ARRIS GROUP INC
Form 10-Q
November 06, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

For the quarter ended September 30, 2015

of

ARRIS GROUP, INC.

A Delaware Corporation

IRS Employer Identification No. 46-1965727

SEC File Number 000-31254

3871 Lakefield Drive

Suwanee, GA 30024

(678) 473-2000

ARRIS Group, Inc. (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, and (2) has been subject to such filing requirements for the past 90 days.

ARRIS Group, Inc. is a large accelerated filer and is not a shell company.

ARRIS is required to submit electronically and post on its corporate web site Interactive Data Files required to be submitted and posted pursuant to Rule 405 of regulation S-T.

As of October 31, 2015, 146,655,682 shares of the registrant s Common Stock, $0.01 par value, were outstanding.

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FORM 10-Q

For the Three and Nine Months Ended September 30, 2015

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PART I. FINANCIAL INFORMATION

Item 1. CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

ARRIS GROUP, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data) (unaudited)

	September 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 673,346	$ 565,790
Short-term investments, at fair value	107,777	126,748
Total cash, cash equivalents and short-term investments	781,123	692,538
Accounts receivable (net of allowances for doubtful accounts of $7,388 in 2015 and $6,392 in 2014)	647,726	598,603
Other receivables	8,684	10,640
Inventories (net of reserves of $61,964 in 2015 and $62,359 in 2014)	367,536	401,165
Prepaid income taxes	29,071	11,023
Prepaids	26,430	27,497
Current deferred income tax assets	104,345	113,390
Other current assets	153,527	61,450
Total current assets	2,118,442	1,916,306
Property, plant and equipment (net of accumulated depreciation of $316,354 in 2015 and $265,811 in 2014)	319,443	366,431
Goodwill	1,016,696	936,067
Intangible assets (net of accumulated amortization of $793,267 in 2015 and $619,283 in 2014)	868,054	943,388
Investments	74,924	77,640
Noncurrent deferred income tax assets	70,557	71,686
Other assets	45,124	54,127
	$ 4,513,240	$ 4,365,645
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 558,371	$ 480,150
Accrued compensation, benefits and related taxes	97,326	145,278
Accrued warranty	35,488	42,763
Deferred revenue	97,490	92,772

Current portion of long-term debt and financing lease obligations	48,647	73,956
Current income taxes liability	13,139	10,610
Other accrued liabilities	168,870	164,341
Total current liabilities	1,019,331	1,009,870
Long-term debt and financing lease obligations, net of current portion	1,525,454	1,467,370
Accrued pension	67,570	64,917
Noncurrent income tax liability	38,145	41,082
Noncurrent deferred income tax liabilities	329	274
Other noncurrent liabilities	71,560	91,371
Total liabilities	2,722,389	2,674,884
Stockholders equity:		
Preferred stock, par value $1.00 per share, 5.0 million shares authorized; none issued and outstanding		
Common stock, par value $0.01 per share, 320.0 million shares authorized; 146.6 million and 145.1 million shares issued and outstanding in 2015 and 2014, respectively	1,819	1,796
Capital in excess of par value	1,762,111	1,739,700
Treasury stock at cost, 35.1 million and 34.2 million shares in 2015 and 2014, respectively	(331,329)	(306,330)
Retained earnings	328,782	266,642
Accumulated other comprehensive loss	(20,236)	(11,047)
Total ARRIS Group, Inc. stockholders equity	1,741,147	1,690,761
Stockholders equity attributable to noncontrolling interest	49,704	
Total stockholders equity	1,790,851	1,690,761
	$ 4,513,240	$ 4,365,645

See accompanying notes to the consolidated financial statements.

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ARRIS GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data) (unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net sales	$ 1,221,416	$ 1,405,445	$ 3,696,650	$ 4,059,534
Cost of sales	862,083	969,711	2,636,400	2,857,613
Gross margin	359,333	435,734	1,060,250	1,201,921
Operating expenses:				
Selling, general and administrative expenses	101,685	103,497	309,219	314,991
Research and development expenses	132,204	142,802	400,932	421,077
Amortization of intangible assets	57,132	57,100	171,062	179,835
Integration, acquisition, restructuring and other costs	7,531	10,226	20,996	34,246
Total operating expenses	298,552	313,625	902,209	950,149
Operating income	60,781	122,109	158,041	251,772
Other expense (income):				
Interest expense	14,749	14,217	56,570	49,041
Loss on investments	3,446	6,368	6,565	11,278
Interest income	(513)	(653)	(1,792)	(1,937)
Loss on foreign currency	10,843	3,107	4,204	3,760
Other (income) expense, net	(2,827)	(63)	5,170	6,530
Income before income taxes	35,083	99,133	87,324	183,100
Income tax expense	11,737	44,507	29,710	48,649
Consolidated net income	23,346	54,626	57,614	134,451
Net loss attributable to noncontrolling interest	(2,911)		(4,526)	
Net income attributable to ARRIS Group, Inc.	$ 26,257	$ 54,626	$ 62,140	$ 134,451
Net income per common share[1]:				
Basic	$ 0.18	$ 0.38	$ 0.43	$ 0.93
Diluted	$ 0.18	$ 0.37	$ 0.42	$ 0.91
Weighted average common shares:				
Basic	146,781	144,967	146,146	144,085

Diluted	149,422	148,753	149,232	147,996

(1) Calculated based on net income attributable to shareowners of ARRIS Group, Inc.

See accompanying notes to the consolidated financial statements.

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ARRIS GROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands) (unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
Consolidated net income	$ 23,346	$ 54,626	$ 57,614	$ 134,451
Available-for-sale securities:				
Unrealized gain (loss) on available-for-sale securities, net of taxes of $84 and $108 for the three months ended September 30, 2015 and 2014, and $16 and $198 for the nine months ended September 30, 2015 and 2014 respectively	(144)	(227)	(28)	(383)
Reclassification adjustments recognized in net income, net of taxes of $8 and $55 for the three and nine months ended September 30, 2015, respectively	(14)		(93)	
Net change in available-for-sale securities	(158)	(227)	(121)	(383)
Derivative instruments:				
Unrealized loss on derivative instruments, net of taxes of $4,621 and $(771) for the three months ended September 30, 2015 and 2014, and $6,835 and $1,731 for the nine months ended September 30, 2015 and 2014, respectively	(7,883)	1,336	(11,670)	(2,998)
Reclassification adjustments recognized in net income, net of taxes of $(704) and $(697) for the three months ended September 30, 2015 and 2014, and $(2,063) and $(2,067) for the nine months ended September 30, 2015 and 2014, respectively	1,202	1,208	3,522	3,580
Net change in derivative instruments	(6,681)	2,544	(8,148)	582
Change related to pension liability	(3)		80	
Cumulative translation adjustments	(729)	(285)	(1,000)	(154)
Other comprehensive income (loss), net of tax	(7,571)	2,032	(9,189)	45
Comprehensive income	15,775	56,658	48,425	134,496
Comprehensive loss attributable to noncontrolling interest	(2,916)		(4,546)	

Comprehensive income attributable to ARRIS Group, Inc.	$ 18,691	$ 56,658	$ 52,971	$ 134,496

See accompanying notes to the condensed consolidated financial statements.

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ARRIS GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands) (unaudited)

	Nine Months Ended September 30, 2015	2014
Operating activities:		
Consolidated net income	$ 57,614	$ 134,451
Depreciation	54,243	60,213
Amortization of intangible assets	173,984	179,835
Stock compensation expense	46,556	39,812
Deferred income tax benefit	14,970	(19,503)
Amortization of deferred finance fees and debt discount	7,975	9,376
Provision for doubtful accounts	2,253	5,285
Loss on investments	6,565	11,278
Loss on disposal and write down of property, plant & equipment	6,058	3,128
Excess income tax benefits from stock-based compensation plans	(354)	(14,651)
Changes in operating assets and liabilities, net of effect of acquisitions and dispositions:		
Accounts receivable	(50,221)	(69,272)
Other receivables	749	(10,465)
Inventories	27,371	(38,499)
Accounts payable and accrued liabilities	6,866	2,865
Prepaids and other, net	(130,131)	35,383
Net cash provided by operating activities	224,498	329,236
Investing activities:		
Purchases of property, plant and equipment	(37,698)	(41,759)
Purchases of investments	(47,625)	(33,046)
Sales of investments	61,425	29,319
Purchase of intangible assets	(37,340)	
Proceeds from sale-leaseback transaction	24,960	
Acquisitions, net of cash acquired	(97,905)	84
Other, net	2,971	19
Net cash used in investing activities	(131,212)	(45,383)
Financing activities:		
Excess income tax benefits from stock-based compensation plans	354	14,651
Repurchase of shares to satisfy employee minimum tax withholdings	(32,452)	(29,605)
Proceeds from issuance of common stock	8,016	11,565
Payment of debt obligations	(41,125)	(195,903)
Payment of financing lease obligation	(264)	
Proceeds from sale-leaseback financing transaction	58,729	

Payment for debt discount		(3,247)		
Payment for deferred financing costs		(4,992)		
Repurchase of common stock		(24,999)		
Contribution from noncontrolling interest		54,250		
Net cash provided by (used in) financing activities		14,270		(199,292)
Net increase in cash and cash equivalents		107,556		84,561
Cash and cash equivalents at beginning of period		565,790		442,438
Cash and cash equivalents at end of period	$	673,346	$	526,999
Supplemental cash flow information:				
Non-cash investing and financing activities Debt assumed in acquisition	$	15,000		

See accompanying notes to the condensed consolidated financial statements.

ARRIS GROUP, INC.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 1. Organization and Basis of Presentation

ARRIS Group, Inc. (together with its consolidated subsidiaries and consolidated venture, except as the context otherwise indicates, ARRIS or the Company) is a global media entertainment and data communications solutions provider, headquartered in Suwanee, Georgia. The Company operates in two business segments, Customer Premises Equipment (CPE) and Network & Cloud (N&C) (See Note 14 Segment Information for additional details), specializing in enabling service providers including cable, telephone, and digital broadcast satellite operators and media programmers to deliver media, voice, and IP data services to their subscribers. ARRIS is a leader in set-tops, digital video and Internet Protocol Television (IPTV) distribution systems, broadband access infrastructure platforms, and associated data and voice Customer Premises Equipment. The Company s solutions are complemented by a broad array of services including technical support, repair and refurbishment, and systems design and integration.

The consolidated financial statements include the accounts of the Company and its wholly owned foreign and domestic subsidiaries and consolidated venture in which the Company owns more than 50% of the outstanding voting shares of the entity. The consolidated financial statements reflect all adjustments (consisting of normal recurring accruals) that are, in the opinion of management, necessary for a fair presentation of the consolidated financial statements for the periods shown. Certain prior year amounts in the financial statements have been reclassified to conform to fiscal year 2015 presentation. Interim results of operations are not necessarily indicative of results to be expected from a twelve-month period. These financial statements should be read in conjunction with the Company s most recent audited consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the United States Securities and Exchange Commission (SEC).

