilizing the third party's proprietary rights. We may not be able to enter into such a license or such a license may not be available on commercially reasonable terms. Accordingly, the loss of important intellectual property rights could hinder our ability to sell our systems, or make the sale of these systems more expensive. For additional information regarding recent patent litigation, see Item 3. ("Legal Proceedings").

Our efforts to protect our intellectual property may be less effective in certain foreign countries, where intellectual property rights are not as well protected as in the United States

The laws of some foreign countries do not protect our proprietary rights to as great an extent as do the laws of the United States, and many U.S. companies have encountered substantial problems in protecting their proprietary rights against infringement abroad. For example, Taiwan is not a signatory of the Patent Cooperation Treaty, which is designed to specify rules and methods for defending intellectual property internationally. The publication of a patent in Taiwan prior to the filing of a patent in Taiwan would invalidate the ability of a company to obtain a patent in Taiwan. Similarly, in contrast to the United States where the contents of patents remain confidential during the patent application process, in Taiwan the contents of a patent are published upon filing which provides competitors an advance view of the contents of a patent application prior to the establishment of patent rights. Consequently, there is a risk that we may be unable to adequately protect our proprietary rights in certain foreign countries. If this occurs, it would be easier for our competitors to develop and sell competing products in these countries.

Some of our current and potential competitors have significantly greater resources than we do, and increased competition could impair sales of our products or cause us to reduce our prices

The market for semiconductor capital equipment is highly competitive. We face substantial competition from established companies in each of the markets we serve. We principally compete with KLA-Tencor, Camtek and Ultratech. We compete to a lesser extent with companies such as Nanometrics and Nikon. Each of our products also competes with products that use different metrology, inspection or lithography techniques. Some of our competitors have greater financial, engineering, manufacturing and marketing resources, broader product offerings and service capabilities and larger installed customer bases than we do. As a result, these competitors may be able to respond more quickly to new or emerging technologies or market developments by devoting greater resources to the development, promotion and sale of products, which, in turn, could impair sales of our products. Further, there may be significant merger and acquisition activity among our competitors and potential competitors, which, in turn, may provide them with a competitive advantage over us by enabling them to rapidly expand their product offerings and service capabilities to meet a broader range of customer needs.

Many of our customers and potential customers in the semiconductor device manufacturing industry are large companies that require global support and service for their semiconductor capital equipment. We believe that our global support and service infrastructure is sufficient to meet the needs of our customers and potential customers.

However, some of our competitors have more extensive infrastructures than we do, which could place us at a disadvantage when

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competing for the business of global semiconductor device manufacturers. Many of our competitors are investing heavily in the development of new systems that will compete directly with our systems. We have from time to time selectively reduced prices on our systems in order to protect our market share, and competitive pressures may necessitate further price reductions. We expect our competitors in each product area to continue to improve the design and performance of their products and to introduce new products with competitive prices and performance characteristics. These product introductions would likely require us to decrease the prices of our systems and increase the level of discounts that we grant our customers. Price reductions or lost sales as a result of these competitive pressures would reduce our total revenues and could adversely impact our financial results.

Because of the high cost of switching equipment vendors in our markets, it is sometimes difficult for us to win customers from our competitors even if our systems are superior to theirs

We believe that once a semiconductor device manufacturer has selected one vendor's capital equipment for a production-line application, the manufacturer generally relies upon that capital equipment and, to the extent possible, subsequent generations of the same vendor's equipment, for the life of the application. Once a vendor's equipment has been installed in a production line application, a semiconductor device manufacturer must often make substantial technical modifications and may experience production-line downtime in order to switch to another vendor's equipment. Accordingly, unless our systems offer performance or cost advantages that outweigh a customer's expense of switching to our systems, it will be difficult for us to achieve significant sales to that manufacturer once it has selected another vendor's capital equipment for an application.

We must attract and retain key personnel with knowledge of semiconductor device manufacturing and inspection, metrology or lithography equipment to help support our future growth, and competition for such personnel in our industry is high

Our success depends to a significant degree upon the continued contributions of our key management, engineering, sales and marketing, customer support, finance and manufacturing personnel. The loss of any of these key personnel, each of whom would be extremely difficult to replace, could harm our business and operating results. Although we have employment and noncompetition agreements with key members of our senior management team, including Messrs. McLaughlin and Roth, these individuals or other key employees may still leave us, which could have a material adverse effect on our business. We do not have key person life insurance on any of our executives. In addition, to support our future growth, we will need to attract and retain additional qualified employees. Competition for such personnel in our industry is intense, and we may not be successful in attracting and retaining qualified employees.

We obtain some of the components and subassemblies included in our systems from a limited group of suppliers, and the partial or complete loss of one of these suppliers could cause production delays and a substantial loss of revenues. We obtain some of the components and subassemblies included in our systems from a limited group of suppliers and do not have long-term contracts with many of our suppliers. Our dependence on limited source suppliers of components and our lack of long-term contracts with many of our suppliers exposes us to several risks, including a potential inability to obtain an adequate supply of components, price increases, late deliveries and poor component quality. Disruption or termination of the supply of these components could delay shipments of our systems, damage our customer relationships and reduce our sales. From time to time in the past, we have experienced temporary difficulties in receiving shipments from our suppliers. The lead-time required for shipments of some of our components can be as long as four months. In addition, the lead time required to qualify new suppliers for lasers could be as long as a year, and the lead time required to qualify new suppliers of other components could be as long as nine months. If we are unable to accurately predict our component needs, or if our component supply is disrupted, we may miss market opportunities by not being able to meet the demand for our systems. Further, a significant increase in the price of one or more of these components or subassemblies could seriously harm our results of operations and cash flows.



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Any prolonged disruption in the operations of our manufacturing facility could have a material adverse effect on our revenues

Our manufacturing processes are highly complex and require sophisticated and costly equipment and a specially designed facility. As a result, any prolonged disruption in the operations of our manufacturing facility, whether due to technical or labor difficulties, or destruction of or damage as a result of a fire or any other reason, could seriously harm our ability to satisfy our customer order deadlines. If we cannot timely deliver our systems, our results from operations and cash flows could be materially and adversely affected.

Failure to adjust our orders for parts and subcomponents in an accurate and timely manner in response to changing market conditions or customer acceptance of our products could adversely affect our financial position and results of operations

Our earnings could be negatively affected and our inventory levels could materially increase if we are unable to predict our inventory needs in an accurate and timely manner and adjust our orders for parts and subcomponents should our needs increase or decrease materially due to unexpected increases or decreases in demand for our products. Any material increase in our inventories could result in an adverse effect on our financial position, while any material decrease in our ability to procure needed inventories could result in an inability to supply customer demand for our products, thus adversely affecting our revenues.

Our ability to fulfill our backlog may have an effect on our long term ability to procure contracts and fulfill current contracts

Our ability to fulfill our backlog may be limited by our ability to devote sufficient financial and human capital resources and limited by available material supplies. If we do not fulfill our backlog in a timely manner, we may experience delays in product delivery which would postpone receipt of revenue from those delayed deliveries.

Additionally, if we are consistently unable to fulfill our backlog, this may be a disincentive to customers to award large contracts to us in the future until they are comfortable that we can effectively manage our backlog.

We may choose to acquire new and complementary businesses, products or technologies instead of developing them ourselves, and may be unable to complete these acquisitions or may not be able to successfully integrate an acquired business in a cost-effective and non-disruptive manner

Our success depends on our ability to continually enhance and broaden our product offerings in response to changing technologies, customer demands and competitive pressures. To this end, we have, from time to time, engaged in the process of identifying, analyzing and negotiating possible acquisition transactions and we expect to continue to do so in the future. We may choose to acquire new and complementary businesses, products, technologies and/or services instead of developing them ourselves. We may, however, face competition for acquisition targets from larger and more established companies with greater financial resources, making it more difficult for us to complete acquisitions. We cannot provide any assurance that we will be successful in consummating future acquisitions on favorable terms or that we will realize the benefits that we anticipate from one or more acquisitions that we consummate. Integrating any business, product technology or service we acquire could be expensive and time-consuming and/or disrupt our ongoing business. Further, there are numerous risks associated therewith, including but not limited to:

- diversion of management's attention from day-to-day operational matters and current products and customers;
- lack of synergy, or the inability to realize expected synergies;
- failure to commercialize the new technology or business;
- failure to meet the expected performance of the new technology or business;
- failure to retain key employees and customer or supplier relationships;
- lower-than-expected market opportunities or market acceptance of any new products; and
- unexpected reduction of sales of existing products by new products.

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Our inability to consummate one or more acquisitions on such favorable terms or our failure to realize the intended benefits from one or more acquisitions, could have a material adverse effect on our business, liquidity, financial position and/or results of operations, including as a result of our incurrence of indebtedness and related interest expense and our assumption of unforeseen contingent liabilities. In order to finance any acquisitions, we might need to raise additional funds through public or private equity or debt financings. In that event, we could be forced to obtain financing on terms that are not favorable to us and, in the case of equity financing, that result in dilution to our stockholders. In addition, any impairment of goodwill or other intangible assets, amortization of intangible assets, write-down of other assets or charges resulting from the costs of acquisitions and purchase accounting could harm our business and operating results.

If we cannot effectively manage growth, our business may suffer

Over the long-term, we intend to seek to grow our business by increasing our sales efforts and completing strategic acquisitions. To effectively manage growth, we must, among other things:

- engage, train and manage a larger sales force and additional service personnel;
- expand the geographic coverage of our sales force;
- expand our information systems;
- identify and successfully integrate acquired businesses into our operations; and
- administer appropriate financial and administrative control procedures.

Growth of our business will likely place a significant strain on our management, financial, operational, technical, sales and administrative resources. Any failure to effectively manage our growth may cause our business to suffer and our stock price to decline.

Changes in tax rates or tax liabilities could affect results

As a global company, we are subject to taxation in the United States and various other countries. Significant judgment is required to determine and estimate worldwide tax liabilities. Our future annual and quarterly tax rates could be affected by numerous factors, including changes in the (1) applicable tax laws; (2) composition of earnings in countries with differing tax rates; or (3) valuation of our deferred tax assets and liabilities. In addition, we are subject to regular examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. Although we believe our tax estimates are reasonable, there can be no assurance that any final determination will not be materially different from the treatment reflected in our historical income tax provisions and accruals, which could materially and adversely affect our results of operations.

Turmoil in the credit markets and the financial services industry may negatively impact our business, results of operations, financial condition or liquidity

During recent years, global credit markets and the financial services industry have experienced a period of unprecedented turmoil and upheaval characterized by tightening of the credit markets, weakening of the global economy and an unprecedented level of intervention from the United States and other governments. Adverse economic conditions, such as sustained periods of economic uncertainty or a crisis in the financial markets may have a material adverse effect on our liquidity and financial condition if our ability to obtain credit from trade creditors were to be impaired. In addition, a worsening economy or an economic crisis could also adversely impact our customers' ability to finance the purchase of systems from us or our suppliers' ability to provide us with product, either of which may negatively impact our business and results of operations.

Our debt service obligations may adversely affect our financial condition and cash flows from operations

As a result of our sale of \$60.0 million of 3.75% convertible senior notes on July 25, 2011 (the "Notes"), we now have long-term debt.

Our maintenance of indebtedness could have important consequences because:

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- it may impair our ability to obtain additional financing in the future;
- an increased portion of our cash flows from operations will have to be dedicated towards making semi-annual interest payments and repaying the principal in 2016;
- it may make us more vulnerable to downturns in our business, our industry or the economy in general.

Our ability to generate sufficient cash to pay our expenses and debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. We will not be able to control many of these factors, such as economic conditions and governmental regulations. If we are at any time unable to generate sufficient cash to pay our debt obligations, we may be required to attempt to renegotiate the terms of our debt obligations, seek to refinance all or a portion of our debt obligations or obtain additional financing. There can be no assurance that we will be able to successfully renegotiate such terms, that any such refinancing would be possible or that any additional financing could be obtained on terms that are favorable or acceptable to us. Failure to make a payment on our debt obligations could also result in acceleration of all of our debt obligations, including the Notes, which would materially adversely affect our business, financial condition and results of operations.

We may not have the ability to raise the funds necessary to settle conversions of the Notes or to repurchase the Notes upon a “fundamental change,” and our future debt may contain limitations on our ability to pay cash upon conversion or to repurchase the Notes

Upon the occurrence of a “fundamental change” (as defined in the indenture that governs the Notes), subject to certain conditions, holders of the Notes will have the right to require us to repurchase their Notes for cash at 100% of their principal amount plus accrued and unpaid interest, if any. In addition, upon conversion of the Notes, we will be required to make cash payments of up to \$1,000 for each \$1,000 in principal amount of Notes converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Notes surrendered for repurchase upon a fundamental change or to make cash payments in respect of Notes that are being converted. In addition, our ability to repurchase the Notes or to pay cash upon conversions of the Notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase Notes at a time when the repurchase is required by the indenture or to pay any cash payable on future conversions of the Notes as required by the indenture would constitute a default under the indenture. A default under the indenture or a fundamental change itself could also lead to a default under agreements governing any future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the Notes or make cash payments upon conversions thereof.

New regulations related to “conflict minerals” may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers

On August 22, 2012, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, the SEC adopted new requirements for companies that use certain minerals and metals, known as conflict minerals, in their products, whether or not these products are manufactured by third parties. These requirements will require companies to perform due diligence, disclose and report whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries. The first such report is required to be filed with the SEC by May 31, 2014. The implementation of these new requirements could adversely affect the sourcing, availability and pricing of minerals used in the manufacture of semiconductor devices, including our products. In addition, we have incurred and will continue to incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. Since our supply chain is complex, we may not be able to sufficiently verify the origins for these minerals and metals used in our products through the due diligence procedures that we implement, which may harm our reputation. In such event, we may also face difficulties in satisfying customers who require that all of the components of our products are certified as conflict mineral free.





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Risks Related to the Semiconductor Device Industry

Cyclicality in the semiconductor device industry has led to substantial decreases in demand for our systems and may from time to time continue to do so

Our operating results are subject to significant variation due to the cyclical nature of the semiconductor device industry. Our business depends upon the capital expenditures of semiconductor device manufacturers, which, in turn, depend upon the current and anticipated market demand for semiconductors and products using semiconductors. The timing, length and severity of the up-and-down cycles in the semiconductor equipment industry are difficult to predict. In recent years, the industry has experienced significant downturns, generally in connection with declines in economic conditions. This cyclical nature of the industry in which we operate affects our ability to accurately predict future revenue and, thus, future expense levels. When cyclical fluctuations result in lower than expected revenue levels, operating results may be adversely affected and cost reduction measures may be necessary in order for us to remain competitive and financially sound. During a down cycle, 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. 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. If we fail to respond to industry cycles, our business could be seriously harmed.

Our future rate of growth is highly dependent on the development and growth of the market for microelectronic device inspection, lithography and metrology equipment

We target our products to address the needs of microelectronic device manufacturers for defect inspection, metrology and lithography. If for any reason the market for microelectronic device inspection, lithography or metrology equipment fails to grow in the long term, we may be unable to maintain current revenue levels in the short term and maintain our historical growth in the long term. Growth in the inspection market is dependent to a large extent upon microelectronic manufacturers replacing manual inspection with automated inspection technology. Growth in the metrology market is dependent to a large extent upon new chip designs and capacity expansion of microelectronic manufacturers. There is no assurance that manufacturers will undertake these actions at the rate we expect.

Risks Related to our Stock

Provisions of our charter documents and Delaware law, as well as our stockholder rights plan, could discourage potential acquisition proposals and/or delay, deter or prevent a change in control of our company

Provisions of our certificate of incorporation and bylaws, as well as our stockholder rights plan, may inhibit changes in control of our company not approved by our Board of Directors. These provisions also limit the circumstances in which a premium can be paid for the common stock, and in which a proxy contest for control of our board may be initiated. These provisions provide for:

- a prohibition on stockholder actions through written consent;
- a requirement that special meetings of stockholders be called only by our chief executive officer or Board of Directors;
- advance notice requirements for stockholder proposals and director nominations by stockholders;
- limitations on the ability of stockholders to amend, alter or repeal our by-laws;
- the authority of our board to issue, without stockholder approval, preferred stock with such terms as the board may determine; and
- the authority of our board, without stockholder approval, to adopt a Stockholder Rights Plan. Such a Shareholder Rights Plan was adopted by the Board of Directors on June 27, 2005.

We are also entitled to avail ourselves of the protections of Section 203 of the Delaware General Corporation Law, which could inhibit changes in control of us.

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Our stock price is volatile

The market price of our common stock has fluctuated widely. From the beginning of fiscal year 2009 through the end of fiscal year 2013, our stock price fluctuated between a high of \$14.10 per share and a low of \$1.95 per share.

Consequently, the current market price of our common stock may not be indicative of future market prices, and we may be unable to sustain or increase the value of an investment in our common stock. Factors affecting our stock price may include:

- variations in operating results from quarter to quarter;
- changes in earnings estimates by analysts or our failure to meet analysts' expectations;
- changes in the market price per share of our public company customers;
- market conditions in the semiconductor and other industries into which we sell products;
- general economic conditions;
- political changes, hostilities or natural disasters such as hurricanes and floods;
- low trading volume of our common stock; and
- the number of firms making a market in our common stock.

In addition, the stock market has recently experienced significant price and volume fluctuations. These fluctuations have particularly affected the market prices of the securities of high technology companies like ours. Any such market fluctuations in the future could adversely affect the market price of our common stock.

Item 1B. Unresolved Staff Comments.

None.

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## Item 2. Properties.

Our executive office building is located at One Rudolph Road in Flanders, New Jersey. We own and lease facilities for engineering, manufacturing, sales and service related purposes in the United States and seven other countries — China, Germany, Japan, South Korea, Singapore, Taiwan and Scotland. The following table indicates the location, the general purpose and the square footage of our principal facilities. The expiration years of the leases covering the leased facilities are also indicated.

Location	Facility Purpose	Approximate Square Footage	Lease Expiration Year, Unless Owned
Flanders, New Jersey	Executive Office	20,000	Owned
Budd Lake, New Jersey	Engineering and Service	61,500	2016
Bloomington, Minnesota	Engineering, Manufacturing and Service	98,500	2019
Tewksbury, Massachusetts	Engineering and Service	7,000	2017
Wilmington, Massachusetts	Engineering, Manufacturing and Service	43,000	2019
Richardson, Texas	Engineering	21,000	Owned
Bohemia, New York	Engineering	6,000	2016
Snoqualmie, Washington	Engineering and Service	27,000	2018
Newbury Park, California	Engineering and Service	3,000	2014
Tianjin, China	Engineering	5,000	2014
Hsin-Chu, Taiwan	Sales and Service	10,500	2014
Takatsu, Japan	Sales and Service	3,500	2015
Sungnam-si, South Korea	Sales and Service	9,000	2017
Shanghai, China	Sales and Service	2,500	2016
Singapore	Sales and Service	2,500	2016
Scotland, United Kingdom	Sales and Service	1,000	2014
Mainz, Germany	Engineering, Sales and Service	6,500	2015

We also lease office space for other smaller sales and service offices in several locations throughout the world.