Note 2. Impact of Recently Adopted Accounting Standards

Adoption of new accounting standards In April 2014, the Financial Accounting Standards Board (FASB) issued an accounting standard update that changes the requirements for reporting discontinued operations. A discontinued operation may include a component of an entity or a group of components of an entity. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity s operations and financial results and when the component or group of components meets the criteria to be classified as held for sale, is disposed of by sale or is disposed of by other than by sale. This update is effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2014, with earlier adoption permitted. The adoption of this guidance did not have a material impact on the Company s consolidated financial position and results of operations.

Accounting standards issued but not yet effective In May 2014, the FASB issued an accounting standard update, Revenue from Contracts with Customers. The core principle of this amendment is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. It can be adopted either retrospectively to each prior reporting period presented or as a cumulative effect adjustment as of the date of adoption. The Company is currently assessing the potential impact of this update on its consolidated financial statements. In August 2015, the FASB delayed the effective date of this standard by one year to reporting periods beginning after December 15, 2017, but permit companies the option to adopt the standard one year earlier (that is, as of the original effective date).

In June 2014, the FASB issued an update to its accounting guidance related to share-based compensation. The guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period, be treated as a performance condition, and therefore shall not be reflected in determining the fair value of the award at the grant date. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The guidance will be effective for annual and interim periods beginning after December 15, 2015 and is not expected to have a material effect on the Company s consolidated financial position and results of operations.

In August 2014, the FASB issued new guidance related to the disclosures around going concern. The new standard provides guidance around management s responsibility to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about an entity s ability to continue as a going concern, and if those conditions exist to provide related footnote disclosures. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company s consolidated financial statements.

In January 2015, the FASB issued new guidance simplifying income statement presentation by eliminating the concept of extraordinary items . This guidance eliminates from U.S. GAAP the concept of extraordinary items. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. We do not anticipate that this guidance will materially impact our consolidated financial statements.

In February 2015, the FASB issued new guidance related to consolidations. The new guidance amends certain requirements for determining whether a variable interest entity must be consolidated. The amendments are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. The adoption of the new guidance is not expected to have a material impact on the Company s consolidated financial statements.

In April 2015, the FASB issued new guidance, which requires the cost of issuing debt to no longer be recorded as a separate asset but rather to be presented on the balance sheet as a direct reduction to the carrying value of the related debt liability, similar to the presentation of debt discounts. This guidance will be effective for interim and annual periods beginning after December 15, 2015 including retrospective conforming presentation of prior periods presented. Early adoption of the standard is permitted. While the adoption of this standard may impact the presentation on the Company s balance sheet, it will not affect the Company s results of operations, financial position or cash flows. As of September 30, 2015 and December 31, 2014, the Company had deferred financing costs of $22.7 million and $25.3 million, respectively.

In April 2015, the FASB issued new guidance, in determining whether fees for purchasing cloud computing services (or hosted software solutions) are considered internal-use software or should be considered a service contract. A cloud computing agreement that includes a software license should be accounted for in the same manner as internal-use software if the customer has contractual right to take possession of the software during the hosting period without significant penalty and it is feasible to either run the software on the customer s hardware or contract with another vendor to host the software. Arrangements that don t meet the requirements for internal-use software should be accounted for as a service contract. This guidance will be effective for interim and annual periods beginning after December 15, 2015. Early adoption of the standard is permitted. The adoption of this standard is not expected to have a material impact on the Company s consolidated financial statements.

In July 2015, the FASB issued updated guidance related to the simplification of the measurement of inventory. This standard update does not apply to inventory that is measured using last-in, first-out or the retail inventory method. This standard update applies to all other inventory, which includes inventory that is measured using first-in, first-out or average cost methods. The standard update requires entities to measure inventory at the lower of cost and net realizable value. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This standard update is effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard update is not expected to have an impact on our condensed consolidated financial statements.

In September 2015, the FASB issued updated guidance related to the simplification of the accounting for measurement-period adjustments in business combinations. This standard update eliminates the requirement to account for measurement-period adjustments retrospectively. This standard update instead requires an acquirer to recognize the measurement-period adjustments in the reporting period in which the adjustments are determined. This standard update also requires that an acquirer record the effects on earnings of any changes resulting from the change in provisional amounts, calculated as if the accounting had been completed at the acquisition date. We will adopt this standard during the fourth quarter of 2015. The adoption of this standard update is not expected to have a significant impact on our condensed consolidated financial statements.

Note 3. Business Acquisitions

ActiveVideo acquisition

In April 2015, the Company and Charter Communications Inc. formed a venture, A-C Acquisition, LLC (A-C Venture). ARRIS and Charter s ownership percentage of the venture is 65% and 35%, respectively. On April 30, 2015, A-C Venture acquired 100% of the outstanding shares in ActiveVideo Networks, Inc. (AVN). The consideration for the acquisition was $98 million. AVN, headquartered in San Jose, California, is a software company that uses cloud-based technology to bring advanced user interfaces and services to cable and IPTV set-top boxes, as well as connected consumer electronic devices.

The results of operations of AVN have been included in the Company s Consolidated Financial Statements as of and from the date of acquisition.

The following table summarizes the estimated fair value of the net assets acquired and the liabilities assumed at the acquisition dates (in thousands):

		April 30, 2015
Consideration transferred (net of cash acquired of $523)	$	97,905
Assets acquired and liabilities assumed:		
Current assets		1,984
Property and equipment		1,714
Other assets		68
Identifiable intangible assets (1)		57,700
Debt assumed		(15,000)
Other liabilities assumed		(27,314)
Net assets acquired		19,152
Goodwill (2)	$	78,753

(1) Identifiable intangible assets are further disaggregated in the following table.

(2) Goodwill arising from the acquisition is attributable to the workforce of the acquired business, future technology, future customer relationships, and strategic opportunities that are expected to arise from the acquisition. No tax deductible goodwill existed as of the acquisition date. Subsequent to the acquisition date, AVN converted to a limited liability company creating tax basis in goodwill essentially equal to its book basis. The total goodwill was preliminarily allocated to the Company s Cloud TV reporting unit, within the Company s N&C reportable

segment.

The acquired identifiable intangible assets of AVN as of the date of the acquisition are summarized in the following table (in thousands):

Intangible Asset	Amount	Weighted-Average Useful Life
Customer relationships	$ 26,200	7 years
Developed technology	25,600	5 years
Trademarks	5,900	Indefinite
	$ 57,700	

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The Company incurred acquisition related costs of $1.1 million during the nine months ended September 30, 2015. These amounts were expensed by the Company as incurred and are included in the Consolidated Statement of Operations in the line item titled Integration, acquisition, restructuring and other costs .

As of the acquisition date, total equity contributed by the noncontrolling interest was $54 million, reflecting its proportionate 35% share of the acquisition consideration of $34 million, payment of assumed liabilities of $13 million and additional working capital funding of $7 million.

The initial accounting for the business combination is incomplete at the end of the reporting period, and as such, provisional amounts are reported for those items which are incomplete. At the time the financial statements were issued, A-C Venture has not finalized its accounting for the business combination related to valuation of certain tangible assets and tax matters. During the measurement period, the A-C Venture will adjust the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date and A-C Venture will record those adjustments to the financial statements.

Pending Pace plc acquisition

On April 22, 2015, ARRIS and Pace plc (Pace) announced that they have agreed that ARRIS will acquire Pace for aggregate stock and cash consideration valued at $2.1 billion as of April 21, 2015. The cash portion will be funded through a combination of cash on hand and debt. As described in Note 13 Indebtedness, ARRIS secured a fully committed facility to meet the funding requirements. As of October 22, 2015, both ARRIS and Pace shareholders have approved the acquisition and merger which were conditions to the closing of the acquisition and the merger. The completion of the acquisition remains conditioned upon expiration or termination of the waiting period under the United States Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the satisfaction of similar merger control requirements in Brazil and Colombia, together with satisfaction of other customary closing conditions.

The transaction will result in the formation of a new holding company, which will be incorporated in the U.K., and its operational and worldwide headquarters will be in Suwanee, GA USA. The stock of the new holding company is expected to be listed on the NASDAQ stock exchange under the ticker ARRS.

Note 4. Goodwill and Intangible Assets

Goodwill

The changes in the carrying amount of goodwill for the year to date period ended September 30, 2015 are as follows (in thousands):

	CPE	N & C	Total
Goodwill	$ 684,597	$ 630,126	$ 1,314,723
Accumulated impairment losses		(378,656)	(378,656)
Balance as of December 31, 2014	$ 684,597	$ 251,470	$ 936,067
Goodwill acquired (disposed), net		78,053	78,053
Other		2,576	2,576

Goodwill	684,597	710,755	1,395,352
Accumulated impairment losses		(378,656)	(378,656)
Balance as of September 30, 2015	$ 684,597	$ 332,099	$ 1,016,696

During the nine months ended September 30, 2015, the Company recorded $78.8 million of goodwill related to the AVN acquisition and disposed of $(0.7) million of goodwill related to the sale of our Supplies business.

Intangibles

During the quarter ended March 31, 2015, the Company recorded intangible assets of $34.3 million for a non-exclusive license to approximately four thousand patent assets purchased by RPX Corporation (RPX), resulting from its agreement to participate in a syndicate of approximately 30 companies, including certain customers of ARRIS, to fund the RPX purchase of patent assets from Rockstar Consortium and its subsidiaries (Rockstar). The license assets have a weighted average useful life of nine years at acquisition.

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Note 5. Investments

ARRIS investments as of September 30, 2015 and December 31, 2014 consisted of the following (in thousands):

	As of September 30, 2015		As of December 31, 2014	
Current Assets:				
Available-for-sale securities	$	107,777	$	126,748
Noncurrent Assets:				
Available-for-sale securities		3,924		8,631
Equity method investments		30,483		27,355
Cost method investments		16,261		15,161
Other investments		24,256		26,493
		74,924		77,640
Total	$	182,701	$	204,388

Available-for-sale securities - ARRIS investments in debt and marketable equity securities are categorized as available-for-sale and are carried at fair value. Realized gains and losses on available-for-sale securities are included in net income. Unrealized gains and losses on available-for-sale securities are included in the Consolidated Balance Sheets as a component of accumulated other comprehensive income (loss). Realized and unrealized gains and losses in total and by individual investment as of September 30, 2015 and December 31, 2014 were not material. The amortized cost basis of the Company s investments approximates fair value.

The contractual maturities of the Company s available-for-sale securities as of September 30, 2015 are shown below. Actual maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties (in thousands):

	September 30, 2015
Within one year	107,777
After one year through five years	
After five years through ten years	
After ten years	3,924
Total	111,701

Other-than-temporary investment impairments - In making this determination, ARRIS evaluates its investments for any other-than-temporary impairment on a quarterly basis considering all available evidence, including changes in general market conditions, specific industry and individual entity data, the financial condition and the near-term prospects of the entity issuing the security, and the Company s ability and intent to hold the investment until recovery.

During the nine months ended September 30, 2015, ARRIS concluded that one private company had indicators of impairment that resulted in other-than-temporary impairment charges of $0.2 million. For the year ended December 31, 2014, ARRIS recognized other-than-temporary impairment charges of $7.0 million. These charges are reflected in the Consolidated Statements of Operations.

Classification of securities as current or non-current is dependent upon management s intended holding period, the security s maturity date and liquidity consideration based on market conditions. If management intends to hold the securities for longer than one year as of the balance sheet date, they are classified as non-current.

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Note 6. Fair Value Measurement

Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). The authoritative guidance establishes a fair value hierarchy that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities. In order to increase consistency and comparability in fair value measurements, the FASB has established a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels. An asset or liability s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of its fair value. The three levels of input defined by the authoritative guidance are as follows:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available.

The following table presents the Company s investment assets (excluding equity and cost method investments) and derivatives measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014 (in thousands):

	September 30, 2015			
	Level 1	Level 2	Level 3	Total
Certificates of deposit	$	$ 62,330	$	$ 62,330
Corporate bonds		15,562		15,562
Short-term bond fund	29,885			29,885
Corporate obligations		48		48
Money markets	210			210
Mutual funds	136			136
Other investments		3,530		3,530
Interest rate derivatives liability derivatives		(17,918)		(17,918)
Foreign currency contracts asset position		12,197		12,197
Foreign currency contracts liability position		(11,655)		(11,655)

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Certificates of deposit	$	$ 63,171	$	$ 63,171
Commercial paper		1,000		1,000
Corporate bonds		37,737		37,737
Short-term bond fund	29,708			29,708
Corporate obligations		46		46
Money markets	210			210
Mutual funds	133			133

Other investments	3,369	3,369
Interest rate derivatives asset derivatives	1,416	1,416
Interest rate derivatives liability derivatives	(6,414)	(6,414)
Foreign currency contracts asset position	2,876	2,876
Foreign currency contracts liability position	(201)	(201)

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In addition to the financial instruments included in the above table, certain nonfinancial assets and liabilities are to be measured at fair value on a nonrecurring basis in accordance with applicable authoritative guidance. This includes items such as nonfinancial assets and liabilities initially measured at fair value in a business combination (but not measured at fair value in subsequent periods) and nonfinancial long-lived asset groups measured at fair value for an impairment assessment. In general, nonfinancial assets including goodwill, other intangible assets and property and equipment are measured at fair value when there is an indication of impairment and are recorded at fair value only when any impairment is recognized. As of September 30, 2015, the Company had not recorded any impairment related to such assets and had no other material nonfinancial assets or liabilities requiring adjustments or write-downs to their current fair value.

The Company believes the face value of the debt as of September 30, 2015 approximated the fair value because of interest-bearing rates that are adjusted periodically, analysis of recent market conditions, prevailing interest rates, and other Company specific factors. The Company has classified the debt as a Level 2 item within the fair value hierarchy.

Note 7. Derivative Instruments and Hedging Activities

ARRIS is exposed to financial market risk, primarily related to foreign currency and interest rates. These exposures are actively monitored by management. To manage the volatility relating to certain of these exposures, the Company enters into a variety of derivative financial instruments. Management s objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings and cash flows associated with changes in foreign currency and interest rates. ARRIS policies and practices are to use derivative financial instruments only to the extent necessary to manage exposures. ARRIS does not hold or issue derivative financial instruments for trading or speculative purposes.

The Company records all derivatives on the balance sheet at fair value.

In April 2013, ARRIS entered into senior secured credit facilities having variable interest rates with Bank of America, N.A. and various other institutions, which are comprised of (i) a Term Loan A Facility of $1.1 billion, (ii) a Term Loan B Facility of $825 million and (iii) a Revolving Credit Facility of $250 million. In June 2015, ARRIS amended and restated its existing credit agreement to improve the terms and conditions of the credit agreement, extend the maturities of certain loan facilities, increase the amount of the revolving credit facility, and add a new Term Loan A-1 Facility to fund the planned acquisition of Pace. As a result of this exposure to interest rate movements, ARRIS has entered into various interest rate swap arrangements, which effectively converted $625 million of the Company s variable-rate debt based on one-month LIBOR to an aggregate fixed rate of approximately 3.15% as of September 30, 2015. This fixed rate could vary up by 50 basis points or down by 25 basis points based on future changes to the Company s net leverage ratio. $600 million of these swaps matures on December 29, 2017 and $25 million matures on March 31, 2020. Additionally, the Company also entered into six $100 million forward-starting interest rate swap arrangements, which effectively will convert $600 million of the Company s variable-rate debt based on one-month LIBOR to an aggregate fixed rate of 4.03% based on the Company s interest rates as of September 30, 2015. This fixed rate could also vary up by 50 basis points or down by 25 basis points based on future changes to the Company s net leverage ratio. Each of these swaps begins on December 29, 2017 and matures on March 31, 2020. ARRIS has designated these swaps as cash flow hedges, and the objective of these hedges is to manage the variability of cash flows in the interest payments related to the portion of the variable-rate debt designated as being hedged.

The Company has U.S. dollar functional currency entities that bill certain international customers in their local currency and foreign functional currency entities that procure in U.S. dollars. ARRIS also has certain predictable expenditures for international operations in local currency. Additionally, certain intercompany transactions are denominated in foreign currencies and subject to revaluation. To mitigate the volatility related to fluctuations in the foreign exchange rates for certain exposures, ARRIS has entered into various foreign currency contracts. As of

September 30, 2015, the Company had option collars with notional amounts totaling 100 million euros which mature throughout 2015 and 2016 and option collars with notional amounts totaling 12 million Canadian dollars which mature throughout 2015, forward contracts with a total notional amount of 120 million Australian dollars which mature throughout 2015 and 2016, forward contracts with notional amounts totaling 7 million Canadian dollars which mature throughout 2015 and forward contracts with notional amounts totaling 45 million euros which mature throughout 2015, 2016 and 2017.

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The Company s foreign currency derivative financial instruments economically hedge certain risk but are not designated as hedges, and accordingly, all changes in the fair value of the instruments are recognized as a loss (gain) on foreign currency in the Consolidated Statements of Operations.

As part of the Pace plc acquisition, the Company will be obligated to pay the Pace Scheme shareholders 132.5 pence per share in cash consideration, which is approximately 439 million British pounds as of September 30, 2015. As such, the Company entered into foreign currency forward contracts to purchase British pounds and sell U.S. Dollars in order to mitigate the volatility related to fluctuations in the foreign exchange rate until the acquisition closing date occurs. As of September 30, 2015, the Company had forward contracts with notional amounts totaling 345 million British pounds which mature on March 31, 2016. The contracts fixed the British pound to U.S. dollar forward exchange rate at various rates. During the three and nine months ended September 30, 2015, losses of $15.4 million and $8.6 million were recorded related to the British pound forward contracts, respectively.

Cash Flow Hedges of Interest Rate Risk

The Company s objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income (loss) and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2015, such derivatives were used to hedge the variable cash flows associated with debt. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the three and nine months ended September 30, 2015, the Company did not have expenses related to hedge ineffectiveness in earnings.

Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the Company s variable-rate debt. Over the next 12 months, the Company estimates that an additional $6.3 million may be reclassified as an increase to interest expense.

The table below presents the pre-tax impact of the Company s derivative financial instruments had on the Accumulated Other Comprehensive Income and Consolidated Statement of Operations for the three and nine months ended September 30, 2015 (in thousands):

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2015	2014	2015	2014
Gain (Loss) Recognized in OCI on Derivative (Effective Portion)	$ (12,504)	$ 2,107	$ (18,505)	$ (4,730)
Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Interest expense	Interest expense	Interest expense	Interest expense
	1,906	1,905	5,585	5,647

Amounts Reclassified from Accumulated OCI into Income (Effective Portion)

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The following table indicates the location on the Consolidated Balance Sheets in which the Company s derivative assets and liabilities have been recognized, the fair value hierarchy level applicable to each derivative type and the related fair values of those derivatives as of September 30, 2015 and December 31, 2014 were as follows (in thousands):

	As of September 30, 2015		As of December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives not designated as hedging instruments:				
Foreign exchange contracts asset derivatives	Other current assets	$ 12,197	Other current assets	$ 2,876
Foreign exchange contracts liability derivatives	Other accrued liabilities	11,655	Other accrued liabilities	201
Derivatives designated as hedging instruments:				
Interest rate derivatives asset derivatives	Other assets	$	Other assets	$ 1,416
Interest rate derivatives liability derivatives	Other accrued liabilities	6,330	Other accrued liabilities	$ 6,414
Interest rate derivatives liability derivatives	Other long-term liabilities	11,588	Other long-term liabilities	

The change in the fair values of ARRIS derivative instruments recorded in the Consolidated Statements of Operations during the three and nine months ended September 30, 2015 and 2014 were as follows (in thousands):

		Three Months Ended September 30,		Nine Months Ended September 30,	
	Statement of Operations Location	2015	2014	2015	2014
Derivatives Not Designated as Hedging Instruments:					
Foreign exchange contracts	Loss (gain) on foreign currency	7,551	$ (1,699)	$ (5,477)	$ (1,699)
Derivatives Designated as Hedging Instruments:					
Interest rates derivatives	Interest expense	$ 1,906	$ 1,905	$ 5,585	$ 5,647

Credit risk-related Contingent Features

ARRIS has agreements with each of its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company s default on the indebtedness. As of September 30, 2015, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was $18.6 million. As of September 30, 2015, the Company has not posted any collateral related to these agreements nor has it required any of its counterparties to post collateral related to these or any other agreements.

Note 8. Pension Benefits

Components of Net Periodic Pension Cost (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
Interest cost	$ 429	$ 446	$ 1,287	$ 1,337
Expected gain on plan assets	(210)	(219)	(630)	(656)
Amortization of net loss	209	76	627	229
Net periodic pension cost	$ 428	$ 303	$ 1,284	$ 910

Employer Contributions

No minimum funding contributions are required in 2015 under the Company s defined benefit plan. The Company has established two rabbi trusts to fund the Company s pension obligations under the non-qualified plan of the Chief Executive Officer and certain executive officers. The balance of these rabbi trust assets as of September 30, 2015 was approximately $18.0 million and is included in Investments on the Consolidated Balance Sheets.