We believe that our existing facilities and capital equipment are adequate to meet our current requirements, and that suitable additional or substitute space is available on commercially reasonable terms if needed.

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## Item 3. Legal Proceedings.

From time to time, we are subject to legal proceedings and claims in the ordinary course of business. As previously disclosed, in December 2007, we completed the acquisition of specific assets and liabilities of the semiconductor division of Applied Precision LLC (“Applied”). As a result of the acquisition, we assumed certain liabilities of Applied including a lawsuit filed in the United States District Court, District of Arizona, by Integrated Technology Corporation (“ITC”) which alleged Applied’s PrecisionPo<sup>1</sup> PrecisionWoRx<sup>®</sup> and ProbeWoRx<sup>®</sup> products infringed an ITC patent (Integrated Technology Corporation v. Rudolph Technologies, Inc., No. CV-06-2182-PHX-ROS). Prior to trial, the District Court ruled that such products sold prior to August of 2007 (the “pre-August 2007 tools”) infringed the ITC patent. At trial in December of 2011, a trial verdict was rendered in which the jury found that while our products manufactured after August of 2007 (the “post-August 2007 tools”) did not literally infringe ITC’s patent, the products were found to infringe under a rule known as the doctrine of equivalents, a legal principle which expands the language of patent claims to encompass products or processes which may otherwise be found not to literally infringe the patent. The jury awarded \$15.5 million to ITC in damages for sales made during the years 2000-2011, of which award approximately one-half related to sales for pre-August 2007 tools. The jury found that for the sales of the post-August 2007 tools, the infringement was willful. On July 23, 2012, the District Court issued an Order which affirmed the jury’s award, applied treble damages to the portion of the jury award related to post-August 2007 tool sales and granted ITC’s motion for attorney’s fees and prejudgment interest on the verdict and attorney’s fees. At that time, the District Court also enjoined us from future infringement of the ITC patent and from selling or supplying the applicable products with the applicable features from or into the United States. We appealed the injunction, the District Court Order and the damages assessment. In October 2012, the injunction was stayed by the U.S. Federal Court of Appeals and thereafter in June of 2013, the patent expired. On November 4, 2013, the U.S. Federal Court of Appeals issued a ruling which reversed the judgment of infringement against all post-August 2007 tools, reversed the finding of willfulness, vacated the treble damages award, vacated the award of attorney’s fees and costs, remanded the issue back to the District Court for further review, and affirmed the award of damages and interest for the pre-August 2007 tools. As a result, the matter is resolved with regard to the alleged infringement of the post-August 2007 tools. With regard to the damages assessment against the pre-August 2007 tools, we believe that we have meritorious defenses and shall continue to vigorously prosecute our appeal regarding this issue. However, it is probable that we could realize a loss in this matter regarding the pre-August 2007 tools for which we have estimated and recorded a liability of approximately \$4.3 million in “Other liabilities” in the Consolidated Balance Sheets. The maximum liability reasonably possible for the pre-August 2007 products, including damages and interest is an additional \$6.3 million plus attorney’s fees beyond the accrual. While we continue to believe that our current PrecisionWoRx<sup>®</sup> and ProbeWoRx<sup>®</sup> systems do not infringe ITC’s patent, we reached an agreement with ITC in October 2012 with regards to a redesign of the products under which ITC agreed that such redesign is permissible under the court’s injunction.

In our patent infringement suit against Camtek, Ltd., of Migdal Hamek, Israel, concerning our proprietary continuous scan wafer inspection technology, the U.S. Federal Court of Appeals issued a ruling on August 22, 2011. In its opinion, the Appellate Court affirmed multiple rulings from trial at the District Court level including (i) finding our U.S. Patent No. 6,826,298 valid, (ii) the part of the infringement ruling based on the finding that Camtek’s Falcon product strobes “based on velocity,” and (iii) the dismissal of Camtek’s claim against us for inequitable conduct against the U.S. Patent and Trademark Office. The court did, however, revise one claim construction ruling made by the District Court in the original case. As a result, the Appellate Court set aside the verdict delivered by the jury for damages and the District Court’s decision to enter an injunction against Camtek’s selling Falcon tools in the U.S. and remanded the case back to the trial court for a limited trial on this single infringement issue. No trial date has been set for this limited trial. This lawsuit was initially brought in 2005 by August Technology prior to its merger with us.

## Item 4. Mine Safety Disclosures.

None.

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## PART II

## Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

On December 16, 2013, we transferred the listing of our Common Stock from the NASDAQ Global Select Market to the New York Stock Exchange (NYSE). Our Common Stock is traded under the symbol “RTEC.” Set forth below is a line graph comparing the annual percentage change in the cumulative return to the stockholders of the Company’s Common Stock with the cumulative return of the NYSE Composite Index, the NASDAQ Composite Index and a custom peer group for the period commencing on December 31, 2008 and ending on December 31, 2013. The peer group is comprised of capital equipment manufacturers for the semiconductor industry with relatively comparable revenues and market capitalizations to that of the Company. The peer group was recommended by a global management consulting firm. The companies included in the peer group are MKS Instruments, Inc., FEI Company, Brooks Automation, Inc., Veeco Instruments, Inc., Cabot Microelectronics Corporation, ATMI, Inc., FormFactor, Inc., Axcelis Technologies, Inc., Advanced Energy Industries, Inc., Cohu, Inc., EMCORE Corporation, Mattson Technology, Inc., LTX-Credence, Corporation, Nanometrics, Incorporated, Ultratech, Inc., PDF Solutions, Inc. and AXT, Inc.

The information contained in the performance graph shall not be deemed to be “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference into such filing.

The graph assumes that \$100 was invested on December 31, 2008 in the Company’s Common Stock in each index, and that all dividends were reinvested. No cash dividends have been declared or paid on the Company’s Common Stock. Stockholder returns over the indicated period should not be considered indicative of future stockholder returns. The Company operates on a 52-week calendar year.

	12/08	12/09	12/10	12/11	12/12	12/13
Rudolph Technologies, Inc.	100.0	190.37	233.14	262.32	380.74	332.58
NYSE Composite	100.0	128.95	146.69	141.46	164.45	207.85
NASDAQ Composite	100.0	145.34	171.70	170.34	200.57	281.14
Peer Group	100.0	157.41	179.03	166.71	190.49	253.83

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The following table sets forth, for the periods indicated, the high and low sale prices per share of our common stock as reported on the NASDAQ Global Select Market through December 20, 2013 and on the NYSE thereafter.

	Price Range of Common Stock	
	High	Low
Year Ended December 31, 2012		
First Quarter	\$11.45	\$9.13
Second Quarter	\$11.26	\$8.09
Third Quarter	\$10.93	\$8.24
Fourth Quarter	\$13.52	\$9.15
Year Ended December 31, 2013		
First Quarter	\$14.10	\$10.65
Second Quarter	\$12.65	\$10.42
Third Quarter	\$13.29	\$10.08
Fourth Quarter	\$11.95	\$10.12

As of February 5, 2014, there were 81 stockholders of record of our common stock and approximately 6,652 beneficial stockholders. The closing market value of our common stock on February 5, 2014 was \$10.98 per share. We have never declared or paid a cash dividend on our common stock and do not anticipate paying any cash dividends in the foreseeable future. We currently intend to retain our earnings, if any, for the development of our business. The declaration of any future dividends by us is within the discretion of our Board of Directors and will be dependent on our earnings, financial condition and capital requirements as well as any other factors deemed relevant by our Board of Directors.

In July 2008, our Board of Directors authorized a share repurchase program of up to 3 million shares of our common stock with no established end date. As of the time of filing this Annual Report on Form 10-K, we have not purchased any shares under this program.

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## Item 6. Selected Financial Data.

The following selected financial data should be read in conjunction with our Consolidated Financial Statements and the related Notes thereto appearing elsewhere in this Annual Report on Form 10-K, and under Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations." The balance sheet data as of December 31, 2012 and 2013 and the statement of operations data for the years ended December 31, 2011, 2012 and 2013 set forth below were derived from our audited consolidated financial statements included elsewhere in this Form 10-K. The balance sheet data as of 2009, 2010 and 2011, and the statement of operations data for the years ended December 31, 2009 and 2010 were derived from our audited consolidated financial statements not included herein.

	Year Ended December 31,				
	2009	2010	2011	2012	2013
	(In thousands, except per share data)				
<b>Statement of Operations Data:</b>					
Revenues	\$78,657	\$195,305	\$187,196	\$218,486	\$176,238
Cost of revenues	49,805	91,405	86,843	102,811	85,506
Gross profit	28,852	103,900	100,353	115,675	90,732
Operating expenses:					
Research and development	25,991	33,387	36,298	39,331	39,994
Selling, general and administrative	32,703	38,173	40,826	40,225	41,542
Amortization	1,358	1,715	1,757	1,853	2,592
Total operating expenses	60,052	73,275	78,881	81,409	84,128
Operating income (loss)	(31,200 )	30,625	21,472	34,266	6,604
Interest income (expense)	271	167	(1,925 )	(4,377 )	(5,079 )
Other income (expense)	(938 )	(255 )	847	(482 )	8
Income (loss) before provision (benefit) for income taxes	(31,867 )	30,537	20,394	29,407	1,533
Provision (benefit) for income taxes	(2,239 )	3,522	(4,832 )	(14,458 )	(1,925 )
Net income (loss)	\$(29,628 )	\$27,015	\$25,226	\$43,865	\$3,458
Earnings (loss) per share:					
Basic	\$(0.96 )	\$0.86	\$0.79	\$1.36	\$0.11
Diluted	\$(0.96 )	\$0.86	\$0.78	\$1.34	\$0.10
Weighted average shares outstanding:					
Basic	30,888	31,286	31,744	32,226	32,783
Diluted	30,888	31,492	32,256	32,853	33,388
	December 31,				
	2009	2010	2011	2012	2013
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$57,839	\$71,120	\$96,671	\$104,253	\$80,790
Marketable securities	3,080	629	70,888	64,963	86,582
Working capital	126,781	159,745	234,244	251,530	256,488
Total assets	178,203	219,053	305,911	364,584	371,362
Convertible senior notes	—	—	46,524	49,010	51,751
Accumulated deficit	(234,538 )	(207,523 )	(182,297 )	(138,432 )	(134,974 )
Total stockholders' equity	151,131	185,034	221,778	270,489	279,003





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## Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

## Overview

We are a worldwide leader in the design, development, manufacture and support of defect inspection, advanced packaging lithography, process control metrology, and data analysis systems and software used by microelectronic device manufacturers. We provide process and yield management solutions used in both wafer processing and final manufacturing through a family of standalone systems for macro-defect inspection, lithography, probe card test and analysis, and transparent and opaque thin film measurements. All Rudolph systems feature sophisticated software and production-worthy automation. Rudolph systems are backed by worldwide customer support.

In June 2012, we announced that we had acquired specific assets and liabilities of NanoPhotonics GmbH, located in Mainz, Germany (“NanoPhotonics acquisition”). The acquired business has been integrated into our inspection technology group. The impact of the acquisition was not material to our consolidated financial position or results of operations.

In December 2012, we announced that we had acquired Azores Corporation, located in Wilmington, Massachusetts (“Azores acquisition”). The acquired business marks our entry into the advanced packaging and flat panel display lithography markets and forms our lithography systems group. The impact of the acquisition was not material to our consolidated financial position or results of operations.

In April 2013, we announced that we had acquired specific assets of Tamar Technology, located in Newbury Park, California (“Tamar acquisition”). The acquired business has been integrated into our inspection technology group. The impact of the acquisition was not material to our consolidated financial position or results of operations.

We recognized provisional assets and liabilities as of the acquisition date for NanoPhotonics, Azores and Tamar. For the period ended December 31, 2013, we finalized the identification and measurement of the assets and liabilities for all of these acquisitions. We recast our December 31, 2012 balance sheet to reflect measurement period adjustments related to Azores inventory, income taxes and goodwill.

Rudolph’s business is affected by the annual spending patterns of our customers on semiconductor capital equipment. The amount that our customers devote to capital equipment spending depends on a number of factors, including general worldwide economic conditions as well as other economic drivers such as personal computer, tablet, cell phone, other personal electronic devices and automotive sales. Current forecasts by industry analysts for the semiconductor device manufacturing industry project a year-over-year increase in capital spending of approximately 10% to 15% for 2014. Our revenues and profitability, tend to closely follow the strength or weakness of the semiconductor market. We monitor capital equipment spending through announced capital spending plans by our customers and monthly-published industry data such as the book-to-bill ratio. The book-to-bill ratio is a 3-month running statistic that compares bookings or orders placed with capital equipment suppliers to billings or shipments. A book-to-bill ratio above 1.0 shows that semiconductor device equipment manufacturers are ordering equipment at a pace that exceeds the equipment suppliers’ shipments for the period. The three month rolling average North American semiconductor equipment book-to-bill ratio was 1.02 for the month of December 2013, increasing from the September 2013 book-to-bill ratio of 0.97.

Historically, a significant portion of our revenues in each quarter and year has been derived from sales to relatively few customers, and we expect this trend to continue. For the years ended December 31, 2011, 2012 and 2013, sales to customers that individually represented at least five percent of our revenues accounted for 43.6%, 50.9%, and 41.6% of our revenues, respectively.

The following customers each accounted for more than 10% of total revenues for the indicated periods:

Year Ended December 31,	2011	2012	2013
	Infineon Technologies	Samsung Semiconductor Inc.	Intel Semiconductor Inc.
	Samsung Semiconductor Inc.	Advanced Semiconductor Engineering, Inc.	STATS ChipPAC Ltd.



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We do not have purchase contracts with any of our customers that obligate them to continue to purchase our products, and they could cease purchasing products from us at any time. A delay in purchase or cancellation by any of our large customers could cause quarterly revenues to vary significantly. In addition, during a given quarter, a significant portion of our revenues may be derived from the sale of a relatively small number of systems.

System	Average Selling Price Per System
Macro-defect inspection and probe card and test analysis	\$250,000 to \$1.7 million
Transparent film measurement	\$800,000 to \$1.2 million
Opaque film measurements	\$1.0 million to \$1.8 million
Lithography steppers	\$3.0 million to \$4.0 million

A significant portion of our revenues has been derived from customers outside of the United States. We expect that revenues generated from customers outside of the United States will continue to account for a significant percentage of our revenues.

The following table lists, for the periods indicated, the revenue derived from customers outside of the United States (in percentages of total revenues):

	Years Ended December 31,			
	2011	2012	2013	
Asia	51.3	% 67.3	% 62.4	%
Europe	20.4	% 13.4	% 14.4	%
Total international revenue	71.7	% 80.7	% 76.8	%

The sales cycle for our systems typically ranges from six to 15 months, and can be longer when our customers are evaluating new technology. Due to the length of these cycles, we invest significantly in research and development and sales and marketing in advance of generating revenues related to these investments.

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## Results of Operations

The following table sets forth, for the periods indicated, our statements of operations data as percentages of our revenues. Our results of operations are reported as one business segment.

	Year Ended December 31,			
	2011	2012	2013	
Revenues	100.0	% 100.0	% 100.0	%
Cost of revenues	46.4	47.1	48.5	
Gross profit	53.6	52.9	51.5	
Operating expenses:				
Research and development	19.4	18.0	22.7	
Selling, general and administrative	21.8	18.4	23.6	
Amortization	0.9	0.8	1.5	
Total operating expenses	42.1	37.2	47.8	
Operating income	11.5	15.7	3.7	
Interest income (expense)	(1.0	) (2.0	) (2.9	)
Other income (expense)	0.5	(0.2	) 0.1	
Income before provision (benefit) income taxes	11.0	13.5	0.9	
Provision (benefit) for income taxes	(2.6	) (6.6	) (1.1	)
Net income (loss)	13.6	% 20.1	% 2.0	%

## Results of Operations 2011, 2012 and 2013

Revenues. Our revenues are derived from the sale of our systems, services, spare parts and software licensing. Our revenues were \$187.2 million, \$218.5 million and \$176.2 million for the years ended 2011, 2012 and 2013, respectively. This represents an increase of 16.7% from 2011 to 2012 and a decrease of 19.3% from 2012 to 2013. The increase in revenue from 2011 to 2012 was primarily due to increased capital spending by our back-end customers in the semiconductor industry. The decrease in revenue from, 2012 to 2013 was primarily due to a slowdown in capital equipment purchases by our customers in the semiconductor manufacturing industry.

The following table lists, for the periods indicated, the different sources of our revenues in dollars (thousands) and as percentages of our total revenues:

	Year Ended December 31,								
	2011			2012			2013		
Systems and software:									
Inspection	\$91,825	49	%	\$128,917	59	%	\$89,089	51	%
Metrology	38,616	21	%	38,001	17	%	26,500	15	%
Data analysis and review	23,356	13	%	19,840	9	%	17,927	10	%
Lithography	—	—	%	—	—	%	8,548	5	%
Parts	21,719	11	%	20,802	10	%	21,078	12	%
Services	11,680	6	%	10,926	5	%	13,096	7	%
Total revenue	\$187,196	100	%	\$218,486	100	%	\$176,238	100	%

Total systems and software revenue increased for the year ended December 31, 2012 as compared to the year ended December 31, 2011 due to an increase in demand for our products in advanced packaging. This contributed to an increase in the number of inspection systems sold year-over-year and reflected an increase in inspection systems

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revenue of \$37.1 million. The year-over-year decreases in metrology systems revenue of \$0.6 million and data analysis and review software revenues of \$3.5 million from 2011 to 2012 were primarily due to decreased sales across all metrology and data analysis and review software product families. The average selling price of similarly configured systems has been consistent and therefore did not have a material impact on our revenue for the same period. Systems revenue generated by our latest product releases and major enhancements in each of our product families amounted to 55% of total revenue for 2011 compared to 67% of total revenue for 2012. The year-over-year decrease in parts and service revenues in absolute dollars from 2011 to 2012 was primarily due to decreased spending by our customers on repairs of existing systems as they purchased new systems. Parts and services revenues are generated from part sales, maintenance service contracts, system upgrades, as well as time and material billable service calls.