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Note 9. Product Warranties

ARRIS provides warranties of various lengths to customers based on the specific product and the terms of individual agreements. The Company provides for the estimated cost of product warranties based on historical trends, the embedded base of product in the field, failure rates, and repair costs at the time revenue is recognized. Expenses related to product defects and unusual product warranty problems are recorded in the period that the problem is identified. While the Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its suppliers, the estimated warranty obligation could be affected by changes in ongoing product failure rates, material usage and service delivery costs incurred in correcting a product failure, as well as specific product failures outside of ARRIS baseline experience. If actual product failure rates, material usage or service delivery costs differ from estimates, revisions (which could be material) would be recorded to the warranty liability.

The Company offers extended warranties and support service agreements on certain products. Revenue from these agreements is deferred at the time of the sale and recognized on a straight-line basis over the contract period. Costs of services performed under these types of contracts are charged to expense as incurred, which approximates the timing of the revenue stream.

Information regarding the changes in ARRIS aggregate product warranty liabilities for the nine months ended September 30, 2015 was as follows (in thousands):

Balance at December 31, 2014	$ 74,320
Accruals related to warranties (including changes in estimates)	14,481
Settlements made (in cash or in kind)	(32,986)
Balance at September 30, 2015	$ 55,815

During the third quarter of 2015, the Company recorded $5.1 million of warranty expense to correct an immaterial error in our warranty accrual as of June 30, 2015. The Company determined the cumulative impact of the correction to be immaterial to our previously issued interim financial statements in 2015.

Note 10. Inventories

The components of inventory were as follows, net of reserves (in thousands):

	September 30, 2015		December 31, 2014	
Raw material	$	71,534	$	61,068
Work in process		4,887		6,713
Finished goods		291,115		333,384
Total inventories, net	$	367,536	$	401,165

Note 11. Property, Plant and Equipment

Property, plant and equipment, at cost, consisted of the following (in thousands):

	September 30, 2015	December 31, 2014
Land	$ 68,562	$ 87,952
Building and leasehold improvements	138,226	141,581
Machinery and equipment	429,009	402,709
	635,797	632,242
Less: Accumulated depreciation	(316,354)	(265,811)
Total property, plant and equipment, net	$ 319,443	$ 366,431

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Note 12. Leases

Sale-leaseback of San Diego Office Complex:

In the first quarter of 2015, the Company sold its San Diego office complex consisting of land and buildings with a net book value of $71.0 million, for total consideration of $85.5 million. The Company concurrently entered into a leaseback arrangement for two buildings on the San Diego campus (Building 1 and Building 2) with an initial leaseback term of ten years for Building 1 and a maximum term of one year for Building 2. The Company determined that the sale-leaseback of Building 1 did not qualify for sale-leaseback accounting due to continuing involvement that will exist for the 10-year lease term. Accordingly, the carrying amount of Building 1 will remain on the Company s balance sheet and will be depreciated over its remaining useful life with the proceeds reflected as a financing obligation.

At September 30, 2015, the minimum lease payments required on the financing obligation were as follows (in thousands):

2015 (for the remaining three months)	$ 982
2016	4,016
2017	4,136
2018	4,260
2019	4,388
Thereafter through 2025	25,277
Total minimum lease payments	$ 43,059

The Company concluded that Building 2 qualified for sale-leaseback accounting with the subsequent leaseback classified as an operating lease. A loss of $5.3 million was recorded at the closing of the transaction in first quarter of 2015.

Note 13. Indebtedness

The following is a summary of indebtedness and lease financing obligations as of September 30, 2015 and December 31, 2014 (in thousands):

	As of September 30, 2015	As of December 31, 2014
Current liabilities:		
Term A loan	$ 47,928	$ 73,956
Lease finance obligations	719	
	48,647	73,956
Noncurrent liabilities:		
Term A loan	924,148	925,473
Term B loan	542,429	541,897

Revolver				
Lease finance obligations		58,877		
		1,525,454		1,467,370
Total	$	1,574,101	$	1,541,326

Senior Secured Credit Facilities

On June 18, 2015, ARRIS amended and restated its existing credit agreement dated March 27, 2013 (the Existing Credit Agreement) to improve the terms and conditions of the credit agreement, extend the maturities of certain loan facilities, increase the amount of the revolving credit facility, and add a new term A-1 loan facility to fund the planned acquisition of Pace. The credit facility under the amended credit agreement (the Amended Credit Agreement) was entered into with Bank of America, N.A. and various other institutions, and is comprised of (i) a Term Loan A Facility of $990 million, (ii) a Term Loan B Facility of $543.8 million, (iii) a Revolving Credit Facility of $500 million and (iv) a Term Loan A-1 Facility of $800 million, which is expected to be funded upon the closing of the planned acquisition of Pace. If the planned acquisition of Pace is terminated or abandoned, the Company may use the $400 million of the Term Loan A-1 Facility proceeds for general corporate purposes and an additional amount up to $400 million to refinance existing indebtedness. The Amended Credit Agreement refinanced the Term Loan A Facility and Revolving Credit Facility under the Existing Credit Agreement while the Term Loan B Facility is a continuation of the Term Loan B Facility under the Existing Credit Agreement. Under the Amended Credit Agreement, the Term Loan A Facility and the Revolving Credit Facility will mature on June 18, 2020. The Term Loan B Facility will mature on April 17, 2020. ARRIS determined that the refinancing transaction was treated as a debt modification as the changes in the terms of the amended Term Loan A Facility and Revolving Credit Facility were not considered substantial. In connection with the Amended Credit Agreement, as of September 30, 2015, the Company capitalized approximately $5.0 million of financing fees and $3.2 million of original issuance discount. In addition, the Company expensed approximately $13.0 million of debt issuance costs and wrote off approximately $2.1 million of existing debt issuance costs associated with certain lenders who were not party to the amended Term Loan A Facility and Revolving Credit Facility, which were included as interest expense in the Consolidated Statements of Operations for the three and nine months ended September 30, 2015. Interest rates on borrowings under the senior secured credit facilities are set forth in the table below. As of September 30, 2015, ARRIS had $1,521.4 million principal amount outstanding under the Term Loan A and Term Loan B Facilities, no borrowings under the Revolving Credit Facility and letters of credit totaling $2.4 million issued under the Revolving Credit Facility.

	Rate	As of September 30, 2015
Term Loan A	LIBOR + 1.75%	1.94%
Term Loan B	LIBOR(1) + 2.50%	3.25%
Revolving Credit Facility(2)	LIBOR + 1.75%	Not Applicable

(1) Includes LIBOR floor of 0.75%

(2) Includes unused commitment fee of 0.35% and letter of credit fee of 1.75% not reflected in interest rate above.

Borrowings under the senior secured credit facilities are secured by first priority liens on substantially all of the assets of ARRIS and certain of its present and future subsidiaries who are or become parties to, or guarantors under, the Amended Credit Agreement governing the senior secured credit facilities. The Amended Credit Agreement provides terms for mandatory prepayments and optional prepayments and commitment reductions. The Amended Credit Agreement also includes events of default, which are customary for facilities of this type (with customary grace periods, as applicable), including provisions under which, upon the occurrence of an event of default, all amounts outstanding under the credit facilities may be accelerated. The Amended Credit Agreement contains usual and customary limitations on indebtedness, liens, restricted payments, acquisitions and asset sales in the form of affirmative, negative and financial covenants, which are customary for financings of this type, including the maintenance of a minimum interest coverage ratio of 3.50:1 and a maximum leverage ratio of 3.75:1 (with a scheduled decrease to 3.50:1). As of September 30, 2015, ARRIS was in compliance with all covenants under the Amended Credit Agreement.

The Amended Credit Agreement provides for certain adjustments to the interest rates paid on the Term Loan A, Term Loan A-1, Term Loan B and Revolving Credit Facility based upon certain leverage ratios.

During the nine months ended September 30, 2015, the Company made mandatory prepayments of approximately $26.1 million related to the senior secured credit facilities. In addition, the Company paid $15 million of debt assumed in the AVN acquisition during the second quarter of 2015. Quarterly mandatory principal repayments on Term Loan A-1 will begin in the quarter in which the facility is funded.

As of September 30, 2015, the scheduled maturities of the contractual debt obligations for the next five years are as follows (in thousands):

2015 (for the remaining three months)	$ 12,375
2016	49,500
2017	49,500
2018	49,500
2019	49,500
Thereafter	1,311,063

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Note 14. Segment Information

The management approach has been used to present the following segment information. This approach is based upon the way the management of the Company organizes segments within an enterprise for making operating decisions and assessing performance. Financial information is reported on the basis that it is used internally by the chief operating decision maker (CODM) for evaluating segment performance and deciding how to allocate resources to segments. The Company s chief executive officer has been identified as the CODM.

Our CODM manages the Company under two segments:

Customer Premises Equipment (CPE) The CPE segment s product solutions include set-top boxes, gateways, and subscriber premises equipment that enable service providers to offer voice, video and high-speed data services to residential and business subscribers.

Network and Cloud (N&C) The N&C segment s product solutions include cable modem termination system, video infrastructure, distribution and transmission equipment and cloud solutions that enable facility-based service providers to construct a state-of-the-art residential and metro distribution network. The portfolio also includes a full suite of global services that offer technical support, professional services and system integration offerings to enable solutions sales of ARRIS end-to-end product portfolio.

These operating segments were determined based on the nature of the products and services offered. The measure that is used to assess the reportable segment s operating performance is direct contribution. Direct contribution is defined as gross margin less direct operating expense. The Corporate and Unallocated Costs category of expenses include corporate sales and marketing, home office general and administrative expenses, annual bonus and equity compensation. These expenses are not included in the measure of segment direct contribution and as such are reported as Corporate and Unallocated Costs and are included in the reconciliation to income (loss) before income taxes. A measure of assets is not applicable, as segment assets are not regularly reviewed by the CODM for evaluating performance or allocating resources.