Total systems and software revenue decreased for the year ended December 31, 2013 as compared to the year ended December 31, 2012 due to a decrease in demand for our products in advanced packaging and front-end systems. This contributed to a decrease in the number of inspection systems sold year-over-year and reflected a decrease in inspection systems revenue of \$39.8 million. The year-over-year decreases in metrology systems revenue of \$11.5 million and data analysis and review software revenues of \$1.9 million from 2012 to 2013 were primarily due to decreased sales across all metrology product families and decrease licensing revenue from the data analysis and review software product category. The year-over-year increase in lithography systems revenue from 2012 to 2013 of \$8.5 million was due to our entrance into the lithography market. The average selling price of similarly configured systems has been consistent and therefore did not have a material impact on our revenue for the same period. Systems revenue generated by our latest product releases and major enhancements in each of our product families amounted to 67% of total revenue for 2012 compared to 64% of total revenue for 2013. The year-over-year increase in parts and service revenues in absolute dollars from 2012 to 2013 was primarily due to increased spending by our customers on repairs of existing systems. Parts and services revenues are generated from part sales, maintenance service contracts, system upgrades, as well as time and material billable service calls.

Deferred revenues of \$8.8 million were recorded in Other current liabilities at December 31, 2013 and primarily consisted of \$6.6 million for deferred maintenance agreements and \$2.2 million for systems awaiting acceptance and outstanding deliverables.

**Gross Profit.** Our gross profit has been and will continue to be affected by a variety of factors, including manufacturing efficiencies, excess and obsolete inventory write-offs, pricing by competitors or suppliers, new product introductions, production volume, customization and reconfiguration of systems, international and domestic sales mix, and parts and service margins. Our gross profit was \$100.4 million, \$115.7 million and \$90.7 million for the years ended December 31, 2011, 2012 and 2013, respectively. The decrease in gross profit as a percentage of revenue from 2011 to 2012 was primarily due to product mix, which included a decrease in software sales. The decrease in gross profit as a percentage of revenue from 2012 to 2013 was primarily due to lower volume of system and software sales as well as product mix. We do not track gross margin by the sources of revenue.

**Operating Expenses**

The operating expenses consist of:

**Research and Development.** The macro-defect inspection, thin film transparent, opaque process control, and probe card test analysis market is characterized by continuous technological development and product innovations. We believe that the rapid and ongoing development of new products and enhancements of existing products, including the transition to copper and low-k dielectrics, wafer level packaging, the continuous shrinkage in critical dimensions, and the evolution of ultra-thin gate process control, is critical to our success. Accordingly, we devote a significant portion of our technical, management and financial resources to research and development programs. Research and development expenditures consist primarily of salaries and related expenses of employees engaged in research, design and development activities. They also include consulting fees, the cost of related supplies and legal costs to defend our patents. Our research and development expense was \$36.3 million, \$39.3 million and \$40.0 million in 2011, 2012 and 2013, respectively. The year-over-year dollar increase from 2011 to 2012 was primarily due to higher compensation and project costs, as well as, additional research and development costs for acquired businesses in

2012. The year-over-year dollar increase from 2012 to 2013 was primarily due to higher compensation and project costs, as well as, additional research

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and development costs for acquired businesses in the latter part of 2012 and in 2013. We continue to maintain our commitment to investing in new product development and enhancement to existing products.

**Selling, General and Administrative.** Selling, general and administrative expense is primarily comprised of salaries and related costs for sales, marketing, and general administrative personnel, as well as commissions and other non-personnel related expenses. Our selling, general and administrative expense was \$40.8 million, \$40.2 million and \$41.5 million in 2011, 2012 and 2013, respectively. The year-over-year decrease from 2011 to 2012 in selling, general and administrative expense was primarily due to decreased corporate legal expenses, partially offset by increased compensation costs. The year-over-year increase from 2012 to 2013 was primarily due to the inclusion of selling, general and administrative expenses for acquired businesses in the latter part of 2012 and in 2013.

**Amortization of Identifiable Intangible Assets.** Amortization of identifiable intangible assets was \$1.8 million, \$1.9 million and \$2.6 million in 2011, 2012 and 2013, respectively. The increase in amortization expense from 2011 to 2013 was due to amortization of intangible assets from acquired businesses in 2012 and 2013.

**Interest income (expense).** In 2011, 2012 and 2013, net interest expense was \$1.9 million, \$4.4 million and \$5.1 million, respectively. The year-over-year increase in net interest expense for 2012 was primarily due to a full year of interest expense related to the convertible senior notes. The year-over-year increase in net interest expense for 2013 was primarily due to increased amortization of the interest discount related to the convertible senior notes.

**Income taxes.** The following table provides details of income tax (dollars in millions):

	Year Ended December 31,		
	2011	2012	2013
Income before income taxes	\$20.4	\$29.4	\$1.5
Provision (benefit) for income taxes	\$(4.8 )	\$(14.5 )	\$(1.9 )
Effective tax rate	(23.7 )%	(49.2 )%	(125.6 )%

The income tax benefit differs from the federal statutory income tax rate of 35% in 2011 and 2012, primarily as a result of reversal of valuation allowances, partially offset by taxes accrued in foreign jurisdictions.

The income tax benefit differs from the federal statutory income tax rate of 35% for 2013, primarily from research and development tax credits which were not available in 2012 as a result of legislation, foreign tax credits, and the reversal of unrecognized tax benefits, offset by \$1.3 million of expense related to a correction of prior year income tax balances recognized in the fourth quarter of 2013. The correction of the prior year income tax balance was not considered material to the prior year or current year financial statements.

We evaluate the recoverability of deferred tax assets from future taxable income and establish valuation allowances if recovery is deemed not likely. We consider available evidence, both positive and negative, including historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance. At December 31, 2012 and 2013, we had valuation allowances of \$1.4 million and \$1.6 million on certain of our deferred tax assets to reflect the deferred tax asset at the net amount that is more likely than not to be realized. We evaluated the realizability of the deferred tax asset based on positive earnings from 2011 through 2013 as well as the projected earnings in future years and believe it is more likely than not that the deferred tax asset will be realized in the future years. We will continue to monitor the realizability of the deferred tax asset and evaluate the valuation allowance.

The American Taxpayer Relief Act of 2012 was passed by Congress and signed into law in January. The provisions under this law were made retroactive to January 1, 2012. However, as a result of the law being signed in January 2013, the financial impact of any retroactive provision was recorded as a discrete event in the first quarter of 2013. This discrete event reduced tax expense in the first quarter of 2013 by approximately \$0.8 million for research and development tax credits for 2012.



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Litigation. As discussed in Part I, Item 3. “Legal Proceedings”, we are subject to legal proceedings and claims, which include, among other things, our on-going litigation with ITC in a patent infringement action related to the predictive scrub feature of our PrecisionPoint™, PrecisionWoRx and ProbeWoRx® products in which we were the defendants. See Part I, Item 3 for a discussion of this action and the U.S. Federal Court of Appeals ruling reversing the finding of infringement against products sold after August of 2007 and its order of other relief in this matter. The U.S. Federal Court of Appeals did affirm the jury’s finding of damages against us related to products sold prior to August of 2007 for which we are in the process of pursuing an appeal. In the event that the ultimate decision in the ITC Litigation results in a judgment of damages against us at the high end of the identified ranges, such result will have a material impact on the our results of operations and may also have a material impact on our liquidity and financial condition.

#### Liquidity and Capital Resources

At December 31, 2012, our cash, cash equivalents and marketable securities totaled \$169.2 million, while working capital amounted to \$251.5 million. At December 31, 2013, we had \$167.4 million of cash, cash equivalents and marketable securities and \$256.5 million in working capital.

Typically during periods of revenue growth, changes in accounts receivable and inventories represent a use of cash as we incur costs and expend cash in advance of receiving cash from our customers. Similarly, during periods of declining revenue, changes in accounts receivable and inventories represent a source of cash as inventory purchases decline and revenue from prior periods is collected.

Net cash and cash equivalents provided by operating activities for the years ended December 31, 2011, 2012 and 2013 totaled \$45.4 million, \$22.1 million and \$6.1 million, respectively. During the year ended December 31, 2011, cash provided by operating activities was primarily due to net income, adjusted to exclude the effect of non-cash charges, of \$28.9 million, and a decrease in accounts receivable of \$18.0 million, and an increase in other liabilities of \$8.3 million, partially offset by an increase in prepaid expenses and other assets of \$4.4 million, a decrease in accounts payable of \$3.4 million, a decrease in deferred revenue of \$1.3 million, and an increase in income taxes of \$0.5 million. During the year ended December 31, 2012, cash provided by operating activities was primarily due to net income, adjusted to exclude the effect of non-cash charges, of \$39.4 million, and an increase in deferred revenue of \$3.6 million, a decrease in income taxes of \$3.5 million, and an increase in other liabilities of \$1.0 million, partially offset by an increase accounts receivable of \$14.7 million, an increase in inventory of \$6.7 million and an decrease in accounts payable of \$2.7 million, and an increase in prepaid and other assets of \$1.4 million. During the year ended December 31, 2013, cash provided by operating activities was primarily due to net income, adjusted to exclude the effect of non-cash charges, of \$19.8 million, a decrease in account receivable of \$2.6 million, and a decrease in prepaid expenses and other assets of \$1.4 million, partially offset by an increase in inventory of \$6.8 million, a decrease in other liabilities of \$3.0 million, an increase in income taxes of \$4.6 million, a decrease in deferred revenue of \$2.4 million, and a decrease in accounts payable of \$0.9 million.

Net cash and cash equivalents used in investing activities for the years ended December 31, 2011, 2012 and 2013 totaled \$71.2 million, \$14.9 million and \$30.0 million, respectively. During the year ended December 31, 2011, net cash used by investing activities included purchases of marketable securities of \$81.0 million and capital expenditures of \$1.6 million, which were partially offset by proceeds from sales of marketable securities of \$11.4 million. During the year ended December 31, 2012, net cash used by investing activities included purchases of marketable securities of \$96.3 million, acquisition costs for business combinations of \$18.6 million, and capital expenditures of \$2.4 million, which were partially offset by proceeds from sales of marketable securities of \$102.4 million. During the year ended December 31, 2013, net cash used by investing activities included purchases of marketable securities of \$119.1 million, capital expenditures of \$4.9 million, and acquisition costs for business combinations of \$3.4 million, which were partially offset by proceeds from sales of marketable securities of \$97.3 million. Capital expenditures over the next twelve months are expected to be approximately \$5.0 million to \$6.0 million.

Net cash provided by financing activities was \$51.0 million, \$0.5 million and \$1.4 million in 2011, 2012 and 2013, respectively. In the 2011 period, net cash provided by financing activities comprised net proceeds from the issuance of 3.75% convertible senior notes of \$57.7 million, proceeds from the sale of a warrant of \$7.0 million, tax benefit from

employee stock plans of \$0.5 million and proceeds received for sales of shares through share-based compensation plans of \$0.3 million, which were partially offset by the purchase of the convertible note hedge of \$14.5

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million. In the 2012 and 2013 periods, net cash provided by financing activities comprised proceeds received from sales of shares through share-based compensation plans and tax benefit from share-based compensation plans. From time to time we evaluate whether to acquire new or complementary businesses, products and/or technologies. We may fund all or a portion of the purchase price of these acquisitions in cash, stock, or a combination of cash and stock.

In July 2008, our Board of Directors approved a stock repurchase program of up to 3 million shares of Company common stock with no established end date. As of the time of the filing of this Annual Report on Form 10-K, we have not purchased any shares under this program.

On July 25, 2011, we issued \$60.0 million aggregate principal amount of 3.75% convertible senior notes, which mature on July 15, 2016 and pay interest semiannually commencing on January 15, 2012. In connection with the issuance, we entered into convertible note hedge and warrant transactions. The convertible note hedge transaction is intended to reduce potential dilution in our common stock upon conversion of the notes. However, the warrant transaction will have a dilutive effect on our earnings per share to the extent that the price of our common stock exceeds the strike price of the warrant. Net proceeds realized from the sale of the convertible senior notes, the convertible note hedge and warrant transactions were \$50.2 million. We continue to use the net proceeds for general corporate purposes, which may include financing potential acquisitions and strategic transactions, growth initiatives and working capital. For additional information, see Note 8 to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Our future capital requirements will depend on many factors, including the timing and amount of our revenues and our investment decisions, which will affect our ability to generate additional cash. We believe that our existing cash, cash equivalents and marketable securities will be sufficient to meet our anticipated cash requirements for working capital, capital expenditures and other cash needs for the next twelve months. Thereafter, if cash generated from operations and financing activities is insufficient to satisfy our working capital requirements, we may seek additional funding through bank borrowings, sales of securities or other means. There can be no assurance that we will be able to raise any such capital on terms acceptable to us or at all.

**Contractual Obligations**

The following table summarizes our significant contractual obligations at December 31, 2013, and the effect such obligations are expected to have on our liquidity and cash flows in future periods. This table excludes the liability for unrecognized tax benefits that totaled approximately \$5.7 million at December 31, 2013. We are currently unable to provide a reasonably reliable estimate of the amount or periods when cash settlement of this liability may occur.

	Payments due by period				
	(In thousands)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Debt and interest obligations	\$66,750	\$2,250	\$64,500	\$—	\$—
Operating lease obligations	14,963	3,873	6,394	3,992	704
Open and committed purchase orders	15,678	15,678	—	—	—
Total	\$97,391	\$21,801	\$70,894	\$3,992	\$704

**Off-Balance Sheet Arrangements**

The Company does not have any significant off-balance sheet arrangements that have or are reasonably likely to have a material effect on our financial condition, results of operations or liquidity and capital resources.

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## Critical Accounting Policies

Management's discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. We review the accounting policies we use in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, accounts receivable, inventories, business acquisitions, intangible assets, share-based payments, income taxes and warranty obligations. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Results may differ from these estimates due to actual outcomes being different from those on which we based our assumptions. These estimates and judgments are reviewed by management on an ongoing basis, and by the Audit Committee at the end of each quarter prior to the public release of our financial results. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

**Revenue Recognition.** Revenue is recognized provided that there is persuasive evidence of an arrangement, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collection of the related receivable is reasonably assured. Revenue recognition generally results at the following points: (1) for all transactions where legal title passes to the customer upon shipment, revenue is recognized upon shipment for all products that have been demonstrated to meet product specifications prior to shipment; the portion of revenue associated with certain installation-related tasks is deferred, and that revenue is recognized upon completion of the installation-related tasks; (2) for products that have not been demonstrated to meet product specifications prior to shipment, revenue is recognized at customer technical acceptance; (3) for transactions which have occurred prior to January 1, 2011, revenue for arrangements with multiple elements, such as sales of products that include software and services, was allocated to each element using the residual method based on the fair value of the undelivered items as determined using the prior guidance for revenue arrangements with multiple deliverables. Under the residual method, the amount of revenue allocated to delivered elements equals the total arrangement consideration less the aggregate fair value of any undelivered elements; (4) for transactions occurring on or after January 1, 2011 containing multiple elements, the revenue relating to the undelivered elements is deferred using the relative selling price method utilizing vendor-specific objective evidence ("VSOE") or estimated sales prices ("ESP") until delivery of the deferred elements. Third-party evidence is not typically used to determine selling prices as to limited availability of reliable competitor products' selling prices. The ESP is established considering multiple factors including, but not limited to, gross margin objectives, internal costs and competitor pricing strategies.

Revenues from parts sales are recognized at the time of shipment. Revenue from training and service contracts is recognized ratably over the training period and contract period. A provision for the estimated cost of fulfilling warranty obligations is recorded at the time the related revenue is recognized.

Revenue from software license fees is recognized upon shipment if collection of the resulting receivable is probable, the fee is fixed or determinable, and VSOE exists to allocate a portion of the total fee to any undelivered elements of the arrangement. License support and maintenance revenue is recognized ratably over the contract period.

**Allowance for Doubtful Accounts.** We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We specifically analyze accounts receivable and analyze historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, or if our assumptions are otherwise incorrect, additional allowances may be required.

**Excess and Obsolete Inventory.** We maintain reserves for our excess and obsolete inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future product life-cycles, product demand and market conditions. If actual product life-cycles, product demand and market

conditions are less favorable than those originally projected by management, additional inventory write-downs may be required.

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**Business Acquisitions.** We account for acquired or merged businesses using the purchase method of accounting which requires that the assets acquired and liabilities assumed be recorded at the date of acquisition or merger at their respective fair values. The judgments made in determining the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, can materially impact our consolidated financial position and results of operations. Accordingly, for significant acquisitions, we typically obtain assistance from independent valuation specialists.

There are several methods that can be used to determine the fair value of assets acquired and liabilities assumed. For intangible assets, we typically utilize the “income method.” This method starts with a forecast of all of the expected future net cash flows. These cash flows are then adjusted to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams. Some of the more significant estimates and assumptions inherent in the income method or other methods include the projected future cash flows (including timing) and the discount rate reflecting the risks inherent in the future cash flows. Determining the useful life of an intangible asset also requires judgment. For example, different types of intangible assets will have different useful lives and certain assets may even be considered to have indefinite useful lives. All of these judgments and estimates can significantly impact our consolidated financial position and results of operations.

**Goodwill.** Our formal annual impairment testing date for goodwill is October 31<sup>st</sup> or prior to the next annual testing date if an event occurs or circumstances change that would make it more likely than not that the fair value of a reporting unit is below its carrying amount. Under the amendments of ASC 350-10, ASU No. 2011-08, Testing Goodwill for Impairment, beginning in the first quarter of 2012, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, we elect this option and after assessing the totality of events or circumstances, we determine it is not likely that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. We have not elected this option to date. The goodwill impairment test is a two-step process which requires us to make judgmental assumptions regarding fair value. The first step consists of estimating the fair value of our aggregated reporting unit using the market value of our common stock at October 31<sup>st</sup>, multiplied by the number of outstanding common shares (market capitalization) and an implied control premium as if it were to be acquired by a single stockholder. We obtain information on completed sales of similar companies in a comparable industry to estimate an implied control premium for us. We compare the estimated fair value of the reporting unit to its carrying value which includes goodwill. If the results of the initial market capitalization test produce results which are below the reporting unit carrying value, we will also consider if the market capitalization is temporarily low and, if so, we may also perform a discounted cash flow test. If the estimated fair value is less than the carrying value, the second step is completed to compute the impairment amount by determining the “implied fair value” of goodwill. This determination requires the allocation of the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit. Any remaining unallocated fair value represents the “implied fair value” of goodwill which is compared to the corresponding carrying value to compute the goodwill impairment amount.

**Long-Lived Assets and Acquired Intangible Assets.** We periodically review long-lived assets, other than goodwill, for impairment whenever changes in events or circumstances indicate that the carrying amount of an asset may not be recoverable. Assumptions and estimates used in the determination of impairment losses, such as future cash flows and disposition costs, may affect the carrying value of long-lived assets and the impairment of such long-lived assets, if any, could have a material effect on our consolidated financial statements. No such indicators were noted in 2013.

**Share-Based Compensation.** The fair value of our stock options is estimated at the date of grant using the Black-Scholes option pricing model. The Black-Scholes valuation calculation requires us to estimate key assumptions such as future stock price volatility, expected terms, risk-free rates and dividend yield. Expected stock price volatility is based on historical volatility of our stock. We use historical data to estimate option exercises and employee terminations within the valuation model. The expected term of options granted is derived from an analysis of historical exercises and remaining contractual life of stock options, and represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the U.S. Treasury yield curve in effect at the

time of grant. We have never paid cash dividends, and do not currently intend to pay cash dividends, and thus have assumed a 0% dividend yield. If our actual experience differs significantly from the assumptions used to compute our share-based compensation cost, or if different assumptions had been used, we may have recorded too much or too little share-based compensation cost. In addition, we are required to estimate the expected forfeiture rate of our share grants and only recognize the expense

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for those shares expected to vest. If the actual forfeiture rate is materially different from our estimate, our share-based compensation expense could be materially different.

**Warranties.** We provide for the estimated cost of product warranties at the time revenue is recognized. While we engage in product quality programs and processes, our warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. Should actual product failure rates, material usage or service delivery costs differ from our estimates, revisions to the estimated warranty liability would be required.

**Accounting for Income Taxes.** As part of the process of preparing our consolidated financial statements, we are required to estimate our actual current tax exposure together with our temporary differences resulting from differing treatment of items for tax and accounting purposes. These temporary differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, we must establish a valuation allowance. Significant management judgment is required in determining our provision for income taxes and any valuation allowance recorded against our deferred tax assets. The need for a valuation allowance is based on our estimates of taxable income by jurisdiction in which we operate and the period over which our deferred taxes will be recoverable. In the event that actual results differ from these estimates or we adjust these estimates in future periods, we may need to adjust the valuation allowance, which could materially impact our financial position and results of operations. At December 31, 2012 and 2013, we had valuation allowances of \$1.4 million and \$1.6 million on certain of our deferred tax assets to reflect the deferred tax asset at the net amount that is more likely than not to be realized. We evaluated the realizability of the deferred tax asset based on positive earnings from 2011 and 2013 as well as the projected earnings in future years and believe it is more likely than not that the deferred tax asset will be realized in the future years. We will continue to monitor the realizability of the deferred tax asset and evaluate the valuation allowance.

We recognize liabilities for uncertain tax positions based on a two-step process. The first step requires us to determine if the weight of available evidence indicates that the tax position has met the threshold for recognition; therefore, we must evaluate whether it is more likely than not that the position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step requires us to measure the tax benefit of the tax position taken, or expected to be taken, in an income tax return as the largest amount that is more than 50% likely of being realized when effectively settled. This measurement step is inherently difficult and requires subjective estimations of such amounts to determine the probability of various possible outcomes. We reevaluate the uncertain tax positions each quarter based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues, and new audit activity. Such a change in recognition or measurement could result in the recognition of a tax benefit or an additional charge to the tax provision in the period.

Although we believe the measurement of our liabilities for uncertain tax positions is reasonable, no assurance can be given that the final outcome of these matters will not be different than what is reflected in the historical income tax provisions and accruals. If additional taxes are assessed as a result of an audit or litigation, it could have a material effect on our income tax provision and net income in the period or periods for which that determination is made.

### **Impact of Recent Accounting Pronouncements**

In July 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2013-11, "Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." The ASU requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should



be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. This ASU is

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effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this guidance is reflected in our consolidated statements of financial position and cash flows.

In July 2013, the FASB issued ASU No. 2013-10, "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes (a consensus of the FASB Emerging Issues Task Force)." The ASU permits the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 850, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. This ASU is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. We do not believe that this guidance will have a material impact on our consolidated financial position, results of operations, or cash flows.

In February 2013, the FASB issued ASU No. 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." The ASU requires an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. This ASU is effective prospectively for reporting periods beginning after December 15, 2012. The adoption of this amendment did not have a material impact on our consolidated financial position, results of operations or cash flows.

### Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

#### Interest Rate and Credit Market Risk

We are exposed to changes in interest rates and market liquidity including our investments in certain available-for-sale securities and our convertible senior notes. Our available-for-sale securities consist of fixed and variable rate income investments (Municipal notes, bonds and an auction rate security). We continually monitor our exposure to changes in interest rates, market liquidity and credit ratings of issuers from our available-for-sale securities. It is possible that we are at risk if interest rates, market liquidity or credit ratings of issuers change in an unfavorable direction. The magnitude of any gain or loss will be a function of the difference between the fixed rate of the financial instrument and the market rate and our financial condition and results of operations could be materially affected. Based on a sensitivity analysis performed on our financial investments held as of December 31, 2013, an immediate adverse change of 10% in interest rates (e.g. 3.00% to 3.30%) would result in an immaterial decrease in the fair value of our available-for-sale securities. The interest rate on our convertible senior notes is fixed. Therefore, any change in interest rates will not have an impact on our consolidated financial position, results of operations or cash flows.

#### Foreign Currency Risk

We have branch operations in Taiwan, Singapore and South Korea and wholly-owned subsidiaries in Europe, Japan and China. Our international subsidiaries and branches operate primarily using local functional currencies. These foreign branches and subsidiaries are limited in their operations and level of investment so that the risk of currency fluctuations is not material. A hypothetical 10% appreciation or depreciation in the U.S. dollar relative to the reporting currencies of our foreign subsidiaries at December 31, 2013 would have affected the foreign-currency-denominated non-operating expenses of our foreign subsidiaries by approximately \$2.2 million. We cannot accurately predict future exchange rates or the overall impact of future exchange rate fluctuations on our business, results of operations and financial condition.

A substantial portion of our international systems sales are denominated in U.S. dollars with the exception of Japan and, as a result, we have relatively little exposure to foreign currency exchange risk with respect to these sales. Substantially all our sales in Japan are denominated in Japanese yen. From time to time, we may enter into forward exchange contracts to economically hedge a portion of, but not all, existing and anticipated foreign currency denominated transactions expected to occur within 12 months. The change in fair value of the forward contracts is recognized in the Consolidated Statements of Operations each reporting period. As of December 31, 2012 and 2013,

we had eight and

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six forward contracts outstanding, respectively. The total notional contract value of these outstanding forward contracts at December 31, 2012 and 2013 was \$3.5 million and \$1.0 million, respectively. We do not use derivative financial instruments for trading or speculative purposes.

Item 8. Financial Statements and Supplementary Data.

The consolidated financial statements required by this item are set forth on the pages indicated at Item 15(a) of this Annual Report on Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time period specified in SEC rules and forms. These controls and procedures are also designed to ensure that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, we have recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Management is required to apply judgment in evaluating its controls and procedures.

We performed an evaluation under the supervision and with the participation of our management, including our principal executive and principal financial officers, to assess the effectiveness of the design and operation of our disclosure controls and procedures under the Exchange Act as of December 31, 2013. Based on that evaluation, our management, including our principal executive and principal financial officers, concluded that our disclosure controls and procedures were effective as of December 31, 2013 at the reasonable assurance level.

Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (“COSO”). Based on our evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2013.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our consolidated financial statements as of and for the year ended December 31, 2013 have been audited by Ernst & Young LLP, our independent registered public accounting firm, in accordance with the standards of the Public Company Accounting Oversight Board (United States). Ernst & Young LLP has also audited our internal control over financial reporting as of December 31, 2013, as stated in its attestation report included elsewhere in this Annual Report on Form 10-K.



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There have been no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the Company's quarter ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other Information.

None.

**PART III**

Certain information required by Part III is omitted from this Annual Report on Form 10-K because we will file a definitive proxy statement within one hundred twenty (120) days after the end of the fiscal year pursuant to Regulation 14A (the "Proxy Statement") for our Annual Meeting of Stockholders currently scheduled for May 21, 2014, and the information included in the Proxy Statement is incorporated herein by reference.

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this Item with respect to directors and executive officers, see "Proposal One: Election of Directors," "Executive Officers" and "Corporate Governance Principles and Practices" in the Proxy Statement, which is incorporated herein by reference. Information regarding compliance with Section 16 of the Securities Exchange Act of 1934, as amended, is incorporated by reference to the information under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement.

Code of Ethics. We have adopted a code of ethics that applies to our principal executive officer, principal financial officer and controller. This code of ethics is posted on our internet website address at <http://www.rudolphtech.com>. We will post on our website any amendment to or waiver from a provision of our code of ethics as may be required, and within the time period specified, by applicable SEC rules.

Item 11. Executive Compensation.

The information required by this Item, see "Executive Compensation," "Compensation of Directors" and "Compensation Committee Interlocks and Insider Participation" in the Proxy Statement, which is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this Item, see "Security Ownership" and "Equity Compensation Plan Information" in the Proxy Statement, which is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this Item, see "Related Persons Transactions Policy" and "Board Independence" in the Proxy Statement, which is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

The information required by this Item, see "Proposal 3: Ratification of Appointment of Independent Registered Public Accountants" in the Proxy Statement, which is incorporated herein by reference.

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## PART IV

## Item 15. Exhibits and Financial Statement Schedule.

(a) The following documents are filed as part of this Annual Report on Form 10-K:

## 1. Financial Statements

The consolidated financial statements and consolidated financial statement information required by this Item are included on pages F-1 through F-8 of this report. The Reports of Independent Registered Public Accounting Firm appear on pages F-2 through F-3 of this report.

## 2. Financial Statement Schedule

See Index to financial statements on page F-1 of this report.

## 3. Exhibits

The following is a list of exhibits. Where so indicated, exhibits, which were previously filed, are incorporated by reference.

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of June 27, 2005, by and among the Registrant, NS Merger Sub, Inc. and August Technology Corporation (incorporated by reference to Exhibit 99.2 to the Registrant's Schedule 13D (SEC File No. 005-58091) filed on July 7, 2005).
2.2	Amendment No. 1, dated as of December 8, 2005, by and among the Registrant, NS Merger Sub, Inc. and August Technology Corporation, to the Agreement and Plan of Merger, dated as of June 27, 2005, by and among the Registrant, NS Merger Sub, Inc. and August Technology Corporation. (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on December 9, 2005).
2.3	Asset Purchase Agreement dated as of December 18, 2007, by and among the Registrant, Mariner Acquisition Company LLC, Applied Precision Holding, LLC and Applied Precision, LLC (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965), filed on December 21, 2007).
3.1	Restated Certificate of Incorporation of Registrant, as amended (Conformed Version) (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on August 2, 2013).
3.2	Restated Bylaws of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on August 1, 2007).
3.3	Amendment to Restated Bylaws of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on February 2, 2009).
4.1	Rights Agreement (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form 8-A (SEC File No. 000-27965) filed on June 28, 2005).
4.2	August Technology Corporation 1997 Stock Incentive Plan (incorporated by reference to the Appendix to August Technology Corporation's Proxy Statement for its 2004 Annual Shareholders Meeting (SEC File No. 000-30637) filed on March 11, 2004).
4.3	Indenture, dated as of July 25, 2011, by and between The Bank of New York Mellon Trust Company, N.A., as Trustee, and Rudolph Technologies, Inc. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.1+	License Agreement, dated June 28, 1995, between the Registrant and Brown University Research Foundation (incorporated by reference to Exhibit (10.1) to the Registrant's Registration Statement on Form S-1, as amended (SEC File No. 333-86821), filed on September 9, 1999).

+ Confidential treatment has been granted with respect to portions of this exhibit.





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Exhibit No.	Description
10.2*	Form of Indemnification Agreement (incorporated by reference to Exhibit (10.3) to the Registrant's Registration Statement on Form S-1, as amended (SEC File No. 333-86821), filed on October 5, 1999).
10.3*	Amended 1996 Non-Qualified Stock Option Plan (incorporated by reference to Exhibit 10.15 to Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 14, 2001).
10.4*	Form of 1999 Stock Plan (incorporated by reference to Exhibit (10.5) to the Registrant's Registration Statement on Form S-1, (SEC File No. 333-86821) filed on September 9, 1999).
10.5*	Form of 1999 Employee Stock Purchase Plan (incorporated by reference to Exhibit (10.6) to the Registrant's Registration Statement on Form S-1 (SEC File No. 333-86821) filed on September 9, 1999).
10.6*	Management Agreement, dated as of July 24, 2000, by and between Rudolph Technologies, Inc. and Paul F. McLaughlin (incorporated by reference to Exhibit 10.12 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 3, 2000), as amended August 20, 2009 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2009), as amended May 19, 2010 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on August 4, 2010), as amended September 27, 2011 (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed on November 2, 2011), and as amended February 8, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K filed March 1, 2013).
10.7*	Management Agreement, dated as of July 24, 2000 by and between Rudolph Technologies, Inc. and Steven R. Roth (incorporated by reference to Exhibit 10.14 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 3, 2000), as amended August 20, 2009 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2009).
10.8*	Form of option agreement under 1999 Stock Plan (incorporated by reference to Exhibit 10.12 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 5, 2004).
10.9*	Form of Restricted Stock Award pursuant to the Rudolph Technologies, Inc. 1999 Stock Plan (incorporated by reference to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965), filed on June 21, 2005).
10.10*	Rudolph Technologies, Inc. 2009 Stock Plan (incorporated by reference to Appendix A of the Registrant's revised Proxy Statement on Form DEF14A, filed on May 8, 2009).
10.11*	Rudolph Technologies, Inc. 2009 Employee Stock Purchase Plan, as amended (incorporated by reference to Appendix B of the Registrant's revised Proxy Statement on Form DEF14A, filed on May 8, 2009).
10.12*	Executive Change of Control Agreement, dated as of August 20, 2009, by and between Rudolph Technologies, Inc. and Nathan H. Little (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 6, 2009).
10.13	Purchase Agreement, dated July 19, 2011, among Rudolph Technologies, Inc. and Credit Suisse Securities (USA) LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.14	Confirmation of Convertible Note Hedge Transaction dated July 19, 2011, by and between Rudolph Technologies, Inc. and Credit Suisse International (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.15	Amendment dated July 22, 2011 to Confirmation of Convertible Note Hedge Transaction dated July 19, 2011, by and between Rudolph Technologies, Inc. and Credit Suisse International (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K (EC File No. 000-27965) filed

on July 25, 2011).

10.16

Confirmation of Issuer Warrant Transaction dated July 19, 2011, by and between Rudolph Technologies, Inc. and Credit Suisse International (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).

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\* Management contract, compensatory plan or arrangement.

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Exhibit No.	Description
10.17	Amendment dated July 22, 2011 to Confirmation of Issuer Warrant Transaction dated July 19, 2011, by and between Rudolph Technologies, Inc. and Credit Suisse International (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.18	Irrevocable standby letter of credit with Credit Suisse AG (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on May 3, 2013).
21.1	Subsidiaries.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
31.1	Certification of Paul F. McLaughlin, Chief Executive Officer, pursuant to Securities Exchange Act Rule 13a-14(a).
31.2	Certification of Steven R. Roth, Chief Financial Officer, pursuant to Securities Exchange Act Rule 13a-14(a).
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Paul F. McLaughlin, Chief Executive Officer of Rudolph Technologies, Inc.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Steven R. Roth, Chief Financial Officer of Rudolph Technologies, Inc.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
of Rudolph Technologies, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of Rudolph Technologies, Inc. and Subsidiaries as of December 31, 2012 and 2013, and the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Rudolph Technologies, Inc. and Subsidiaries at December 31, 2012 and 2013, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Rudolph Technologies, Inc. and Subsidiaries' internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 26, 2014, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Metropark, New Jersey  
February 26, 2014

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of  
Rudolph Technologies, Inc. and Subsidiaries

We have audited Rudolph Technologies, Inc. and Subsidiaries' internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Rudolph Technologies, Inc. and Subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Rudolph Technologies, Inc. and Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Rudolph Technologies, Inc. and Subsidiaries as of December 31, 2012 and 2013, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013 of Rudolph Technologies, Inc. and Subsidiaries and our report dated February 26, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP  
Metropark, New Jersey  
February 26, 2014



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CONSOLIDATED BALANCE SHEETS

(In thousands, except per share data)

	December 31,	
	2012	2013
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$104,253	\$80,790
Marketable securities	64,963	86,582
Accounts receivable, less allowance of \$606 in 2012 and \$1,152 in 2013	57,113	53,437
Inventories	57,948	61,351
Income taxes receivable	—	2,832
Prepaid expenses and other current assets	4,301	3,186
Total current assets	288,578	288,178
Property, plant and equipment, net	11,909	13,058
Goodwill	15,361	22,553
Identifiable intangible assets, net	12,358	11,464
Deferred income taxes	34,284	34,332
Other assets	2,094	1,777
Total assets	\$364,584	\$371,362
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$3,932	\$3,095
Accrued liabilities:		
Payroll and related expenses	8,975	7,457
Royalties	765	669
Warranty	2,024	1,551
Income tax payable	1,823	—
Deferred revenue	11,170	8,786
Other current liabilities	8,359	10,132
Total current liabilities	37,048	31,690
Convertible senior notes	49,010	51,751
Other non-current liabilities	8,037	8,918
Total liabilities	94,095	92,359
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, \$0.001 par value, 5,000 shares authorized, no shares issued and outstanding at December 31, 2012 and 2013	—	—
Common stock, \$0.001 par value, 100,000 shares authorized, 32,367 and 32,953 issued and outstanding at December 31, 2012 and 2013, respectively	32	33
Additional paid-in capital	409,974	415,739
Accumulated other comprehensive loss	(1,085	) (1,795
Accumulated deficit	(138,432	) (134,974
Total stockholders' equity	270,489	279,003
Total liabilities and stockholders' equity	\$364,584	\$371,362

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





Table of ContentsRUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Year Ended December 31,			
	2011	2012	2013	
Revenues	\$ 187,196	\$ 218,486	\$ 176,238	
Cost of revenues	86,843	102,811	85,506	
Gross profit	100,353	115,675	90,732	
Operating expenses:				
Research and development	36,298	39,331	39,994	
Selling, general and administrative	40,826	40,225	41,542	
Amortization	1,757	1,853	2,592	
Total operating expenses	78,881	81,409	84,128	
Operating income	21,472	34,266	6,604	
Interest expense, net	1,925	4,377	5,079	
Other expense (income)	(847	) 482	(8	)
Income before benefit for income taxes	20,394	29,407	1,533	
Benefit for income taxes	(4,832	) (14,458	) (1,925	)
Net income	\$ 25,226	\$ 43,865	\$ 3,458	
Earnings per share:				
Basic	\$ 0.79	\$ 1.36	\$ 0.11	
Diluted	\$ 0.78	\$ 1.34	\$ 0.10	
Weighted average number of shares outstanding:				
Basic	31,744	32,226	32,783	
Diluted	32,256	32,853	33,388	

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

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (In thousands)