The table below represents information about the Company s reportable segments for the three and nine months ended September 30, 2015 and 2014 (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Net sales to external customers:				
CPE	$ 811,731	$ 945,386	$ 2,471,369	$ 2,861,912
N&C	409,619	460,837	1,225,243	1,202,105
Other	66	(778)	38	(4,483)
Total	1,221,416	1,405,445	3,696,650	4,059,534
Direct contribution:				

CPE	141,427	208,163	443,186	624,732
N&C	121,211	134,217	333,010	304,133
Segment total	262,638	342,380	776,196	928,865
Corporate and unallocated costs	(137,194)	(152,945)	(426,097)	(463,012)
Amortization of intangible assets	(57,132)	(57,100)	(171,062)	(179,835)
Integration, acquisition, restructuring and other	(7,531)	(10,226)	(20,996)	(34,246)
Operating income	60,781	122,109	158,041	251,772
Interest expense	14,749	14,217	56,570	49,041
Loss on investments	3,446	6,368	6,565	11,278
Interest income	(513)	(653)	(1,792)	(1,937)
Loss on foreign currency	10,843	3,107	4,204	3,760
Other expense (income), net	(2,827)	(63)	5,170	6,530
Income before income taxes	$ 35,083	$ 99,133	$ 87,324	$ 183,100

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For the three and nine month periods ended September 30, 2015 and 2014, the compositions of our corporate and unallocated costs that are reflected in the consolidated statement of operations were as follows (in thousands):

	For the Three Months Ended September 30, 2015	2014	For the Nine Months Ended September 30, 2015	2014
Corporate and unallocated costs:				
Cost of sales	$ 14,753	$ 18,256	$ 44,440	$ 53,765
Selling, general and administrative expenses	84,250	86,612	259,524	265,925
Research and development expenses	38,191	48,077	122,133	143,322
Total	$ 137,194	152,945	426,097	463,012

Note 15. Sales Information

ARRIS sells its products primarily in the United States. The Company s international revenue is generated from Asia Pacific, Canada, Europe, and Latin America. Sales to customers outside of United States were approximately 27.1% and 26.8%, for the three months ended September 30, 2015 and 2014, respectively. For the nine months ended September 30, 2015 and 2014, sales to customers outside of United States were approximately 27.7% and 24.7%, respectively.

International sales by region for the three and nine months ended September 30, 2015 and 2014 were as follows (in thousands):

	Three Months Ended September 30, 2015	**2014**	**Nine Months Ended September 30, 2015**	**2014**
Americas, excluding U.S. (1)	$ 203,977	$ 246,922	$ 651,377	$ 661,005
Asia Pacific	33,863	38,584	103,907	113,674
EMEA	93,676	90,759	267,308	226,885
Total international sales	$ 331,516	$ 376,265	$ 1,022,592	$ 1,001,564

(1) Excludes U.S. sales of $889.9 million and $2,674.1 million for the three and nine months ended September 30, 2015, respectively. Excludes U.S. sales of $1,029.2 million and $3,058.0 million for the three and nine months ended September 30, 2014, respectively.

Note 16. Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share (EPS) computations for the periods indicated (in thousands except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Basic:				
Net income attributable to ARRIS Group Inc.	$ 26,257	$ 54,626	$ 62,140	$ 134,451
Weighted average shares outstanding	146,781	144,967	146,146	144,085
Basic earnings per share	$ 0.18	$ 0.38	$ 0.43	$ 0.93
Diluted:				
Net income attributable to ARRIS Group Inc.	$ 26,257	$ 54,626	$ 62,140	$ 134,451
Weighted average shares outstanding	146,781	144,967	146,146	144,085
Net effect of dilutive equity awards	2,641	3,786	3,086	3,911
Total	149,422	148,753	149,232	147,996
Diluted earnings per share	$ 0.18	$ 0.37	$ 0.42	$ 0.91

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For the three and nine months ended September 30, 2015, approximately 26.4 thousand and 9.0 thousand of the equity-based awards, respectively, were excluded from the computation of diluted earnings per share shares because their effect would have been anti-dilutive. During the same periods in 2014, approximately zero and 4.5 thousand of the equity-based awards, respectively, were excluded from the dilutive securities above. These exclusions are made if the exercise price of these equity-based awards is in excess of the average market price of the common stock for the period, or if the Company has net losses, both of which have an anti-dilutive effect.

During the nine months ended September 30, 2015, the Company issued 2.3 million shares of its common stock related to stock option exercises and the vesting of restricted shares, as compared to 3.1 million shares for the twelve months ended December 31, 2014.

The Company has not paid cash dividends on its common stock since its inception.

Note 17. Changes in Equity

The following table provides a reconciliation of the beginning and ending carrying amounts of total equity, equity attributable to shareholders of ARRIS Group, Inc. and equity attributable to noncontrolling interest (in thousands):

	Common Stock	Capital in Excess of Par Value	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total ARRIS Group, Inc. stockholders equity	Non-controlling Interest	Total stockholders equity
Balance, December 31, 2014	$ 1,796	$ 1,739,700	$ (306,330)	$ 266,642	$ (11,047)	$ 1,690,761	$	$ 1,690,761
Net income (loss)				62,140		62,140	(4,526)	57,614
Other comprehensive income (loss), net of tax					(9,189)	(9,189)	(20)	(9,209)
Contribution from noncontrolling interest							54,250	54,250
Compensation under stock award plans		46,556				46,556		46,556
Issuance of common stock and other	23	(24,456)				(24,433)		(24,433)
Repurchase of common stock,			(24,999)			(24,999)		(24,999)

net of issuances								
Income tax benefit related to exercise of stock options		311				311		311
Balance, September 30, 2015	$ 1,819	$ 1,762,111	$ (331,329)	$ 328,782	$ (20,236)	$ 1,741,147	$ 49,704	$ 1,790,851

Note 18. Income Taxes

For the nine months ended September 30, 2015 and 2014, the Company recorded income tax expense of $29.7 million and $48.6 million, respectively. Below is a summary of the components of the tax expense for the three and nine month periods ended September 30, 2015 and 2014 (in thousands, except for percentages):

	Three Months Ended September 30,					
	2015			2014		
	Income Before Tax	Income Tax Expense (Benefit)	Effective Tax Rate	Income Before Tax	Income Tax Expense (Benefit)	Effective Tax Rate
Non-discrete items	$ 33,321	$ 15,239	45.7%	$ 109,703	$ 39,136	35.7%
Write down in cost method investments				(4,000)	(1,440)	
Acquisition costs				(6,570)	(2,367)	
Return to provision adjustments		1,568			4,550	
Valuation allowances, uncertain tax positions		(29,951)			7,234	
Change in state deferred rates					1,403	
Taiwan gain		18,972				
U.S. loss on AVN	(1,907)	2,240				
Purchased attributes	3,669	3,669				
Intangible reattribution					$ (4,009)	
Total	$ 35,083	$ 11,737	33.5%	$ 99,133	$ 44,507	44.9%

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	Nine Months Ended September 30,					
	2015			2014		
	Income Before Tax	Income Tax Expense (Benefit)	Effective Tax Rate	Income Before Tax	Income Tax Expense (Benefit)	Effective Tax Rate
Non-discrete items	$ 90,846	$ 37,029	40.8%	$ 222,815	$ 79,577	35.7%
Loss on real estate held for sale				(2,125)	(760)	
Write down in cost method investments				(7,000)	(2,502)	
Acquisition costs				(30,590)	(10,936)	
Change in state deferred rates					(3,836)	
Net operating losses acquired					(18,163)	
Return to provision adjustments		1,568			6,186	
Valuation allowances, uncertain tax positions		(33,768)			2,582	
Intangible reattribution					(4,009)	
Taiwan gain		18,972				
U.S. loss on AVN	$ (7,191)	2,240				
Purchased attributes	$ 3,669	3,669				
Other					510	
Total	$ 87,324	$ 29,710	34.0%	$ 183,100	$ 48,649	26.6%

The change in the income tax expense for the three month period ended September 30, 2015 compared to the three month period ended September 30, 2014, was due to a benefit for the release of $21.6 million of valuation allowances on net operating loss carryforwards, as well as a benefit of $8.4 million from releasing uncertain tax positions relating to settled income tax audits. In addition, ARRIS recognized a gain relating to its Taiwanese entity, resulting in a tax expense of $19 million. The Company also recorded income tax expense relating to return to provision adjustments of $1.6 million. Furthermore, the Company was informed that foreign tax credit attributes that it had received from Google on the purchase of Motorola Home were reduced as Google filed its final tax returns relating to Motorola Home. This generated book income and tax expense of $3.7 million during the period ended September 30, 2015.

Our effective income tax rate for the nine month period ended September 30, 2015 also includes a benefit for the release of $3.8 million of valuation allowances on capital loss carryforwards, which were utilized to offset capital gains generated by the taxable sale of real property in San Diego, California. In addition, ARRIS did not record a tax benefit on operating losses of $7.2 million from AVN, including $5.2 million of losses which were recorded through the second quarter. ARRIS purchased a 65% interest in this joint venture during the second quarter. During the third quarter of 2015, AVN was converted into a limited liability company, generating $2.2 million of income tax expense.

Our effective income tax rate for the nine months ended September 30, 2014 included benefits of $18.2 million from the release of valuation allowances on net operating losses acquired in the Motorola Home transaction, a benefit of $3.8 million from changes in state deferred income tax rates resulting from state tax planning, and other benefits of $8.9 million primarily relating to the integration of the Motorola Home business which occurred during 2014 and do not recur in 2015.

For the nine month period ended September 30, 2015, the Company did not record any benefits attributed to research and development tax credits, as the tax credit has not been reenacted.

The earnings from the Company s non-U.S. subsidiaries are considered to be permanently invested outside of the United States, with the exception of our Israeli entity. Accordingly, no provision for U.S. federal and state income taxes on those non-U.S. earnings has been made in the accompanying consolidated financial statements. Any future distribution of these non-U.S. earnings may subject the Company to both U.S. federal and state income taxes, after reduction for foreign taxes credited.

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Note 19. Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in accumulated other comprehensive income (loss) by component, net of taxes, for the nine months ended September 30, 2015 and 2014 (in thousands):

	Available-for sale securities	Change related to pension liability	Derivative instruments	Cumulative translation adjustments	Total
Balance as of December 31, 2014	$ 25	$ (7,181)	$ (3,166)	$ (725)	$ (11,047)
Other comprehensive (loss) income before reclassifications	(28)	80	(11,670)	(1,000)	(12,618)
Amounts reclassified from accumulated other comprehensive income (loss)	(93)		3,522		3,429
Net current-period other comprehensive income (loss)	(121)	80	(8,148)	(1,000)	(9,189)
Balance as of September 30, 2015	$ (96)	$ (7,101)	$ (11,314)	$ (1,725)	$ (20,236)

	Available-for sale securities	Change related to pension liability	Derivative instruments	Cumulative translation adjustments	Total
Balance as of December 31, 2013	$ 306	$ (2,416)	$ (2,541)	$ (11)	$ (4,662)
Other comprehensive (loss) income before reclassifications	(383)		(2,998)	(154)	(3,535)
Amounts reclassified from accumulated other comprehensive income (loss)			3,580		3,580
Net current-period other comprehensive income (loss)	(383)		582	(154)	45
Balance as of September 30, 2014	$ (77)	$ (2,416)	$ (1,959)	$ (165)	$ (4,617)

Note 20. Commitments and Contingencies

Bank Guarantees

The Company has outstanding bank guarantees, of which certain amounts are collateralized by restricted cash. As of September 30, 2015, the restricted cash associated with the outstanding bank guarantee was $0.8 million which is reflected in Other Assets on the Consolidated Balance Sheets.