	Year Ended December 31,		
	2011	2012	2013
Net income	\$25,226	\$43,865	\$3,458
Other comprehensive loss:			
Change in net unrealized gains (losses) on investments, net of tax	151	(17	) (50
Change in currency translation adjustments	(683	) 394	(660
Total comprehensive income	\$24,694	\$44,242	\$2,748

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

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Table of ContentsRUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

For the years ended December 31, 2011, 2012 and 2013

(In thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Amount				
Balance at December 31, 2010	31,417	\$31	\$393,456	\$ (930 )	\$ (207,523 )	\$185,034
Issuance of shares through share-based compensation plans	466	1	256	—	—	257
Net income	—	—	—	—	25,226	25,226
Share-based compensation	—	—	4,802	—	—	4,802
Tax benefit for share-based compensation plans	—	—	528	—	—	528
Issuance of convertible notes	—	—	13,963	—	—	13,963
Sale of warrant	—	—	7,007	—	—	7,007
Purchase of convertible note hedge	—	—	(14,507 )	—	—	(14,507 )
Currency translation	—	—	—	(683 )	—	(683 )
Unrealized gain on investments	—	—	—	151	—	151
Balance at December 31, 2011	31,883	32	405,505	(1,462 )	(182,297 )	221,778
Issuance of shares through share-based compensation plans	484	—	257	—	—	257
Net income	—	—	—	—	43,865	43,865
Share-based compensation	—	—	4,001	—	—	4,001
Tax benefit for share-based compensation plans	—	—	211	—	—	211
Currency translation	—	—	—	394	—	394
Unrealized loss on investments	—	—	—	(17 )	—	(17 )
Balance at December 31, 2012	32,367	32	409,974	(1,085 )	(138,432 )	270,489
Issuance of shares through share-based compensation plans	586	1	1,011	—	—	1,012
Net income	—	—	—	—	3,458	3,458
Share-based compensation	—	—	4,106	—	—	4,106
Tax benefit for share-based compensation plans	—	—	648	—	—	648
Currency translation	—	—	—	(660 )	—	(660 )
Unrealized loss on investments	—	—	—	(50 )	—	(50 )
Balance at December 31, 2013	32,953	\$33	\$415,739	\$ (1,795 )	\$ (134,974 )	\$279,003

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

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands)

	Year Ended December 31,		
	2011	2012	2013
Cash flows from operating activities:			
Net income	\$25,226	\$43,865	3,458
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:			
Amortization of intangibles and other	2,113	2,212	2,786
Amortization of convertible note discount and issuance costs	1,129	2,736	3,044
Depreciation	4,210	3,680	4,150
Foreign currency exchange (gain) loss	(846)	) 482	(8)
Net gain on sale of marketable securities	(1)	) —	—
Change in fair value of contingent consideration	—	—	138
Share-based compensation	4,802	4,001	4,106
Provision for doubtful accounts and inventory valuation	1,278	3,263	3,608
Deferred income taxes	(9,018)	) (20,814)	) (1,510)
Change in operating assets and liabilities excluding effects of business combinations:			
Accounts receivable	17,958	(14,743)	) 2,631
Income taxes	(529)	) 3,547	(4,605)
Inventories	(35)	) (6,701)	) (6,758)
Prepaid expenses and other assets	(4,389)	) (1,365)	) 1,383
Accounts payable	(3,427)	) (2,735)	) (912)
Deferred revenue	(1,330)	) 3,648	(2,393)
Other liabilities	8,303	991	(3,034)
Net cash and cash equivalents provided by operating activities	45,444	22,067	6,084
Cash flows from investing activities:			
Purchases of marketable securities	(81,004)	) (96,309)	) (119,068)
Proceeds from sales of marketable securities	11,418	102,384	97,289
Purchases of property, plant and equipment	(1,622)	) (2,429)	) (4,880)
Purchase of businesses, net of cash acquired	—	(18,580)	) (3,365)
Net cash and cash equivalents used in investing activities	(71,208)	) (14,934)	) (30,024)
Cash flows from financing activities:			
Net proceeds from issuance of convertible senior notes	57,749	—	—
Proceeds from sale of warrant	7,007	—	—
Purchase of convertible note hedge	(14,507)	) —	—
Payment of contingent consideration for acquired business	—	—	(224)
Issuance of shares through share-based compensation plans	257	257	1,012
Tax benefit for sale of shares through share-based compensation plans	528	211	648
Net cash and cash equivalents provided by financing activities	51,034	468	1,436
Effect of exchange rate changes on cash and cash equivalents	281	(19)	) (959)
Net increase (decrease) in cash and cash equivalents	25,551	7,582	(23,463)
Cash and cash equivalents at beginning of year	71,120	96,671	104,253
Cash and cash equivalents at end of year	\$96,671	\$104,253	\$80,790

Supplemental disclosure of cash flow information:

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Income taxes paid	\$2,454	\$2,402	\$5,492
Interest paid	\$—	\$2,188	\$2,250

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

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(In thousands, except per share data)

1. Organization and Nature of Operations:

Rudolph Technologies, Inc. and Subsidiaries (the “Company”) designs, develops, manufactures and supports high-performance process control defect inspection, advanced packaging lithography, metrology and process control software systems used in semiconductor device manufacturing. The Company has branch sales and service offices in South Korea, Taiwan and Singapore and wholly-owned sales and service subsidiaries in the United States, Europe, Japan and China. The Company operates in a single segment and is a provider of process characterization equipment and software for wafer fabs and advanced packaging facilities.

2. Summary of Significant Accounting Policies:

A. Consolidation:

The consolidated financial statements reflect the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated.

B. Revenue Recognition:

Revenue is recognized provided that there is persuasive evidence of an arrangement, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collection of the related receivable is reasonably assured. Revenue recognition generally results at the following points: (1) for all transactions where legal title passes to the customer upon shipment, revenue is recognized upon shipment for all products that have been demonstrated to meet product specifications prior to shipment; the portion of revenue associated with certain installation-related tasks is deferred, and that revenue is recognized upon completion of the installation-related tasks; (2) for products that have not been demonstrated to meet product specifications prior to shipment, revenue is recognized at customer technical acceptance; (3) for transactions which have occurred prior to January 1, 2011, revenue for arrangements with multiple elements, such as sales of products that include software and services, was allocated to each element using the residual method based on the fair value of the undelivered items as determined using the prior guidance for revenue arrangements with multiple deliverables. Under the residual method, the amount of revenue allocated to delivered elements equals the total arrangement consideration less the aggregate fair value of any undelivered elements; (4) for transactions occurring on or after January 1, 2011 containing multiple elements, the revenue relating to the undelivered elements is deferred using the relative selling price method utilizing vendor-specific objective evidence (“VSOE”) or estimated sales prices (“ESP”) until delivery of the deferred elements. Third-party evidence is not typically used to determine selling prices as to limited availability of reliable competitor products’ selling prices. The ESP is established considering multiple factors including, but not limited to, gross margin objectives, internal costs and competitor pricing strategies.

Revenues from parts sales are recognized at the time of shipment. Revenue from training and service contracts is recognized ratably over the training period and contract period. A provision for the estimated cost of fulfilling warranty obligations is recorded at the time the related revenue is recognized.

Revenue from software license fees is recognized upon shipment if collection of the resulting receivable is probable, the fee is fixed or determinable, and VSOE exists to allocate a portion of the total fee to any undelivered elements of the arrangement. License support and maintenance revenue is recognized ratably over the contract period.

C. Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by management include allowance for doubtful accounts, inventory obsolescence, purchase accounting allocations (including contingent

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
(In thousands, except per share data)

consideration), recoverability and useful lives of property, plant and equipment and identifiable intangible assets, recoverability of goodwill, recoverability of deferred tax assets, liabilities for product warranty, contingencies, including litigation reserves and share-based payments, including forfeitures and liabilities for tax uncertainties. Actual results could differ from those estimates.

D. Cash and Cash Equivalents:

Cash and cash equivalents include cash and highly liquid debt instruments with original maturities of three months or less when purchased.

E. Marketable Securities:

The Company determined that all of its investment securities are to be classified as available-for-sale. Available-for-sale securities are carried at fair value, with the unrealized gains and losses reported in stockholders' equity under the caption "Accumulated other comprehensive loss." Realized gains and losses, interest and dividends on available-for-sale securities are included in interest income and other, net. Available-for-sale securities are classified as current assets regardless of their maturity date if they are available for use in current operations. The Company reviews its investment portfolio to identify and evaluate investments that have indications of possible impairment. Factors considered in determining whether a loss is other-than-temporary include the length of time and extent to which fair value has been less than the cost basis, credit quality and the Company's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value. When a decline in fair value is determined to be other-than-temporary, unrealized losses on available-for-sale securities are charged against earnings. The specific identification method is used to determine the gains and losses on marketable securities. For additional information on the Company's marketable securities, see Note 5 of Notes to the Consolidated Financial Statements.

F. Allowance for Doubtful Accounts:

The Company evaluates the collectability of accounts receivable based on a combination of factors. In the cases where the Company is aware of circumstances that may impair a specific customer's ability to meet its financial obligation, the Company records a specific allowance against amounts due, and thereby reduces the net recognized receivable to the amount management reasonably believes will be collected. For all other customers, the Company recognizes allowances for doubtful accounts based on the length of time the receivables are outstanding, industry and geographic concentrations, the current business environment and historical experience.

G. Inventories:

Inventories are stated at the lower of cost (first-in, first-out) or market. Cost includes material, labor and overhead costs. Demonstration units, which are available for sale, are stated at their manufacturing costs and reserves are recorded to adjust the demonstration units to their net realizable value, if lower than cost.

H. Property, Plant and Equipment:

Property, plant and equipment are stated at cost. Depreciation of property, plant and equipment is computed using the straight-line method over the estimated useful lives of the assets which are thirty years for buildings, four to seven years for machinery and equipment, seven years for furniture and fixtures, and three years for computer equipment. Leasehold improvements are amortized using the straight-line method over the lesser of the lease term or the estimated useful life of the related asset. Repairs and maintenance costs are expensed as incurred and major renewals and betterments are capitalized.

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
(In thousands, except per share data)

I. Impairment of Long-Lived Assets:

Long-lived assets, such as property, plant, and equipment, and identifiable acquired intangible assets with definite useful lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset, which is generally based on discounted cash flows.

J. Goodwill and Intangible Assets:

Intangible assets with definitive useful lives are amortized using the straight-line method over their estimated useful lives. Goodwill and intangible assets with indefinite useful lives are not amortized but are tested for impairment at least annually and when there are indications of impairment. Goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. Under the amendments of ASC 350-10, ASU No. 2011-08, Testing Goodwill for Impairment, beginning in the first quarter of 2012, the Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, the Company elects this option and after assessing the totality of events or circumstances, the Company determines that it is not likely that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The Company has not elected this option to date. The Company estimates the fair value of its aggregated reporting unit using the market value of its common stock at October 31 multiplied by the number of outstanding common shares (market capitalization) and an implied control premium as it were to be acquired by a single stockholder. The Company obtains information on completed sales of similar companies in the related industry to estimate the implied control premium for the Company. If the results of the initial market capitalization test produce results which are below the reporting unit carrying value, the Company may also perform a discounted cash flow test. The Company tested for goodwill impairment on October 31, 2013. No impairments were noted.

For additional information on the Company's goodwill and purchased intangible assets, see Note 6 of Notes to the Consolidated Financial Statements.

K. Concentration of Credit Risk:

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of accounts receivable, cash and cash equivalents and marketable securities. The Company performs ongoing credit evaluations of its customers and generally does not require collateral for sales on credit. The Company maintains allowances for potential credit losses. The Company maintains cash and cash equivalents and marketable securities with higher credit quality issuers and monitors the amount of credit exposure to any one issuer.

L. Warranties:

The Company generally provides a warranty on its products for a period of twelve to fifteen months against defects in material and workmanship. The Company provides for the estimated cost of product warranties at the time revenue is recognized.

M. Income Taxes:

The Company accounts for income taxes using the asset and liability approach for deferred taxes which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. A valuation allowance is recorded to reduce a deferred tax asset to that portion which more likely than not will be realized. The Company does not provide



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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
(In thousands, except per share data)

for federal income taxes on the undistributed earnings of its foreign operations as it is the Company's intention to permanently re-invest undistributed earnings.

The impact of an uncertain income tax position is recognized as the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority and includes consideration of interest and penalties. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. The liability for unrecognized tax benefits is classified as non-current unless the liability is expected to be settled in cash within 12 months of the reporting date.

For additional information on the Company's income taxes, see Note 13 of Notes to the Consolidated Financial Statements.

N. Translation of Foreign Currencies:

The Company has branch operations in Taiwan, Singapore and South Korea and wholly-owned subsidiaries in Europe, Japan and China. Its international subsidiaries and branches operate primarily using local functional currencies. These foreign branches and subsidiaries are limited in their operations and level of investment so that the risk of currency fluctuations is not material. A substantial portion of the Company's international systems sales are denominated in U.S. dollars with the exception of Japan and, as a result, it has relatively little exposure to foreign currency exchange risk with respect to these sales.

Assets and liabilities are translated at exchange rates in effect at the balance sheet date, and income and expense accounts and cash flow items are translated at average monthly exchange rates during the period. Net exchange gains or losses resulting from the translation of foreign financial statements and the effect of exchange rates on intercompany transactions of a long-term investment nature are recorded directly as a separate component of stockholders' equity under the caption, "Accumulated other comprehensive loss." Any foreign currency gains or losses related to transactions are included in operating results. The Company had accumulated exchange losses resulting from the translation of foreign operation financial statements of \$985 and \$1,645 as of December 31, 2012 and 2013, respectively.

O. Share-based Compensation:

The fair value of stock options is determined using the Black-Scholes valuation model. The Black-Scholes valuation calculation requires the Company to estimate key assumptions such as future stock price volatility, expected terms, risk-free interest rates and dividend yield. Expected stock price volatility is based on historical volatility of the Company's stock. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. The expected term of options granted is derived from an analysis of historical exercises and remaining contractual life of stock options, and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. The Company has never paid cash dividends, and does not currently intend to pay cash dividends, and thus has assumed a 0% dividend yield. The estimation of stock awards that will ultimately vest requires significant judgment. The Company considers many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience. Actual results, and future changes in estimates, may differ substantially from the Company's current estimates. Compensation expense for all share-based payments includes an estimate for forfeitures and is recognized over the expected term of the share-based awards using the straight-line method.

For additional information on the Company's share-based compensation plans, see Note 11 of Notes to the Consolidated Financial Statements.

P. Research and Development and Software Development Costs:

Expenditures for research and development are expensed as incurred. Certain software product development costs incurred after technological feasibility has been established are capitalized and amortized, commencing upon the general release of the software product to the Company's customers, over the economic life of the software product.

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
 (In thousands, except per share data)

Annual amortization of capitalized costs is computed using the greater of: (i) the ratio of current gross revenues for the software product over the total of current and anticipated future gross revenues for the software product or (ii) the straight-line basis, typically over seven years. Software product development costs incurred prior to the product reaching technological feasibility are expensed as incurred and included in research and development costs. At December 31, 2012 and 2013, capitalized software development costs were \$201 and \$16, respectively. During the years ended December 31, 2011, 2012 and 2013, software development cost amortization totaled \$356, \$361 and \$185, respectively.

Q. Shipping and Handling Costs:

Shipping and handling cost are included as a component of cost of revenues.

R. Fair Value of Financial Instruments:

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, approximate fair value due to their short maturities. The carrying amount of our convertible senior notes was \$49,010 and \$51,751 as of December 31, 2012 and 2013, respectively. The fair value of our convertible senior notes was \$51,018 and \$59,340 as of December 31, 2012 and 2013, respectively. The Company's convertible senior notes are not publicly traded. The estimated fair value of these obligations is based, primarily, on a market approach, comparing the Company's interest rates to those rates the Company believes it would reasonably receive upon re-entry into the market. Judgment is required to estimate the fair value, using available market information and appropriate valuation methods.

For additional information on the Company's fair value of financial instruments, see Note 4 of Notes to the Consolidated Financial Statements.

S. Derivative Instruments and Hedging Activities:

The Company, when it considers it to be appropriate, enters into forward contracts to hedge the economic exposures arising from foreign currency denominated transactions. At December 31, 2012 and 2013, these contracts included the future sale of Japanese Yen to purchase U.S. dollars. The foreign currency forward contracts were entered into by the Company's Japanese subsidiary to hedge a portion of certain intercompany obligations. The forward contracts are not designated as hedges for accounting purposes and therefore, the change in fair value is recorded in selling, general and administrative expenses in the Consolidated Statements of Operations. The Company records its forward contracts at fair value in either prepaid expenses and other current assets or other current liabilities in the Consolidated Balance Sheets.

The dollar equivalent of the U.S. dollar forward contracts and related fair values as of December 31, 2012 and 2013 were as follows:

	December 31,	
	2012	2013
Notional amount	\$3,457	\$1,029
Fair value of asset	\$268	\$6

The Company recognized a loss of \$256 with respect to forward contracts that matured during 2011. In 2012 and 2013, the Company recognized a gain of \$112 and \$374 with respect to forward contracts that matured, respectively. The aggregate notional amount of matured contracts was \$2,950, \$3,340 and \$2,922, for 2011, 2012 and 2013, respectively.





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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
(In thousands, except per share data)

T. Reclassifications:

Certain prior year amounts have been reclassified to conform to the 2013 financial statement presentation.

U. Recent Accounting Pronouncements:

In July 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2013-11, "Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." The ASU requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this guidance is reflected in the Company's consolidated statements of financial position and cash flows. In July 2013, the FASB issued ASU No. 2013-10, "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes (a consensus of the FASB Emerging Issues Task Force)." The ASU permits the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 850, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. This ASU is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The Company does not believe that this guidance will have a material impact on its consolidated financial position, results of operations, or cash flows.

In February 2013, the FASB issued ASU No. 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." The ASU requires an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. This ASU is effective prospectively for reporting periods beginning after December 15, 2012. The adoption of this amendment did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
(In thousands, except per share data)

3. Business Combinations:

NanoPhotonics

In June 2012, the Company announced that it had acquired specific assets and liabilities of NanoPhotonics GmbH, located in Mainz, Germany (“NanoPhotonics acquisition”). The acquired business has been integrated into the Company’s inspection technology group. The impact of the acquisition was not material to the Company’s consolidated financial position or results of operations.

Azores

In December 2012, the Company announced that it had acquired Azores Corporation, located in Wilmington, Massachusetts (“Azores acquisition”). The acquired business marks the Company’s entry into the advanced packaging and FPD lithography markets. The impact of the acquisition was not material to the Company’s consolidated financial position or results of operations.

Tamar

In April 2013, the Company announced that it had acquired specific assets of Tamar Technology, located in Newbury Park, California (“Tamar acquisition”). The acquired business has been integrated into the Company’s inspection technology group. The impact of the acquisition was not material to the Company’s consolidated financial position or results of operations.

The Company recognized provisional assets and liabilities as of the acquisition date for NanoPhotonics, Azores and Tamar. For the period ended December 31, 2013, the Company finalized the identification and measurement of the assets and liabilities for all of these acquisitions. The Company recast its December 31, 2012 balance sheet to reflect measurement period adjustments related to Azores inventory, income taxes and goodwill.

4. Fair Value Measurements:

The Company applies a three-level valuation hierarchy for fair value measurements. This hierarchy prioritizes the inputs into three broad levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the asset or liability. Level 3 inputs are unobservable inputs based on management’s assumptions used to measure assets and liabilities at fair value. A financial asset’s or liability’s fair value measurement classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
 (In thousands, except per share data)

The following tables provide the assets and liabilities carried at fair value measured on a recurring basis at December 31, 2012 and December 31, 2013:

	Fair Value Measurements Using			
	Carrying	Quoted Prices in	Significant Other	Significant
	Value	Active Markets for	Observable	Unobservable
		Identical Assets	Inputs (Level 2)	Inputs (Level 3)
		(Level 1)		
December 31, 2012				
Assets:				
Available-for-sale debt securities:				
Municipal notes and bonds	\$64,117	\$—	\$64,117	\$—
Corporate bonds	500	—	500	—
Auction rate securities	346	—	—	346
Foreign currency forward contracts	268	—	268	—
Total Assets	\$65,231	\$—	\$64,885	\$346
December 31, 2013				
Assets:				
Available-for-sale debt securities:				
Municipal notes and bonds	\$86,305	\$—	\$86,305	\$—
Auction rate securities	277	—	—	277
Foreign currency forward contracts	6	—	6	—
Total Assets	\$86,588	\$—	\$86,311	\$277
Liabilities:				
Contingent consideration - acquisitions	\$5,208	\$—	\$—	\$5,208
Total Liabilities	\$5,208	\$—	\$—	\$5,208

The Company's investments classified as Level 1 are based on quoted prices that are available in active markets.

The Company's investments classified as Level 2 are valued using observable inputs to quoted market prices, benchmark yields, reported trades, broker/dealer quotes or alternative pricing sources with reasonable levels of price transparency. The foreign currency forward contracts are primarily measured based on the foreign currency spot and forward rates quoted by the banks or foreign currency dealers. Investment prices are obtained from third party pricing providers, which models prices utilizing the above observable inputs, for each asset class.

Level 3 investments consist of an auction rate security and contingent consideration related to an acquisition for which the Company uses a discounted cash flow model to value these investments. The Level 3 assumptions used in preparing the discounted cash flow model included estimates of interest rates of 3.7%, timing and amount of cash flows and expected holding periods of the auction rate security, based on data available as of December 31, 2013. Changes in the unobservable input values would be unlikely to cause material changes in the fair value of the auction rate security. The Level 3 assumptions used in the discounted cash flow model for the contingent consideration included projected revenues, estimates of discount rates of 6.2% and timing of cash flows. A significant decrease in the projected revenues or increase in discount rates could result in a significantly lower fair value measurement for the contingent consideration.



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This table presents a reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2013:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)	
Assets:		
Balance at December 31, 2012	\$346	
Unrealized gains in accumulated other comprehensive loss	(69	)
Purchases	—	
Sales, issuances, and settlements	—	
Transfers into (out of) Level 3	—	
Balance at December 31, 2013	\$277	
Liabilities:		
Balance at December 31, 2012	\$—	
Additions	5,294	
Total gain (loss) included in earnings	138	
Payments	(224	)
Transfer into (out of) Level 3	—	
Balance at December 31, 2013	\$5,208	

See Note 5 for additional discussion regarding the fair value of the Company's marketable securities.

#### Fair Value of Other Financial Instruments

The carrying value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximates fair value because of the short maturity of these instruments. The estimated fair value of these obligations is based, primarily, on a market approach, comparing the Company's interest rates to those rates the Company believes it would reasonably receive upon re-entry into the market. Judgment is required to estimate the fair value, using available market information and appropriate valuation methods.

The Company's convertible senior notes are not publicly traded. The estimated fair value of the Company's convertible senior notes was valued using a discounted cash flow model. The Level 3 assumptions, based on data available at the valuation date used in preparing the discounted cash flow model included estimates of interest rates, timing and amount of cash flows and expected holding periods of the convertible senior notes. The fair value of the contingent interest associated with the convertible senior notes is valued quarterly using the present value of expected cash flow model incorporating the probabilities of the contingent events occurring.

The following table reflects information pertaining to the Company's convertible senior notes:

	December 31,		
	2012	2013	
Net carrying value of convertible senior notes	\$49,010	\$51,751	
Estimated fair value of convertible senior notes	\$51,018	\$59,340	
Estimated interest rate used in discounted cash flow model	9.4	% 4.2	%
Fair value of contingent interest	\$—	\$—	

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## 5. Marketable Securities:

The Company has evaluated its investment policies and determined that all of its investment securities are to be classified as available-for-sale. Available-for-sale securities are carried at fair value, with the unrealized gains and losses reported in Stockholders' Equity under the caption "Accumulated other comprehensive loss." Realized gains and losses on available-for-sale securities are included in "Other expense (income)." The Company records other-than-temporary impairment charges for its available-for-sale investments when it intends to sell the securities, it is more-likely-than not that it will be required to sell the securities before a recovery, or when it does not expect to recover the entire amortized cost basis of the securities. The cost of securities sold is based on the specific identification method.

As of December 31, 2013, the Company held one auction-rate security with a fair value of \$277. The underlying asset of the Company's auction-rate security consisted of a municipal bond with an auction reset feature. Due to auction failures in the marketplace, the Company will not have access to these funds unless (a) future auctions occur and are successful, (b) the security is called by the issuer, (c) the Company sells the security in an available secondary market, or (d) the underlying note matures. Currently, there are no active secondary markets. As of December 31, 2013, the Company has recorded a cumulative temporary unrealized impairment loss of \$198 within "Accumulated other comprehensive loss" based upon its assessment of the fair value of this security. The Company believes that this impairment is temporary as it does not intend to sell this security, the Company will not be required to sell this security before recovery, and the Company expects to recover the amortized cost basis of these securities.

The Company has determined that the gross unrealized losses on its marketable securities at December 31, 2012 and 2013 are temporary in nature. The Company reviews its investment portfolio to identify and evaluate investments that have indications of possible impairment. Factors considered in determining whether a loss is other-than-temporary include the length of time and extent to which fair value has been less than the cost basis, credit quality and the Company's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value.

At December 31, 2012 and 2013, marketable securities are categorized as follows:

	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
December 31, 2012				
Municipal notes and bonds	\$64,088	\$36	\$(7	) \$64,117
Corporate Bonds	500	—	—	500
Auction rate securities	475	—	(129	) 346
Total marketable securities	\$65,063	\$36	\$(136	) \$64,963
December 31, 2013				
Municipal notes and bonds	\$86,257	\$50	\$(2	) \$86,305
Auction rate securities	475	—	(198	) 277
Total marketable securities	\$86,732	\$50	\$(200	) \$86,582



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The amortized cost and estimated fair value of marketable securities classified by the maturity date listed on the security, regardless of the Consolidated Balance Sheet classification, is as follows at December 31, 2012 and 2013:

	December 31, 2012		December 31, 2013	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	\$57,367	\$57,390	\$78,909	\$78,948
Due after one through five years	7,016	7,022	5,811	5,821
Due after five through ten years	205	205	—	—
Due after ten years	475	346	2,011	1,813
Total marketable securities	\$65,063	\$64,963	\$86,731	\$86,582

The following table summarizes the estimated fair value and gross unrealized holding losses of marketable securities, aggregated by investment instrument and period of time in an unrealized loss position at December 31, 2012 and 2013.

	In Unrealized Loss Position For Less Than 12 Months		In Unrealized Loss Position For Greater Than 12 Months	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
December 31, 2012				
Municipal notes and bonds	\$9,037	\$(7)	\$—	\$—
Tax-free auction rate securities	—	—	346	(129)
Total marketable securities	\$9,037	\$(7)	\$346	\$(129)
December 31, 2013				
Municipal notes and bonds	\$16,448	\$(2)	\$—	\$—
Tax-free auction rate securities	—	—	475	(198)
Total marketable securities	\$16,448	\$(2)	\$475	\$(198)

See Note 4 for additional discussion regarding the fair value of the Company's marketable securities.

#### 6. Goodwill and Purchased Intangible Assets:

##### Goodwill

The changes in the carrying amount of goodwill are as follows:

Balance at December 31, 2011	\$4,492
Goodwill acquired during the period	10,756
Other, primarily currency translation	113
Balance at December 31, 2012	15,361
Goodwill acquired during the period	6,989
Other, primarily currency translation	203
Balance at December 31, 2013	\$22,553



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## Purchased Intangible Assets

Purchased intangible assets as of December 31, 2012 and 2013 are as follows:

	Gross Carrying Amount	Accumulated Amortization	Net
December 31, 2012			
Finite-lived intangibles:			
Developed technology	\$58,961	\$49,358	\$9,603
Customer and distributor relationships	8,712	7,102	1,610
Trade names	4,361	3,216	1,145
Total identifiable intangible assets	\$72,034	\$59,676	\$12,358
December 31, 2013			
Finite-lived intangibles:			
Developed technology	\$59,831	\$51,496	\$8,335
Customer and distributor relationships	9,560	7,449	2,111
Trade names	4,361	3,343	1,018
Total identifiable intangible assets	\$73,752	\$62,288	\$11,464

Amounts include the impact of foreign currency translation.

Intangible asset amortization expense amounted to \$1,757, \$1,853 and \$2,592 for the years ended December 31, 2011, 2012 and 2013, respectively. Assuming no change in the gross carrying value of identifiable intangible assets and estimated lives, estimated amortization expense will be \$2,422 for 2014, \$2,050 for 2015, \$1,941 for 2016, \$1,553 for 2017, and \$1,117 for 2018.

## 7. Balance Sheet Details:

## Inventories

Inventories are comprised of the following:

	December 31,	
	2012	2013
Materials	\$29,746	\$31,194
Work-in-process	12,298	19,867
Finished goods	15,904	10,290
Total inventories	\$57,948	\$61,351

The Company has established reserves of \$5,620 and \$6,101 at December 31, 2012 and 2013, respectively, for slow moving and obsolete inventory. During 2012, the Company recorded a net charge in cost of revenues of \$2,934 for the write-down of inventory for excess parts, for older product lines and for parts that were rendered obsolete by design and engineering advancements. In 2012, the Company disposed of \$5,241 of inventory. During 2013, the Company recorded a net charge in cost of revenues of \$2,863 for the write-down of inventory for excess parts, for older product lines and for parts that were rendered obsolete by design and engineering advancements. In 2013, the Company disposed of \$2,382 of inventory.

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## Property, Plant and Equipment

Property, plant and equipment, net is comprised of the following:

	December 31,	
	2012	2013
Land and building	\$4,997	\$5,024
Machinery and equipment	18,826	20,827
Furniture and fixtures	3,381	4,043
Computer equipment	7,789	5,568
Leasehold improvements	6,807	7,744
	41,800	43,206
Accumulated depreciation	(29,891	) (30,148
Total property, plant and equipment, net	\$11,909	\$13,058

Depreciation expense amounted to \$4,210, \$3,680 and \$4,150 for the years ended December 31, 2011, 2012, and 2013, respectively.

## Other current liabilities

Other current liabilities is comprised of the following:

	December 31,	
	2012	2013
Litigation accrual	\$4,293	\$4,293
Other	4,066	5,839
Total other current liabilities	\$8,359	\$10,132

## Other non-current liabilities

Other non-current liabilities is comprised of the following:

	December 31,	
	2012	2013
Unrecognized tax benefits (including interest)	\$5,871	\$2,806
Contingent consideration - acquisitions	—	4,340
Other	2,166	1,772
Total non-current liabilities	\$8,037	\$8,918

## 8. Debt Obligations:

On July 25, 2011, the Company issued \$60,000 aggregate principal amount of 3.75% Convertible Senior Notes due 2016 (the "Notes") at par. The Notes were issued pursuant to an indenture, dated as of July 25, 2011 (the "Indenture"), between the Company and Bank of New York Mellon Trust Company, N.A., as Trustee, which includes a form of Note. The Notes pay interest semi-annually in arrears on January 15 and July 15 of each year, beginning January 15, 2012, at an annual rate of 3.75% and will mature on July 15, 2016, unless earlier converted or repurchased. The Notes may be converted, under certain circumstances, based on an initial conversion rate of 77.241 shares of Company common stock per \$1 principal amount of Notes, which represents an initial conversion price of approximately \$12.95 per share.

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The net proceeds to the Company from the sale of the Notes, including the convertible note hedge and warrant discussed below, were \$50,249.

The following table reflects the net carrying value of the Notes as of December 31, 2012 and 2013:

	December 31,	
	2012	2013
Convertible senior notes	\$60,000	\$60,000
Less: Unamortized interest discount	10,990	8,249
Net carrying value of convertible senior notes	\$49,010	\$51,751

The Notes may be converted at any time prior to the close of business on the business day immediately preceding April 15, 2016, at the option of the holder, upon satisfaction of one or more of the following conditions: 1) during any calendar quarter commencing after September 30, 2011, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter exceeds 130% of the applicable conversion price on each applicable trading day; 2) during the five business day period after any five consecutive trading-day period (the "measurement period") in which the "trading price" (as defined in the Indenture) per \$1 principal amount of the Notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the applicable conversion rate on such trading day; or 3) upon the occurrence of specified corporate events. On and after April 15, 2016 until the close of business on the second scheduled trading day immediately preceding the maturity date of July 15, 2016, holders may convert their notes, in multiples of \$1 principal amount, regardless of whether any of the foregoing conditions have been met.

Upon conversion, the Company will deliver to holders in respect of each \$1 principal amount of Notes being converted a "settlement amount" equal to the sum of the daily settlement amounts for each of the 40 consecutive trading days during the applicable cash settlement averaging period. The conversion value of each Note will be paid in: 1) cash equal to the principal amount of the Notes to be converted, and 2) to the extent the conversion value exceeds the aggregate principal amount of the Notes being converted, the Company's common stock in respect of the remainder (plus cash in lieu of any fractional shares of common stock). The conversion rate will be subject to adjustment in certain circumstances but will not be adjusted for any accrued and unpaid interest. Upon a "fundamental change" at any time, as defined in the Indenture, the Company will, under certain circumstances, increase the conversion rate for a holder who elects to convert its Notes in connection with a "make whole fundamental change," as defined in the Indenture. In addition, the holders may, subject to certain conditions, require the Company to repurchase for cash all or a portion of their Notes upon a "fundamental change" at a price equal to 100% of the principal amount of the Notes being repurchased plus accrued and unpaid interest, if any.

The Company separately accounts for the liability and equity components of the Notes. The initial debt component of the Notes were valued at \$45,493 based on the present value of the future cash flows using a discount rate of 10%, the Company's assumed borrowing rate at the date of issuance for similar debt instruments without the conversion feature. The equity component was valued at \$14,507. Total issuance costs were \$2,251, of which \$544 was allocated to the equity component and \$1,707 was allocated to debt issuance costs and will be amortized to interest expense over the term of the Notes.

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The following table presents the amount of interest cost recognized relating to the Notes during the years ended December 31, 2011, 2012 and 2013.

	December 31,		
	2011	2012	2013
Contractual interest coupon	\$999	\$2,251	\$2,250
Amortization of interest discount	1,031	2,486	2,740
Amortization of debt issuance costs	98	250	303
Total interest cost recognized	\$2,128	\$4,987	\$5,293

The remaining bond discount of the Notes of \$8,249, as of December 31, 2013 will be amortized over the remaining life of the Notes.

Concurrently with the issuance of the Notes, the Company purchased a convertible note hedge and sold a warrant. Each of the convertible note hedge and warrant transactions were entered into with an affiliate of the initial purchaser of the Notes (the “Option Counterparty”). The convertible note hedge is intended to reduce the potential future dilution to the Company’s common stock associated with the conversion of the Notes. However, the warrant transaction will have a dilutive effect on the Company’s earnings per share to the extent that the price of the Company’s common stock exceeds the strike price of the warrant. The strike price of the warrant is initially \$17.00 per share. Each of these components is discussed separately below:

**Convertible Note Hedge.** The Option Counterparty agreed to sell to the Company up to approximately 4,634 shares of the Company’s common stock, which is the maximum number of shares issuable upon conversion of the Notes, at a price of \$12.95 per share. The convertible note hedge transaction will be settled in shares of the Company’s common stock (and cash in lieu of fractional shares) and will expire on the earlier of the “second scheduled trading day” (as defined in the Indenture) prior to the maturity date of the Notes or the last day any of the Notes remain outstanding. Subject to certain terms and conditions, settlement of the convertible note hedge would result in the Company receiving shares of the Company’s common stock equivalent to the number of shares that the Company is obligated to deliver to holders of the Notes upon conversion of the Notes.

The Company will not be required to make any cash payments to the Option Counterparty or its affiliates upon the exercise of the options that are a part of the convertible note hedge transaction, but will be entitled to receive from the Option Counterparty a number of shares of Company common stock generally based on the amount by which the market price per share of Company common stock, as measured under the terms of the convertible note hedge transaction, is greater than the strike price of the convertible note hedge transaction during the relevant valuation period under the convertible note hedge transaction.

The convertible note hedge transaction cost of \$14,507 has been accounted for as an equity transaction.

**Warrant.** The Company received \$7,007 from the Option Counterparty from the sale of the warrant to purchase up to approximately 4,634 shares of the Company’s common stock at an exercise price of \$17.00 per share. As of December 31, 2013, the warrant had an expected life of 3.0 years and expires between October 13, 2016 and January 9, 2017. As of December 31, 2013, the warrant had not been exercised and remained outstanding.

Additionally, if the market price per share of Company common stock, as measured under the terms of the warrant transaction, exceeds the strike price of the warrant during the valuation period at the maturity of the warrant, the Company will owe the Option Counterparty a number of shares of Company common stock in an amount based on the excess of such market price per share of Company common stock over the strike price of the warrant.

The fair value of the warrant was initially recorded in equity and continues to be classified as equity.



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The convertible note hedge transaction and the warrant transaction are separate transactions entered into by the Company. Holders of the Notes will not have any rights with respect to the convertible note hedge transaction and the warrant transaction.

9. Commitments and Contingencies:

Intellectual Property Indemnification Obligations

The Company has entered into agreements with customers that include limited intellectual property indemnification obligations that are customary in the industry. These guarantees generally require the Company to compensate the other party for certain damages and costs incurred as a result of third party intellectual property claims arising from these transactions. The nature of the intellectual property indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to its customers. Historically, the Company has not made any indemnification payments under such agreements and no amount has been accrued in the accompanying consolidated financial statements with respect to these indemnification guarantees.