Legal Proceedings

The Company accrues a liability for legal contingencies when it believes that it is both probable that a liability has been incurred and that it can reasonably estimate the amount of the loss. The Company reviews these accruals and adjusts them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel and other relevant information. To the extent new information is obtained and the Company s views on the probable outcomes of claims, suits, assessments, investigations or legal proceedings change, changes in the Company s accrued liabilities would be recorded in the period in which such determinations are made. Unless noted otherwise, the amount of liability is not probable or the amount cannot be reasonably estimated; and, therefore, accruals have not been made.

Due to the nature of the Company s business, it is subject to patent infringement claims, including current suits against it or one or more of its wholly-owned subsidiaries, or one or more of our customers who may seek indemnification from us, alleging infringement by various Company products and services. The Company believes that it has meritorious defenses to the allegation made in its pending cases and intends to vigorously defend these lawsuits; however, it is currently unable to determine the ultimate outcome of these or similar matters. Accordingly, with respect to these proceedings, we are currently unable to reasonably estimate the possible loss or range of possible losses. In addition, the Company is a defendant in various litigation matters generally arising out of the normal course of business. (See Part II, Item 1 Legal Proceedings for additional details)

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Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

Overview

ARRIS is a global provider of entertainment and communications solutions. We are headquartered in Suwanee, Georgia. We operate in two business segments: Customer Premises Equipment and Network & Cloud. We enable service providers including cable, telephone, and digital broadcast satellite operators and media programmers to deliver media, voice, and IP data services to their subscribers. We are a leader in set tops, digital video and Internet Protocol Television distribution systems, broadband access infrastructure platforms, and associated data and voice CPE, which we also sell directly to consumers through retail channels. Our solutions are complemented by a broad array of services including technical support, repair and refurbishment, and system design and integration.

Business and Financial Highlights

Business Highlights

- Pending Pace acquisition:
  - Announced in April 2015 a deal to acquire Pace plc to expand our product offerings and international reach.
  - Obtained both ARRIS and Pace shareholders approval for the acquisition in October 2015.
  - Continue to work through the review process with the Department of Justice and other foreign regulators to satisfy the remaining regulatory conditions to close the transaction.
  - Anticipate the transaction to close in December 2015 or first quarter of 2016.
- Sales and earnings down year over year
  - Telco sales are being impacted by AT&T/DirecTV merger and lower video subscriber adds.
  - Industry consolidations continue to impact business in the near term.
  - Strength in the U.S. dollar has continued to put downward pressure on international business.

CPE Segment

Net sales and direct contribution decreased by 14% and 32% respectively year-over-year, reflecting continued operator subscriber growth challenges, particularly with our telco customers.

Net sales and direct contribution decreased by 3% and 6% respectively quarter over quarter, reflecting further pressure from changing strategies and business challenges associated with our telco customers.

Cable CPE sales improved sequentially with robust DOCSIS and video gateway shipments.

Strong retail business performance in the quarter as we achieved our highest level of cable gateway and modem shipments in this channel.

Formally announced the deployment of the ARRIS XB3 platform with Comcast.

Secured a position with Tier 1 customer on a next generation DSL gateway.

Launched a next generation video gateway platform with Shaw Communications.

N&C Segment

Net sales and direct contribution dollars decreased by 11% and 10% respectively year-over-year, with challenging comparisons due to the record level of CMTS shipments in second half of 2014 as we ramped production and benefited from pent up demand for the new E6000 CCAP platform.

Net sales decreased 3% and direct contribution increased 3% quarter over quarter as expected, as previous shipments were being installed and deployed. Margins benefited by an increasing mix of CMTS software license sales.

Strong demand for Access and Transport HFC products as operators expand broadband capacity.

Results include a full quarter of pro-rata share of ActiveVideo results, which were slightly dilutive in the quarter.

Launched new Managed Wi-Fi services initiative.

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Financial Highlights

Net sales in the third quarter and nine months ended September 30, 2015 were $1,221.4 million and $3,696.7 million, respectively, as compared to $1,405.4 million and $4,059.5 million in the same periods in 2014.

Gross margin percentage was 29.4% in the third quarter of 2015, which compares to 31.0% in the third quarter of 2014.

Total operating expenses (excluding amortization of intangible assets, integration, acquisition, restructuring and other costs) in the third quarter of 2015 were $233.9 million, as compared to $246.3 million in the same period last year.

We ended the third quarter of 2015 with $781.1 million of cash, cash equivalents, and short-term marketable security investments. The Company generated $224.5 million of cash from operating activities through the first nine months of 2015, which compares to $329.2 million generated during the same period in 2014.

We ended the third quarter 2015 with long-term debt of $1,521.4 million, at face value, the current portion of which is $49.5 million. We repaid $26.1 million of our Term Loans under our credit facility and $15 million of indebtedness related to AVN in the first nine months of 2015.

Comparison of Operations for the Three and Nine Months Ended September 30, 2015 and 2014

Net Sales

The table below sets forth our net sales for the three and nine months ended September 30, 2015 and 2014, for each of our segments (in thousands):

	Net Sales				Increase (Decrease) Between 2015 and 2014			
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2015	2014	2015	2014	$	%	$	%
Segment:								
CPE	$ 811,731	$ 945,386	$ 2,471,369	$ 2,861,912	$ (133,655)	(14.1)%	$ (390,543)	(13.6)%
N&C	409,619	460,837	1,225,243	1,202,105	(51,218)	(11.1)%	23,138	1.9%
Other	66	(778)	38	(4,483)	844	108.5%	4,521	100.8%
Total sales	$ 1,221,416	$ 1,405,445	$ 3,696,650	$ 4,059,534	$ (184,029)	(13.1)%	$ (362,884)	(8.9)%

The table below sets forth our domestic and international sales for the three and nine months ended September 30, 2015 and 2014 (in thousands):

	Net Sales				Increase (Decrease) Between 2015 and 2014			
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2015	2014	2015	2014	$	%	$	%
Domestic	$ 889,900	$ 1,029,180	$ 2,674,058	$ 3,057,970	$ (139,280)	(13.5)%	$ (383,912)	(12.6)%
International								
Americas, excluding U.S.	203,977	246,922	651,377	661,005	(42,945)	(17.4)%	(9,628)	(1.5)%
Asia Pacific	33,863	38,584	103,907	113,674	(4,721)	(12.2)%	(9,767)	(8.6)%
EMEA	93,676	90,759	267,308	226,885	2,917	3.2%	40,423	17.8%
Total International	331,516	376,265	1,022,592	1,001,564	(44,749)	(11.9)%	21,028	2.1%
Total sales	$ 1,221,416	$ 1,405,445	$ 3,696,650	$ 4,059,534	$ (184,029)	(13.1)%	$ (362,884)	(8.9)%

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Customer Premises Equipment Net Sales 2015 vs. 2014

During the three and nine months ended September 30, 2015, net sales in our CPE segment decreased by approximately 14.1% and 13.6%, respectively, as compared to the same period in 2014.

For the three and nine months ended September 30, 2015, CPE sales declined primarily as a result of lower video CPE product sales compared to the same period the prior year. The decline was driven by sales of new product introductions and platform transitions implemented by certain customers during 2014 which did not recur, as well as telco customer subscriber growth challenges in 2015. This was partially offset by growth in sales of broadband CPE products.

Network and Cloud Net Sales 2015 vs. 2014

During the three months ended September 30, 2015, net sales in N&C segment decreased by approximately 11.1% as compared to the third quarter of 2014. During the nine months ended September 30, 2015, net sales in N&C segment increased by approximately 1.9% as compared to the same period in 2014.

For the three and nine months ended September 30, 2015, net sales of infrastructure equipment decreased $61.0 million and $13.5 million, respectively, as compared to the same period the prior year. The decrease reflects higher shipments in the second half of 2014 resulting from the launch of the E6000 CCAP platform, offset by increases in distribution and transmission equipment sales. For the three and nine months ended September 30, 2015, net sales of professional services increased $4.9 million and $31.7 million, respectively, as compared to the same period the prior year. The increase year over year is a result of the growing pipeline of professional services projects during 2015.

Gross Margin

The table below sets forth our gross margin for the three and nine months ended September 30, 2015 and 2014 (in thousands, except percentages):

	Gross Margin				Increase (Decrease) Between 2015 and 2014			
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2015	2014	2015	2014	$	%	$	%
Gross margin dollars	$ 359,333	$ 435,734	$ 1,060,250	$ 1,201,921	$ (76,401)	(17.5)%	$ (141,671)	(11.8)%
Gross margin percentage	29.4%	31.0%	28.7%	29.6%		(1.6)		(0.9)

During the three and nine months ended September 30, 2015, gross margin dollars and gross margin percentage decreased as compared to the same period in 2014. The decrease in gross margin dollars and percentage is primarily the result of product mix and lower sales.

Operating Expenses

The table below provides detail regarding our operating expenses (in thousands):

	Operating Expenses				Increase (Decrease) Between 2015 and 2014			
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2015	2014	2015	2014	$	%	$	%
Selling, general and administrative	$ 101,685	$ 103,497	$ 309,219	$ 314,991	$ (1,812)	(1.8)%	$ (5,772)	(1.8)%
Research & development	132,204	142,802	400,932	421,077	(10,598)	(7.4)%	(20,145)	(4.8)%
Amortization of intangibles	57,132	57,100	171,062	179,835	32	0.1%	(8,773)	(4.9)%
Integration, acquisition, restructuring & other	7,531	10,226	20,996	34,246	(2,695)	(26.4)%	(13,250)	(38.7)%
Total	$ 298,552	$ 313,625	$ 902,209	$ 950,149	$ (15,073)	(4.8)%	$ (47,940)	(5.0)%

Selling, General and Administrative or SG&A, Expenses

Our selling, general and administrative expenses include sales and marketing costs, including personnel expenses for sales and marketing staff expenses, advertising, trade shows, corporate communications, product marketing expenses and other marketing expenses. In addition, general and administrative expenses consist of personnel expenses and other general corporate expenses for corporate executives, finance and accounting, human resources, facilities, information technology, legal and professional fees.

SG&A expenses decreased for the three months ended September 30, 2015 compared to the prior year due to lower variable compensation expense of approximately $5.0 million as a result of lower sales and operating income, $3.0 million decrease in sales and marketing expenses, which were partially offset by $3.3 million increase in general and administrative expenses primarily related to higher IT and outside service costs and $2.8 million of incremental expense associated with the AVN acquisition.

SG&A expenses decreased for the nine months ended September 30, 2015 compared to the prior year. The decrease is due to lower variable compensation expense of approximately $14.0 million as a result of lower sales and operating income, $0.4 million decrease in general and administrative expenses primarily related to lower IT and outside service costs offset by $3.8 million increase in sales and marketing expenses and $4.9 million of incremental expense associated with the AVN acquisition.

Research and Development or R&D, Expenses

Research and development expenses consist primarily of personnel expenses, payments to suppliers for design services, product certification expenditures to qualify our products for sale into specific markets, prototypes, other consulting fees and reasonable allocations of our information technology and corporate facility costs. Research and development expenses are recognized as they are incurred.

During the three months ended September 30, 2015, R&D expenses decreased as compared to the same period in 2014. The decrease is due to lower variable compensation expense of approximately $5.6 million as a result of lower sales and operating income, $2.5 million reduction in consulting fees, project related expenses and lower IT expenses, $4.8 million reduction in depreciation expense, which were partially offset by $2.4 million of incremental expense associated with the AVN acquisition.

During the nine months ended September 30, 2015, R&D expenses decreased as compared to the same period in 2014. The decrease is due to lower variable compensation expense of approximately $13.3 million as a result of lower sales and operating income, $6.2 million reduction primarily in consulting fees, project related expenses and lower IT expenses, $6.2 million reduction in depreciation expense which were partially offset by $3.9 million of incremental expense associated with the AVN acquisition.

Integration, Acquisition, Restructuring and Other Costs

During the three months ended September 30, 2015 and 2014, we recorded integration, acquisition, restructuring and other costs of $7.5 million and $10.2 million, respectively. For the nine months ended September 30, 2015 and 2014, integration, acquisition, restructuring and other cost was $21.0 million and $34.2 million, respectively. The decline year over year, primarily related to integration related outside services and legal fees incurred in 2014 related to the acquisition of Motorola Home. Costs in 2015 are primarily related to the AVN acquisition and the proposed acquisition of Pace and are expected to increase as we work to complete and integrate the Pace acquisition.

Amortization of Intangible Assets

Our intangible amortization expense relates to finite-lived intangible assets acquired in business combinations. Intangibles amortization expense for the three months ended September 30, 2015 and 2014 was $57.1 million. For the nine months ended September 30, 2015 and 2014, intangible amortization expense was $171.1 million and $179.8 million, respectively.

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Direct Contribution

The table below sets forth our direct contribution, which is defined as gross margin less direct operating expenses, for the three and nine months ended September 30, 2015 and 2014, for each of our segments (in thousands):

	Direct Contribution				Increase (Decrease) Between 2015 and 2014			
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2015	2014	2015	2014	$	%	$	%
Segment:								
CPE	$ 141,427	$ 208,163	$ 443,186	$ 624,732	$ (66,736)	(32.1)%	$ (181,546)	(29.1)%
N&C	121,211	134,217	333,010	304,133	(13,006)	(9.7)%	28,877	9.5%
Total	$ 262,638	$ 342,380	$ 776,196	$ 928,865	$ (79,742)	(23.3)%	$ (152,669)	(16.4)%

Customer Premises Equipment Direct Contribution 2015 vs. 2014

During the three and nine months ended September 30, 2015 direct contribution in our CPE segment decreased by approximately 32.1% and 29.1%, respectively, as compared to the same period in 2014. The decrease is primarily attributable to the decline in shipments of video and broadband CPE products.

Network and Cloud Direct Contribution 2015 vs. 2014

During the three months ended September 30, 2015, direct contribution in our N&C segment decreased by approximately 9.7% as compared to the third quarter of 2014. The decrease is primarily due to lower sales in infrastructure equipment and lower margin on professional services, which were partially offset by higher mix of license sales. During the nine months ended September 30, 2015, direct contribution in our N&C segment increased by approximately 9.5% as compared to the same period in 2014. The increase is primarily attributable to higher sales in professional services and higher margin on infrastructure products.

Corporate and Unallocated Costs

There are expenses that are not included in the measure of segment direct contribution and as such are reported as Corporate and Unallocated Costs and are included in the reconciliation to income (loss) before income taxes. The Corporate and Unallocated Costs category of expenses include corporate sales and marketing, home office general and administrative expenses, annual bonus and equity compensation.

For the three and nine month periods ended September 30, 2015 and 2014, the composition of our corporate and unallocated costs that are reflected in the consolidated statement of operations were as follows (in thousands):

	For the Three Months Ended September 30,	For the Nine Months Ended September 30,

	2015	2014	2015	2014
Corporate and unallocated costs:				
Cost of sales	$ 14,753	$ 18,256	$ 44,440	$ 53,765
Selling, general and administrative expenses	84,250	86,612	259,524	265,925
Research and development expenses	38,191	48,077	122,133	143,322
Total	$ 137,194	152,945	426,097	463,012

During the three and nine months ended September 30, 2015 corporate and unallocated costs decreased as compared to the same period in 2014. The decrease primarily due to lower variable compensation costs.

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Other Expense (Income)

Interest Expense

Interest expense for the three months ended September 30, 2015 and 2014 was $14.7 million and $14.2 million, respectively. For the nine months ended September 30, 2015 and 2014, interest expense was $56.6 million and $49.0 million, respectively. Interest expense reflects the amortization of deferred finance fees, the debt discount for the term loans and interest paid on notes and term loans and other debt obligations.

Additionally, in connection with the Amended Credit Agreement, we expensed approximately $13.0 million of debt issuance costs and wrote off approximately $2.1 million of existing debt issuance costs associated with certain lenders who were not party to the amended Term Loan A Facility and Revolving Credit Facility, which were included as interest expense in the Consolidated Statements of Operations for the nine months ended September 30, 2015.

During the nine months ended September 30, 2014, optional debt pre-payments were made resulting in the accelerated write-off of deferred financing fees and debt discount of $2.7 million.

Interest Income

Interest income during the three months ended September 30, 2015 and 2014 was $0.5 million and $0.7 million, respectively. During the nine months ended September 30, 2015 and 2014, interest income was $1.8 million and $1.9 million, respectively. The income reflects interest earned on cash, cash equivalents, short-term and long-term marketable security investments.

Loss on Foreign Currency

During the three and nine months ended September 30, 2015, we recorded a foreign currency loss of approximately $10.8 million and $4.2 million, respectively. During the three and nine months ended September 30, 2014, we recorded a foreign currency loss of approximately $3.1 million and $3.8 million, respectively. We have US dollar functional currency entities that bill certain international customers in their local currency. Additionally, certain intercompany transactions are denominated in foreign currencies and subject to revaluation. To mitigate the volatility related to fluctuations in the foreign exchange rates, we may enter into various foreign currency contracts.

Additionally, as part of the pending Pace acquisition, we will be obligated to pay the Pace shareholders 132.5 pence per share in cash consideration, which is approximately 439 million British pounds as of September 30, 2015. We have entered into foreign currency forward contracts to purchase British pounds and sell U.S. Dollars in order to mitigate the volatility related to fluctuations in the foreign exchange rate until the acquisition closing date occurs. As of September 30, 2015, we had forward contracts with notional amounts totaling 345 million British pounds which mature on March 31, 2016. The contracts fixed the British pound to U.S. dollar forward exchange rate at various rates. During the three and nine months ended September 30, 2015, losses of $15.4 million and $8.6 million were recorded related to the British pound forward contracts, respectively.

Loss on Investments

From time to time, we hold certain investments in the common stock of private and publicly-traded companies, a number of non-marketable equity securities, and investments in rabbi trusts associated with our deferred compensation plans and certain investments in limited liability companies and partnerships that are accounted for using the equity method of accounting. As such our equity portion in current earnings of such companies is included in the loss (gain) on investments.

During the three months ended September 30, 2015 and 2014, we recorded a net loss, including impairment charges, related to these investments of $3.4 million and $6.4 million, respectively. During the nine months ended September 30, 2015 and 2014, we recorded a net loss, including impairment charge in 2014, related to these investments of $6.6 million and $11.3 million, respectively.

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The Company performed an evaluation of its investments and concluded that indicators of impairment existed for certain investments, and that their fair value had declined. This resulted in other-than-temporary impairment charges of $0.2 million and $7.0 million, respectively, during the nine months ended September 30, 2015 and 2014. No impairment charges were recorded in the third quarter of 2015. During the three months ended September 30, 2014, a $4.0 million impairment charge was recorded.

Other Expense (Income), net

Other expense (income), net for the three months ended September 30, 2015 and 2014 was $(2.8) million and $(0.1) million, respectively. For the nine months ended September 30, 2015 and 2014, other expense was $5.2 million and $6.5 million, respectively.

In connection with our acquisition of Motorola Home, we have obtained certain foreign tax credit benefits for which we have recorded a liability to Google resulting from certain provisions in the acquisition agreement. During the three months ended September 30, 2015, we recorded income of $3.7 million, as a result of a reduction of foreign tax credit attributes reducing the liability to Google previously recorded in 2014 from $20.5 million to $16.8 million.

For the nine months ended September 30, 2015, the Company recorded a loss of $5.3 million from the sale of land and building associated with its San Diego campus facilities.

For the nine months ended September 30, 2014, we recorded a $2.1 million write-down in the carrying value of land and building which was classified as held for sale as a result of obtaining a letter of intent for its sale and is included in other expense (income), net.

Income Tax Expense

The following table presents the provision for income taxes for the three and nine months ended September 30, 2015 and 2014 (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Increase (Decrease) Between 2015 and 2014 For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2015	2014	2015	2014	$	%	$	%
Provision for income taxes	$ 11,737	$ 44,507	$ 29,710	$ 48,649	$ (32,770)	(73.6)%	$ (18,939)	(38.9)%
Effective tax rates	33.5%	44.9%	34.0%	26.6%				

Our effective income tax rate for the three months ended September 30, 2015, includes a benefit for the release of $21.6 million of valuation allowances on net operating loss carryforwards, as well as a benefit of $8.4 million from releasing uncertain tax positions relating to settled income tax audits. ARRIS recognized a gain relating to its Taiwanese entity, resulting in a tax expense of $19 million. The Company also recorded income tax expense relating to return to provision adjustments of $1.6 million. In addition, the Company was informed that foreign tax credit attributes that it had received from Google on the purchase of Motorola Home were reduced as Google filed its final tax returns relating to Motorola Home. This generated book income and tax expense of $3.7 million during the period ended September 30, 2015.

Our effective income tax rate for the nine month period ended September 30, 2015 also includes a benefit for the release of $3.8 million of valuation allowances on capital loss carryforwards, which were utilized to offset capital gains generated by the taxable sale of real property in San Diego, California. In addition, ARRIS did not record a tax benefit on operating losses of $7.2 million from AVN, including $5.2 million of losses which were recorded through the second quarter. ARRIS purchased a 65% interest in this joint venture during the second quarter. During the third quarter of 2015, AVN was converted into a limited liability company, generating $2.2 million of income tax expense.