Warranty Reserves

The Company generally provides a warranty on its products for a period of twelve to fifteen months against defects in material and workmanship. The Company estimates the costs that may be incurred during the warranty period and records a liability in the amount of such costs at the time revenue is recognized. The Company's estimate is based primarily on historical experience. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary. Settlements of warranty reserves are generally associated with sales that occurred during the 12 to 15 months prior to the year-end and warranty accruals are related to sales during the year.

Changes in the Company's warranty reserves are as follows:

	Year Ended December 31,		
	2011	2012	2013
Balance, beginning of the year	\$1,654	\$1,406	\$2,024
Accruals	1,987	2,482	1,956
Warranty Liability assumed in acquisition	—	225	—
Usage	(2,235	) (2,089	) (2,429
Balance, end of the year	\$1,406	\$2,024	\$1,551
Letter of Credit			

As of December 31, 2013, the Company had a \$40,000 irrevocable standby letter of credit with Credit Suisse AG available to secure the damages assessment in connection with the ITC litigation discussed in Legal Matters below, which the Company is in the process of appealing. The letter of credit contains a provision for automatic renewal each year. Upon draw down of funds, the letter of credit would be collateralized by securities held in the Company's investment portfolios and reported in the Condensed Consolidated Balance Sheets within the caption "Cash and cash equivalents" and "Marketable securities." No amounts were outstanding on the letter of credit as of, or during the year ended, December 31, 2013.

Legal Matters

From time to time, the Company is subject to legal proceedings and claims in the ordinary course of business. As previously disclosed, in December 2007, the Company completed the acquisition of specific assets and liabilities of the semiconductor division of Applied Precision LLC ("Applied"). As a result of the acquisition, the Company





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assumed certain liabilities of Applied including a lawsuit filed in the United States District Court, District of Arizona, by Integrated Technology Corporation (“ITC”) which alleged Applied’s PrecisionPoint™, PrecisionWoRx® and ProbeWoRx® products infringed an ITC patent (Integrated Technology Corporation v. Rudolph Technologies, Inc., No. CV-06-2182-PHX-ROS). Prior to trial, the District Court ruled that such products sold prior to August of 2007 (the “pre-August 2007 tools”) infringed the ITC patent. At trial in December of 2011, a trial verdict was rendered in which the jury found that while the Company’s products manufactured after August of 2007 (the “post-August 2007 tools”) did not literally infringe ITC’s patent, the products were found to infringe under a rule known as the doctrine of equivalents, a legal principle which expands the language of patent claims to encompass products or processes which may otherwise be found not to literally infringe the patent. The jury awarded \$15,475 to ITC in damages for sales made during the years 2000-2011, of which award approximately one-half related to sales for pre-August 2007 tools. The jury found that for the sales of the post-August 2007 tools, the infringement was willful. On July 23, 2012, the District Court issued an Order which affirmed the jury’s award, applied treble damages to the portion of the jury award related to post-August 2007 tool sales and granted ITC’s motion for attorney’s fees and prejudgment interest on the verdict and attorney’s fees. At that time, the District Court also enjoined the Company from future infringement of the ITC patent and from selling or supplying the applicable products with the applicable features from or into the United States. The Company appealed the injunction, the District Court Order and the damages assessment. In October 2012, the injunction was stayed by the U.S. Federal Court of Appeals and thereafter in June of 2013, the patent expired. On November 4, 2013, the U.S. Federal Court of Appeals issued a ruling which reversed the judgment of infringement against all post-August 2007 tools, reversed the finding of willfulness, vacated the treble damages award, vacated the award of attorney’s fees and costs, remanded the issue back to the District Court for further review, and affirmed the award of damages and interest for the pre-August 2007 tools. As a result, the matter is resolved with regard to the alleged infringement of the post-August 2007 tools. With regard to the damages assessment against the pre-August 2007 tools, the Company believes that it has meritorious defenses and shall continue to vigorously prosecute our appeal regarding this issue. However, it is probable that the Company could realize a loss in this matter regarding the pre-August 2007 tools for which the Company has estimated and recorded a liability of approximately \$4,293 in “Other liabilities” in the Consolidated Balance Sheets. The maximum liability reasonably possible for the pre-August 2007 products, including damages and interest, is an additional \$6,285 plus attorney’s fees beyond the accrual. While the Company continues to believe that its current PrecisionWoRx® and ProbeWoRx® systems do not infringe ITC’s patent, the Company reached an agreement with ITC in October 2012 with regards to a redesign of the products under which ITC agreed that such redesign is permissible under the court’s injunction.

In the Company’s patent infringement suit against Camtek, Ltd., of Migdal Hamek, Israel, concerning the Company’s proprietary continuous scan wafer inspection technology, the U.S. Federal Court of Appeals issued a ruling on August 22, 2011. In its opinion, the Appellate Court affirmed multiple rulings from trial at the District Court level including (i) finding the Company’s U.S. Patent No. 6,826,298 valid, (ii) the part of the infringement ruling based on the finding that Camtek’s Falcon product strobes “based on velocity,” and (iii) the dismissal of Camtek’s claim against the Company for inequitable conduct against the U.S. Patent and Trademark Office. The court did, however, revise one claim construction ruling made by the District Court in the original case. As a result, the Appellate Court set aside the verdict delivered by the jury for damages and the District Court’s decision to enter an injunction against Camtek’s selling Falcon tools in the U.S. and remanded the case back to the trial court for a limited trial on this single infringement issue. No trial date has been set for this limited trial. This lawsuit was initially brought in 2005 by August Technology prior to its merger with the Company.

Lease Agreements

The Company rents space for its manufacturing and service operations and sales offices, which expire through 2019. Total rent expense for these facilities amounted to \$3,139, \$3,134 and \$3,794 for the years ended December 31, 2011, 2012 and 2013, respectively.

The Company also leases certain equipment pursuant to operating leases, which expire through 2018. Rent expense related to these leases amounted to \$111, \$123 and \$171 for the years ended December 31, 2011, 2012 and 2013, respectively.

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Total future minimum lease payments under noncancelable operating leases as of December 31, 2013 amounted to \$3,873 for 2014, \$3,712 for 2015, \$2,682 for 2016, \$2,037 for 2017, \$1,955 for 2018 and \$704 for all periods thereafter.

Royalty Agreements

Under various licensing agreements, the Company is obligated to pay royalties based on net sales of products sold. There are no minimum annual royalty payments. Royalty expense amounted to \$1,086, \$1,165 and \$831 for the years ended December 31, 2011, 2012 and 2013, respectively.

Open and Committed Purchase Orders

The Company has open and committed purchase orders of \$15,678 as of December 31, 2013.

Debt Obligations

The Company's contractual obligation relating to the principal payment of its convertible senior notes totaling \$60,000 is due on July 15, 2016.

10. Preferred Share Purchase Rights:

On June 27, 2005, the Board of Directors of the Company adopted a Stockholder Rights Plan (the "Rights Plan") and declared a dividend distribution of one Preferred Share Purchase Right (a "Right") on each outstanding share of Company common stock. Each right entitles stockholders to buy one one-thousandth of a share of newly created Series A Junior Participating Preferred Stock of Rudolph at an exercise price of \$120. The Company's Board of Directors is entitled to redeem the Rights at \$0.001 per Right at any time before a person has acquired 15% or more of the outstanding Rudolph common stock.

Subject to limited exceptions, the Rights will be exercisable if a person or group acquires 15% or more of Rudolph common stock or announces a tender offer for 15% or more of the common stock. Each Right other than Rights held by the acquiring person, which will become void, entitles its holder to purchase a number of common shares of Rudolph having a market value at that time of twice the Right's exercise price.

The Rights Plan is scheduled to expire in 2015.

11. Share-Based Compensation and Employee Benefit Plans:

Share-Based Compensation Plans

The Company's share-based compensation plans are intended to attract and retain employees and to provide an incentive for them to assist the Company to achieve long-range performance goals and to enable them to participate in long-term growth of the Company. The Company settles stock option exercises and restricted stock awards with newly issued common shares.

The Company established the 2009 Stock Plan (the "2009 Plan") effective November 1, 2009. The 2009 Plan provides for the grant of 3,300 stock options and stock purchase rights to employees, directors and consultants at an exercise price equal to or greater than the fair market value of the common stock on the date of grant. Shares of common stock available for future grants of 753 from a previous stock plan were carried forward into the allocated balance of the 2009 Plan. Options granted under the 2009 Plan typically grade vest over a five-year period and expire ten years from the date of grant. Restricted stock units granted under the 2009 Plan typically vest over a five-year period for employees and one year for directors. Restricted stock units granted to employees have time based vesting or performance and time based vesting. As of December 31, 2012 and 2013, there were 2,472 and 2,264, respectively shares of common stock available for issuance pursuant to future grants under the 2009 Plan.



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The following table reflects share-based compensation expense by type of award:

	Year Ended December 31,		
	2011	2012	2013
Share-based compensation expense:			
Stock options	\$404	\$282	\$570
Restricted stock units	4,398	3,719	3,536
Total share-based compensation	4,802	4,001	4,106
Tax effect on share-based compensation	1,902	1,551	1,500
Net effect on net income	\$2,900	\$2,450	\$2,606
Tax effect on:			
Effect on earnings per share—basic	\$(0.09)	) \$(0.08)	) \$(0.08)
Effect on earnings per share—diluted	\$(0.09)	) \$(0.07)	) \$(0.08)

Valuation Assumptions for Stock Options

For the years ended December 31, 2011, 2012 and 2013 there were 0, 165 and 0 employee stock options granted, respectively. The fair value of each option granted to employees was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	Year Ended December 31,					
	2011		2012		2013	
Expected life (years)	0.0		5.0		0.0	
Expected volatility	—	%	85.2	%	—	%
Expected dividend yield	—	%	—	%	—	%
Risk-free interest rate	—	%	0.8	%	—	%
Weighted average fair value per option	\$—		\$7.88		\$—	

Non-Employee Options

At December 31, 2012 and 2013, the fair value of options granted to non-employees was \$337 and \$272, respectively.

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
 (In thousands, except per share data)

## Stock Option Activity

A summary of the Company's stock option activity with respect to the years ended December 31, 2011, 2012 and 2013 follows:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2010	1,950	\$ 19.14		
Granted	—	—		
Exercised	(7	) 10.27		
Expired	(515	) 32.35		
Forfeited	—	—		
Outstanding at December 31, 2011	1,428	14.42		
Granted	195	11.90		
Exercised	(6	) 10.16		
Expired	(130	) 14.00		
Forfeited	—	—		
Outstanding at December 31, 2012	1,487	14.15		
Granted	—	—		
Exercised	(96	) 8.10		
Expired	(392	) 16.60		
Forfeited	(29	) 7.88		
Outstanding at December 31, 2013	970	\$ 13.94	3.8	\$ 1,602
Vested or expected to vest at December 31, 2013	953	\$ 13.98	3.7	\$ 1,599
Exercisable at December 31, 2013	768	\$ 14.81	2.6	\$ 1,310

The total intrinsic value of the stock options exercised during 2011, 2012 and 2013 was \$14, \$14 and \$312, respectively.

The options outstanding and exercisable at December 31, 2013 were in the following exercise price ranges:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Shares	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
\$6.80 - \$6.80	292	5.16	\$6.80	238	\$6.80
\$7.86 - \$13.59	257	7.17	\$11.65	109	\$11.15
\$13.62 - \$21.13	243	1.18	\$16.22	243	\$16.22
\$22.09 - \$29.85	178	0.09	\$25.89	178	\$25.89
\$6.80 - \$29.85	970	3.77	\$13.94	768	\$14.81





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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
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As of December 31, 2013, there was \$1,110 of total unrecognized compensation cost related to stock options granted under the plans. That cost is expected to be recognized over a weighted average remaining period of 3.0 years.

Restricted Stock Unit Activity

A summary of the Company's restricted stock unit activity with respect to the years ended December 31, 2011, 2012 and 2013 follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2010	1,455	\$7.28
Granted	535	\$10.25
Vested	(436 )	\$8.46
Forfeited	(89 )	\$7.26
Nonvested at December 31, 2011	1,465	\$8.01
Granted	409	\$9.81
Vested	(457 )	\$8.53
Forfeited	(37 )	\$8.16
Nonvested at December 31, 2012	1,380	\$8.37
Granted	333	\$12.37
Vested	(470 )	\$7.74
Forfeited	(127 )	\$9.29
Nonvested at December 31, 2013	1,116	\$9.73

As of December 31, 2013, there was \$5,755 of total unrecognized compensation cost related to restricted stock units granted under the plans. That cost is expected to be recognized over a weighted average period of 2.0 years.

Employee Stock Purchase Plan

The Company established an Employee Stock Purchase Plan (the "ESPP") effective November 1, 2009. Under the terms of the ESPP, eligible employees may have up to 15% of eligible compensation deducted from their pay and applied to the purchase of shares of Company common stock. The price the employee must pay for each share of stock will be 95% of the fair market value of Company common stock at the end of the applicable six-month purchase period. The ESPP is intended to qualify under Section 423 of the Internal Revenue Code and is a non-compensatory plan as defined by FASB Accounting Standards Codification (ASC) 718, Stock Compensation. No stock-based compensation expense for the ESPP was recorded for the years ended December 31, 2011, 2012 and 2013. As of December 31, 2012 and 2013, there were 837 and 1,116 shares available for issuance under the ESPP, respectively.

401(k) Savings Plan

The Company has a 401(k) savings plan that allows employees to contribute up to 100% of their annual compensation to the Plan on a pre-tax or after tax basis, limited to a maximum annual amount as set periodically by the Internal Revenue Service. The plan provides a 50% match of all employee contributions up to 6 percent of the employee's salary. Company matching contributions to the plan totaled \$838, \$880 and \$957 for the years ended December 31, 2011, 2012 and 2013, respectively.

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
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Profit Sharing Program

The Company has a profit sharing program, wherein a percentage of pre-tax profits, at the discretion of the Board of Directors, is provided to all employees who have completed a stipulated employment period. The Company did not make contributions to this program for the years ended December 31, 2011, 2012 and 2013.

12. Other Income (Expense):

Other income (expense) is comprised of the following:

	Year Ended December 31,		
	2011	2012	2013
Foreign currency exchange gains (losses), net	\$846	\$(482)	) \$8
Realized gains on sales of marketable securities, net	1	—	—
Total other income (expense)	\$847	\$(482)	) \$8

13. Income Taxes:

The components of income tax expense are as follows:

	Year Ended December 31,		
	2011	2012	2013
Current:			
Federal	\$1,737	\$3,164	\$(1,790)
State	318	312	(122)
Foreign	2,131	2,880	1,497
	4,186	6,356	(415)
Deferred:			
Federal	(8,038)	) (18,003)	) (2,378)
State	(818)	) (2,799)	) 938
Foreign	(162)	) (12)	) (70)
	(9,018)	) (20,814)	) (1,510)
Total income tax benefit	\$ (4,832)	) \$ (14,458)	) \$ (1,925)

The income (loss) before tax are comprised of the following:

	Year Ended December 31,		
	2011	2012	2013
Domestic operations	\$23,963	\$13,278	\$(4,860)
Foreign operations	\$(3,569)	) \$16,129	\$6,393

The income tax benefit of \$4,832 and \$14,458 in 2011 and 2012, respectively, primarily resulted from benefits related to the release of valuation allowance recorded against U.S. deferred tax assets, partially offset by taxes accrued in both the U.S. and foreign tax jurisdictions. The income tax benefit of \$1,925 in 2013 primarily resulted from benefits

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
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related to the reversal of unrecognized tax benefits, foreign tax credits and research and development credits for both 2012 and 2013 recognized in 2013, which were not available in 2012 as a result of legislation, and \$1.3 million of expense related to a correction of the prior year income tax balances recognized in the fourth quarter of 2013. The correction of the prior year income tax balance was not considered material to the prior year or current year financial statements.

Deferred tax assets and liabilities are comprised of the following:

	December 31,	
	2012	2013
Research and development credit carryforward	\$3,506	\$5,233
Reserves and accruals not currently deductible	4,444	3,085
Deferred revenue	3,191	2,379
Domestic net operating loss carryforwards	2,351	1,900
Capital losses	31	29
Foreign net operating loss and credit carryforwards	2,145	6,327
Intangibles	12,610	11,506
Tax deductible transaction costs	429	347
Share-based compensation	2,086	1,730
Inventory obsolescence reserve	3,517	3,935
Depreciation	—	356
Other	1,946	223
Gross deferred tax assets	36,256	37,050
Valuation allowance for deferred tax assets	(1,361	) (1,646
Deferred tax assets after valuation allowance	34,895	35,404
Gross deferred tax liabilities	(611	) (1,072
Net deferred tax assets	\$34,284	\$34,332

At December 31, 2012 and 2013, the Company had valuation allowances of \$1,361 and \$1,646, respectively, on certain of our deferred tax assets to reflect the deferred tax asset at the net amount that is more likely than not to be realized.

In assessing the realizability of deferred tax assets, the Company uses a more likely than not standard. If it is determined that it is more-likely-than-not that deferred tax assets will not be realized, a valuation allowance must be established against the deferred tax assets. The ultimate realization of the assets is dependent on the generation of future taxable income during the periods in which the associated temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income and tax planning strategies when making this assessment.

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The provision for income taxes differs from the amount of income tax determined by applying the applicable U.S. federal income tax rate of 35% for the years ended December 31, 2011, 2012 and 2013 to income before provision for income taxes as follows:

	Year Ended December 31,		
	2011	2012	2013
Federal income tax provision at statutory rate	\$7,138	\$10,292	\$537
State taxes, net of federal effect	207	(698 )	828
Foreign taxes net of federal effect	1,136	1,296	(1,514 )
Domestic manufacturing benefit	(536 )	(915 )	—
Change in valuation allowance for deferred tax assets	(12,358 )	(23,313 )	(153 )
Research tax credit	(875 )	—	(1,965 )
Deferred tax true-up	—	—	401
Other	456	(1,120 )	(59 )
Provision (benefit) for income taxes	\$(4,832 )	\$(14,458 )	\$(1,925 )
Effective tax rate	(24 )%	(49 )%	(126 )%

At December 31, 2013, the Company had federal, state and foreign net operating loss carryforwards of \$1,371, \$399 and \$516, respectively. In addition, as of December 31, 2013 the Company had federal AMT carryforwards of \$130. The federal, state and foreign net operating loss carryforwards expire on various dates through December 31, 2031, December 31, 2031 and December 31, 2022, respectively. At December 31, 2013, the Company had federal and state research & development credits and foreign tax credit carryforwards of \$4,068, \$1,165 and \$4,386, respectively. The federal research & development credits are set to expire at various dates through December 31, 2033. The state research & development credits are set to expire at various dates through December 21, 2024. The foreign tax credit is set to expire at various dates through December 31, 2023. The 2013 benefit for income taxes includes a benefit of \$1,993 for unrecognized tax benefits, a provision of \$850 for the correction of a prior year income tax balance recognized in the fourth quarter and a provision of \$625 related to an Internal Revenue Service audit adjustment. These amounts are included in the “Other” line item.

A provision has not been made at December 31, 2013 for U.S. or additional foreign withholding taxes on approximately \$2,524 of undistributed earnings of our foreign subsidiaries in Europe and Japan because it is the present intention of management to permanently reinvest these undistributed earnings. Upon distribution of those earnings, U.S. taxes on such permanently reinvested foreign earnings would be recorded net of applicable foreign tax credits and withholding taxes, if any. It is not practical to estimate the amount of tax that might be payable if some or all of such earnings were to be remitted.

The total amount of unrecognized tax benefits were as follows:

	December 31,		
	2011	2012	2013
Unrecognized tax benefits, opening balance	\$6,724	\$8,476	\$9,566
Gross increases—tax positions in prior period	1,358	486	533
Gross decreases - tax positions in prior period	—	(494 )	(4,992 )
Gross increases—current-period tax positions	394	1,098	599
Lapse of statute of limitations	—	—	—
Unrecognized tax benefits, ending balance	\$8,476	\$9,566	\$5,706

Included in the balance of unrecognized tax benefits at December 31, 2012 and 2013 are unrecognized tax benefits of \$6,272 and \$4,278, respectively, which would be reflected as an adjustment to income tax expense if recognized.



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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
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 (In thousands, except per share data)

The year over year decrease from 2012 to 2013 is primarily due to the reversal of unrecognized tax benefits related to federal tax exposures. It is reasonably possible that certain amounts of unrecognized tax benefits may reverse in the next 12 months; however, we do not expect such reversals would have a significant impact on our results of operations or financial position.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. During the years ended December 31, 2011, 2012 and 2013, the Company recognized approximately \$330, \$557 and \$(768), respectively, in interest and penalties expense associated with uncertain tax positions. As of December 31, 2012 and 2013, the Company had accrued interest and penalties expense related to unrecognized tax benefits of \$1,538 and \$770, respectively.

The Company is subject to U.S. federal income tax as well as income tax in multiple state and foreign jurisdictions. In December 2013, the Company is under a federal income tax examination by the Internal Revenue Service for examination of income tax returns for the tax years ended, December 31, 2007 through December 31, 2009. The Company has not been contacted by any other U.S. state, local or foreign tax authority for all open tax periods beginning after December 31, 2007.

The American Taxpayer Relief Act of 2012 was passed by Congress and signed into law on January 1, 2013. The provisions under this law were made retroactive to January 1, 2012. However, as a result of the law being signed on January 1, 2013, the financial impact of any retroactive provision was recorded as a discrete event in the first quarter of 2013. This discrete event reduced tax expense in the first quarter of 2013 by approximately \$800 for research and development tax credits for 2012.

#### 14. Accumulated Other Comprehensive Loss:

Comprehensive income includes net income, foreign currency translation adjustments, and net unrealized gains and losses on available-for-sale investments. See the Consolidated Statements of Comprehensive Income for the effect of the components of comprehensive income to our net income.

The components of accumulated other comprehensive loss, net of tax, are as follows:

	Foreign currency translation adjustments	Net unrealized losses on available-for-sale investments	Accumulated other comprehensive loss
Beginning Balance, December 31, 2011	\$ 1,379	\$ 83	\$ 1,462
Net current period other comprehensive loss	(394	) 17	(377
Reclassifications	—	—	—
Beginning Balance, December 31, 2012	\$ 985	\$ 100	\$ 1,085
Net current period other comprehensive loss	660	50	710
Reclassifications	—	—	—
Ending balance, December 31, 2013	\$ 1,645	\$ 150	\$ 1,795

#### 15. Segment Reporting and Geographic Information:

The Company is engaged in the design, development, manufacture and support of high-performance control metrology, defect inspection, advanced packaging lithography and data analysis systems used by microelectronics device manufacturers. The Company and its subsidiaries currently operate in a single operating segment: the design, development, manufacture and support of high-performance process control defect inspection, metrology, and process

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
 (In thousands, except per share data)

control software systems used by microelectronics device manufacturers, and therefore have one reportable segment. The Company's chief decision maker is the Chief Executive Officer. The chief operating decision maker allocates resources and assesses performance of the business and other activities at the reporting segment level.

The following table lists the different sources of revenue:

	Year Ended December 31,								
	2011			2012			2013		
Systems and software:									
Inspection	\$91,825	49	%	\$128,917	59	%	\$89,089	51	%
Metrology	38,616	21	%	38,001	17	%	26,500	15	%
Data analysis and review	23,356	13	%	19,840	9	%	17,927	10	%
Lithography	—	—	%	—	—	%	8,548	5	%
Parts	21,719	11	%	20,802	10	%	21,078	12	%
Services	11,680	6	%	10,926	5	%	13,096	7	%
Total revenue	\$187,196	100	%	\$218,486	100	%	\$176,238	100	%

The Company's significant operations outside the United States include sales, service and application offices in Europe and Asia. For geographical reporting, revenues are attributed to the geographic location in which the product is shipped. Revenue by geographic region is as follows:

	Year Ended December 31,		
	2011	2012	2013
Revenues from third parties:			
United States	\$52,910	\$42,108	\$40,849
Taiwan	26,898	62,239	54,682
South Korea	26,725	33,675	10,704
Singapore	16,344	26,183	17,260
Austria	15,960	11,423	898
Japan	14,925	16,405	7,326
Germany	14,657	5,393	5,669
China	11,124	12,266	20,061
Other Europe	7,653	8,794	18,789
Total revenue	\$187,196	\$218,486	\$176,238

The following customers each accounted for more than 10% of total revenues for the indicated periods:

Year Ended December 31,		
2011	2012	2013
Infineon Technologies	Samsung Semiconductor Inc.	Intel Semiconductor Inc.
Samsung Semiconductor Inc.	Advanced Semiconductor Engineering, Inc.	STATS ChipPAC Ltd.

No other individual end user customer accounted for more than 10% of our revenues in 2011, 2012 and 2013.

At December 31, 2012, one customer, Intel Corporation accounted for more than 10% of net accounts receivable. At December 31, 2013, one customer, STATS ChipPAC Ltd., accounted for more than 10% of net accounts receivable. Substantially all of the Company's long-lived assets are located within the United States of America.



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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
 (In thousands, except per share data)

## 16. Earnings Per Share:

Basic earnings per share is calculated using the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed in the same manner and also gives effect to all dilutive common equivalent shares outstanding during the period. Potential common shares that would have the effect of increasing diluted earnings per share are considered to be antidilutive. In accordance with U.S. GAAP, these shares were not included in calculating diluted earnings per share.

The following table lists the weighted average number of stock options and restricted stock units excluded from computation of diluted earnings per share at December 31, 2011, 2012, and 2013 as their impact would be anti-dilutive:

	Year Ended December 31,		
	2011	2012	2013
Stock options	1,257	984	707
Restricted stock units	291	37	3

Diluted earnings per share-weighted average shares outstanding do not include any effect resulting from assumed conversion of the Notes and warrants (as described in Note 8) as their impact would be anti-dilutive.

The computations of basic and diluted income per share for the years ended December 31, 2011, 2012, and 2013 are as follows:

	December 31,		
	2011	2012	2013
Numerator:			
Net income	\$25,226	\$43,865	\$3,458
Denominator:			
Basic earnings per share - weighted average shares outstanding	31,744	32,226	32,783
Effect of potential diluted securities:			
Employee stock options and restricted stock units - dilutive shares	512	627	605
Diluted earnings per share - weighted average shares outstanding	32,256	32,853	33,388
Earnings per share:			
Basic	\$0.79	\$1.36	\$0.11
Diluted	\$0.78	\$1.34	\$0.10

## 17. Share Repurchase Program

In July 2008, the Board of Directors authorized a share repurchase program of up to 3,000 shares of the Company's common stock with no established end date. As of the time of the filing of this Annual Report on Form 10-K, the Company has not purchased any shares under this program.

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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)  
 (In thousands, except per share data)

## 18. Quarterly Consolidated Financial Data (unaudited):

The following tables present certain unaudited consolidated quarterly financial information for the years ended December 31, 2013 and 2012. In the opinion of the Company's management, this quarterly information has been prepared on the same basis as the consolidated financial statements and includes all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the information for the periods presented. The results of operations for any quarter are not necessarily indicative of results for the full year or for any future period.

Year-over-year quarterly comparisons of the Company's results of operations may not be meaningful, as the sequential quarterly comparisons set forth below tend to reflect the cyclical activity of the semiconductor industry as a whole. Other quarterly fluctuations in expenses are related directly to sales activity and volume and may also reflect the timing of operating expenses incurred throughout the year and the purchase accounting effects of business combinations.

	Quarters Ended				Total
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012	
Revenues	\$45,709	\$56,326	\$62,152	\$54,299	\$218,486
Gross profit	23,765	30,222	33,125	28,563	115,675
Income before income taxes	2,873	9,931	10,571	6,032	29,407
Net income	1,862	6,346	6,661	28,996	43,865
Income per share:					
Basic	\$0.06	\$0.20	\$0.21	\$0.90	\$1.36
Diluted	\$0.06	\$0.19	\$0.20	\$0.88	\$1.34
Weighted average number of shares outstanding:					
Basic	32,026	32,144	32,317	32,354	32,226
Diluted	32,713	32,727	32,862	33,045	32,853

	Quarters Ended				Total
	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013	
Revenues	\$41,650	\$46,059	\$44,044	\$44,485	\$176,238
Gross profit	21,874	23,515	22,470	22,873	90,732
Income (loss) before income taxes	(255	) 1,332	37	419	1,533
Net income	393	759	252	2,054	3,458
Income per share:					
Basic	\$0.01	\$0.02	\$0.01	\$0.06	\$0.11
Diluted	\$0.01	\$0.02	\$0.01	\$0.06	\$0.10
Weighted average number of shares outstanding:					
Basic	32,523	32,567	32,897	32,951	32,783
Diluted	33,239	33,155	33,426	33,539	33,388



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RUDOLPH TECHNOLOGIES, INC. AND SUBSIDIARIES  
 SCHEDULE OF VALUATION AND QUALIFYING ACCOUNTS  
 (In thousands)

Column A Description	Column B Balance at Beginning of Period	Column C Charged to (Recovery of) Costs and Expense	Charged to Other Accounts (net)	Column D Deductions	Column E Balance at End of Period
Year 2011:					
Allowance for doubtful accounts	\$306	\$(41	) \$—	\$3	\$262
Inventory valuation	7,536	1,324	—	933	7,927
Warranty	1,654	1,987	—	2,235	1,406
Deferred tax valuation allowance	37,239	(12,358	) —	207	24,674
Year 2012:					
Allowance for doubtful accounts	\$262	\$344	\$—	\$—	\$606
Inventory valuation	7,927	2,934	—	5,241	5,620
Warranty	1,406	2,482	225	2,089	2,024
Deferred tax valuation allowance	24,674	(23,313	) —	—	1,361
Year 2013:					
Allowance for doubtful accounts	\$606	\$751	\$—	\$205	\$1,152
Inventory valuation	5,620	2,863	—	2,382	6,101
Warranty	2,024	1,956	—	2,429	1,551
Deferred tax valuation allowance	1,361	(153	) 548	—	1,756

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## SIGNATURES

PURSUANT TO THE REQUIREMENTS OF SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED.

Rudolph Technologies, Inc.

By: /s/ Paul F. McLaughlin

Paul F. McLaughlin

Chairman and Chief Executive Officer

Date: February 26, 2014

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT AND IN THE CAPACITIES AND ON THE DATES INDICATED.

Signature	Title	Date
/s/ Paul F. McLaughlin Paul F. McLaughlin	Chairman and Chief Executive Officer	February 26, 2014
/s/ Steven R. Roth Steven R. Roth	Senior Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 26, 2014
/s/ Leo Berlinghieri Leo Berlinghieri	Director	February 26, 2014
/s/ Daniel H. Berry Daniel H. Berry	Director	February 26, 2014
/s/ Thomas G. Greig Thomas G. Greig	Director	February 26, 2014
/s/ Richard F. Spanier Richard F. Spanier	Director	February 26, 2014
/s/ Aubrey C. Tobey Aubrey C. Tobey	Director	February 26, 2014
/s/ John R. Whitten John R. Whitten	Director	February 26, 2014

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## EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of June 27, 2005, by and among the Registrant, NS Merger Sub, Inc. and August Technology Corporation (incorporated by reference to Exhibit 99.2 to the Registrant's Schedule 13D (SEC File No. 005-58091) filed on July 7, 2005).
2.2	Amendment No. 1, dated as of December 8, 2005, by and among the Registrant, NS Merger Sub, Inc. and August Technology Corporation, to the Agreement and Plan of Merger, dated as of June 27, 2005, by and among the Registrant, NS Merger Sub, Inc. and August Technology Corporation. (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on December 9, 2005).
2.3	Asset Purchase Agreement dated as of December 18, 2007, by and among the Registrant, Mariner Acquisition Company LLC, Applied Precision Holding, LLC and Applied Precision, LLC (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on December 21, 2007).
3.1	Restated Certificate of Incorporation of Registrant, as amended (Conformed Version) (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on August 2, 2013).
3.2	Restated Bylaws of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on August 1, 2007).
3.3	Amendment to Restated Bylaws of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on February 2, 2009).
4.1	Rights Agreement (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form 8-A (SEC File No. 000-27965) filed on June 28, 2005).
4.2	August Technology Corporation 1997 Stock Incentive Plan (incorporated by reference to the Appendix to August Technology Corporation's Proxy Statement for its 2004 Annual Shareholders Meeting (SEC File No. 000-30637) filed on March 11, 2004).
4.3	Indenture, dated as of July 25, 2011, by and between The Bank of New York Mellon Trust Company, N.A., as Trustee, and Rudolph Technologies, Inc. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.1+	License Agreement, dated June 28, 1995, between the Registrant and Brown University Research Foundation (incorporated by reference to Exhibit (10.1) to the Registrant's Registration Statement on Form S-1, as amended (SEC File No. 333-86821), filed on September 9, 1999).
10.2*	Form of Indemnification Agreement (incorporated by reference to Exhibit (10.3) to the Registrant's Registration Statement on Form S-1, as amended (SEC File No. 333-86821), filed on October 5, 1999).
10.3*	Amended 1996 Non-Qualified Stock Option Plan (incorporated by reference to Exhibit 10.15 to Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 14, 2001).
10.4*	Form of 1999 Stock Plan (incorporated by reference to Exhibit (10.5) to the Registrant's Registration Statement on Form S-1, (SEC File No. 333-86821) filed on September 9, 1999).
10.5*	Form of 1999 Employee Stock Purchase Plan (incorporated by reference to Exhibit (10.6) to the Registrant's Registration Statement on Form S-1 (SEC File No. 333-86821) filed on September 9, 1999).
10.6*	Management Agreement, dated as of July 24, 2000, by and between Rudolph Technologies, Inc. and Paul F. McLaughlin (incorporated by reference to Exhibit 10.12 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 3, 2000), as amended August 20, 2009 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2009), as amended May 19, 2010 (incorporated by reference to Exhibit 10.1 to the

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Registrant's Quarterly Report on Form 10-Q filed on August 4, 2010), as amended September 27, 2011 (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed on November 2, 2011), and as amended February 8, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K filed March 1, 2013).

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+ Confidential treatment has been granted with respect to portions of this exhibit.

\* Management contract, compensatory plan or arrangement.

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Exhibit No.	Description
10.7*	Management Agreement, dated as of July 24, 2000 by and between Rudolph Technologies, Inc. and Steven R. Roth (incorporated by reference to Exhibit 10.14 to Registrant's quarterly report on Form 10-Q (SEC File No. 000-27965), filed on November 3, 2000) as amended August 20, 2009 (incorporated by reference to Exhibit 10.2 to Registrant's quarterly report on Form 10-Q, filed on November 6, 2009).
10.8*	Management Agreement, dated as of July 24, 2000 by and between Rudolph Technologies, Inc. and Steven R. Roth (incorporated by reference to Exhibit 10.14 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 3, 2000), as amended August 20, 2009 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2009).
10.9*	Form of option agreement under 1999 Stock Plan (incorporated by reference to Exhibit 10.12 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 5, 2004).
10.10*	Form of Restricted Stock Award pursuant to the Rudolph Technologies, Inc. 1999 Stock Plan (incorporated by reference to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965), filed on June 21, 2005).
10.11*	Rudolph Technologies, Inc. 2009 Stock Plan (incorporated by reference to Appendix A of the Registrant's revised Proxy Statement on Form DEFR14A, filed on May 8, 2009).
10.12*	Rudolph Technologies, Inc. 2009 Employee Stock Purchase Plan, as amended (incorporated by reference to Appendix B of the Registrant's revised Proxy Statement on Form DEFR14A, filed on May 8, 2009).
10.13	Executive Change of Control Agreement, dated as of August 20, 2009, by and between Rudolph Technologies, Inc. and Nathan H. Little (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on November 6, 2009).
10.14	Purchase Agreement, dated July 19, 2011, among Rudolph Technologies, Inc. and Credit Suisse Securities (USA) LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.15	Confirmation of Convertible Note Hedge Transaction dated July 19, 2011, by and between Rudolph Technologies, Inc. and Credit Suisse International (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.16	Amendment dated July 22, 2011 to Confirmation of Convertible Note Hedge Transaction dated July 19, 2011, by and between Rudolph Technologies, Inc. and Credit Suisse International (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K (EC File No. 000-27965) filed on July 25, 2011).
10.17	Amendment dated July 22, 2011 to Confirmation of Issuer Warrant Transaction dated July 19, 2011, by and between Rudolph Technologies, Inc. and Credit Suisse International (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K (SEC File No. 000-27965) filed on July 25, 2011).
10.18	Irrevocable standby letter of credit with Credit Suisse AG (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (SEC File No. 000-27965) filed on May 3, 2013).
21.1	Subsidiaries.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
31.1	Certification of Paul F. McLaughlin, Chief Executive Officer, pursuant to Securities Exchange Act Rule 13a-14(a).
31.2	Certification of Steven R. Roth, Chief Financial Officer, pursuant to Securities Exchange Act Rule 13a-14(a).
32.1	



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Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Paul F. McLaughlin, Chief Executive Officer of Rudolph Technologies, Inc.

32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Steven R. Roth, Chief Financial Officer of Rudolph Technologies, Inc.

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\* Management contract, compensatory plan or arrangement.

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Exhibit No.	Description
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document