Our effective income tax rate for the nine months ended September 30, 2014 included benefits of $18.2 million from the release of valuation allowances on net operating losses acquired in the Motorola Home transaction, a benefit of

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$3.8 million from changes in state deferred income tax rates resulting from state tax planning, and other benefits of $8.9 million primarily relating to the integration of the Motorola Home business which occurred during 2014 and do not recur in 2015.

Non-GAAP Measures

As part of our ongoing review of financial information related to our business, we regularly use non-GAAP measures, in particular non-GAAP earnings, as we believe they provide a meaningful insight into our business and trends. We also believe that these non-GAAP measures provide readers of our financial statements with useful information and insight with respect to the results of our business. However, the presentation of non-GAAP information is not intended to be considered in isolation or as a substitute for results prepared in accordance with GAAP. Below are tables for the three and nine months ended September 30, 2015 and 2014 which detail and reconcile GAAP and non-GAAP net sales and adjusted net income:

	For the three months ended September 30, 2014		For the three months ended September 30, 2015		For the nine months ended September 30, 2014	For the nine months ended September 30, 2015
	Amount	Per Diluted Share	Amount	Per Diluted Share	Amount	Amount
Sales	$ 1,405,445		$ 1,221,416		$ 4,059,534	$ 3,696,650
Highlighted items:						
Acquisition accounting impacts of deferred revenue	780				$ 4,475	$
Sales excluding highlighted items	$ 1,406,225		$ 1,221,416		$ 4,064,009	$ 3,696,650

	Q3 2014		Q3 2015		Sep YTD 2014		Sep YTD 2015	
	Amount	Per Diluted Share	Amount	Per Diluted Share	Amount	Per Diluted Share	Amount	Per Diluted Share
Net income attributable to ARRIS Group, Inc.	$ 54,626	$ 0.37	$ 26,257	$ 0.18	$ 134,451	$ 0.91	$ 62,139	$ 0.42
Highlighted items:								
Impacting gross margin:								
	1,824	0.01	2,284	0.02	4,934	0.03	6,289	0.04

Stock compensation expense								
Acquisition accounting impacts of deferred revenue	47				3,048	0.02		
Impacting operating expenses:								
Integration, acquisition, restructuring and other costs	10,226	0.07	7,531	0.05	34,246	0.23	20,995	0.14
Amortization of intangible assets	57,100	0.38	57,132	0.38	179,836	1.22	171,062	1.15
Stock compensation expense	11,671	0.08	14,005	0.09	34,878	0.24	40,267	0.27
Noncontrolling Interest share of Non-GAAP Adjustments			(791)	(0.01)			(1,590)	(0.01)
Impacting other (income) / expense:								
Impairment on Investments	4,000	0.03			7,000	0.05	150	
Debt amendment fees			669				15,051	0.10
Credit facility - ticking fees			678				678	
Asset held for sale impairment					2,125	0.01		
Foreign exchange contract (gains) losses related to cash consideration of Pace acquisition			15,429	0.10			8,584	0.06
Adjustment to liability related to foreign tax credit benefits			(3,669)	(0.02)			(3,669)	(0.02)

Loss on sale of building							5,142	0.03
Impacting income tax expense:								
Net tax items	(19,375)	(0.13)	(35,845)	(0.24)	(107,429)	(0.73)	(96,500)	(0.65)
Total highlighted items	65,493	0.44	57,423	0.38	158,638	1.07	166,459	1.12
Net income excluding highlighted items	$ 120,119	$ 0.81	$ 83,680	$ 0.56	$ 293,089	$ 1.98	$ 228,598	$ 1.53
Weighted average common shares - basic								
Weighted average common shares - diluted		148,753		149,422		147,996		149,232

In managing and reviewing our business performance, we exclude a number of items required by GAAP. Management believes that excluding these items is useful in understanding the trends and managing our operations. We provide these supplemental non-GAAP measures in order to assist the investment community to see ARRIS through the eyes of management, and therefore enhance understanding of ARRIS operating performance. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to, the Company s reported results prepared in accordance with GAAP. Our non-GAAP financial measures reflect adjustments based on the following items, as well as the related income tax effects:

Acquisition Accounting Impacts Related to Deferred Revenue: In connection with the accounting related to our acquisitions, business combination rules require us to account for the fair values of deferred revenue arrangements for which acceptance has not been obtained, and post contract support in our purchase accounting. The non-GAAP adjustment to our sales and cost of sales is intended to include the full amounts of such revenues as if these purchase accounting adjustments had not been applied. We believe the adjustment to these revenues is useful as a measure of the ongoing performance of our business. We historically have experienced high renewal rates related to our support agreements, and our objective is to increase the renewal rates on acquired post contract support agreements. However, we cannot be certain that our customers will renew their contracts.

Stock-Based Compensation Expense: We have excluded the effect of stock-based compensation expenses in calculating our non-GAAP operating expenses and net income (loss) measures. Although stock-based compensation is a key incentive offered to our employees, we continue to evaluate our business performance excluding stock-based compensation expenses. We record non-cash compensation expense related to grants of restricted stock. Depending upon the size, timing and the terms of the grants, the non-cash compensation expense may vary significantly but will recur in future periods.

Integration, Acquisition, Restructuring and Other Costs: We have excluded the effect of acquisition, integration, and other expenses and the effect of restructuring expenses in calculating our non-GAAP operating expenses and net income measures. We incurred expenses in connection with the acquisition of AVN, the Motorola Home acquisition, and the anticipated Pace acquisition, which we generally would not otherwise incur in the periods presented as part of our continuing operations. Acquisition and integration expenses consist of transaction costs, costs for transitional employees, other acquired employee related costs, and integration related outside services. Restructuring expenses consist of employee severance, abandoned facilities, product line disposition and other exit costs. We believe it is useful to understand the effects of these items on our total operating expenses.

Amortization of Intangible Assets: We have excluded the effect of amortization of intangible assets in calculating our non-GAAP operating expenses and net income (loss) measures. Amortization of intangible assets is non-cash, and is inconsistent in amount and frequency and is significantly affected by the timing and size of our acquisitions. Investors should note that the use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well. Amortization of intangible assets will recur in future periods.

Noncontrolling Interest share of Non-GAAP Adjustments: The joint venture formed with Charter for the AVN acquisition is accounted for by ARRIS under the consolidation method. As a result, the consolidated statements of operations include the revenues, expenses, and gains and losses of the noncontrolling interest. The amount of net income (loss) related to the noncontrolling interest are reported and presented separately in the consolidated statement of operations. We have excluded the noncontrolling share of any non GAAP adjusted measures recorded by the venture, as we believe it is useful to understand the effect of excluding this item when evaluating our ongoing performance.

Impairment of Investment: We have excluded the effect of an other-than-temporary impairment of a cost method investment in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of this non-cash item in our other expense (income).

Debt Amendment Fees: In the second quarter of 2015, the Company amended its credit agreement. See Financial Liquidity and Capital Resources . Certain fees related to the debt modification have already been paid, and other fees related to the new Term Loan A-1 facility will be paid upon funding. We believe it is useful to understand the effect of this on our other expense (income).

Credit Facility - Ticking Fees: In connection with our pending acquisition of Pace plc, the cash portion of the consideration will be funded through debt financing commitments. A ticking fee is a fee paid to our banks to compensate for the time lag between the commitment allocation on a loan and the actual funding. We have excluded the effect of the ticking fee in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of this non-cash item in our other expense (income).

Asset Held for Sale Impairment: In the second quarter of 2014, we entered into a contract to facilitate the sale of a building at less than its carrying value. The asset has been reclassified as held for sale and was measured at the lower of its carrying amount or fair value less cost to sell. We have recorded an impairment charge to reduce the assets carrying amount to its estimated fair value less costs to sell in the period the held for sale criteria were met. We have excluded the effect of the asset held for sale impairment in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of this non-cash item in our other expense (income).

Foreign Exchange Contract (Gains) Losses Related to Cash Consideration of Pace Acquisition: In the second quarter of 2015, the Company announced its intent to acquire Pace plc in exchange for stock and cash. We subsequently entered into foreign exchange forward contracts in order to hedge the foreign currency risk associated with the cash consideration of the Pace acquisition. These foreign exchange forward contracts were not designated as hedges, and

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accordingly, all changes in the fair value of these instruments are recognized as a loss (gain) on foreign currency in the Consolidated Statements of Operations. We believe it is useful to understand the effect of this on our other expense (income).

Adjustment to Liability Related to Foreign Tax Credit Benefits: In connection with our acquisition of Motorola Home, we have obtained certain foreign tax credit benefits for which we have recorded a liability to Google resulting from certain provisions in the acquisition agreement. The expense and subsequent adjustments related to this liability has been recorded as part of other expense (income). We have excluded the effect of the expense in the calculation of our non-GAAP financial measures. We believe it is useful to understand the effects of this item on our total other expense (income).

Loss on Sale of Building: In the first quarter of 2015, the Company sold land and a building that qualified for sale-leaseback accounting and was classified as an operating lease. A loss has been recorded on the sale. We have excluded the effect of the loss on sale of property in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of excluding this item when evaluating our ongoing performance.

Net Tax Items: We have excluded the tax effect of the non-GAAP items mentioned above. Additionally, we have excluded the effects of certain tax adjustments related to state valuation allowances, research and development tax credits and provision to return differences.

Financial Liquidity and Capital Resources

Overview

One of our key strategies remains maintaining and improving our capital structure. The key metrics we focus on are summarized in the table below:

Liquidity & Capital Resources Data

	Nine Months Ended September 30,	
	2015	2014
	(in thousands, except DSO and turns)	
Key Working Capital Items		
Cash provided by operating activities	$ 224,498	$ 329,236
Cash, cash equivalents, and short-term investments	$ 781,123	$ 593,816
Long-term U.S. corporate & government agency bonds	$	$ 5,331
Accounts receivable, net	$ 647,726	$ 684,722
Days Sales Outstanding (DSOs)	47	42
Inventory	$ 367,536	$ 368,628
Inventory turns	9.0	11.1
Key Financing Items		
Term loans at face value	$ 1,521,438	$ 1,561,313
Cash used for debt repayment	$ 41,125	$ 195,903
Lease financing obligation	$ 58,729	$

Cash used for share repurchases	$	24,999	$	
Key Investing Items				
Capital expenditures	$	37,698	$	41,759

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Overview

In managing our liquidity and capital structure, we remained and are focused on key goals, and we have and will continue in the future to implement actions to achieve them. They include:

- Liquidity ensure that we have sufficient cash resources or other short-term liquidity to manage day to day operations.
- Growth implement a plan to ensure that we have adequate capital resources, or access thereto, to fund internal growth and execute acquisitions.
- Deleverage reduce our debt obligations.
- Share repurchases opportunistically repurchase our common stock.

Accounts Receivable & Inventory

We use the number of times per year that inventory turns over (based upon sales for the most recent period, or turns) to evaluate inventory management, and days sales outstanding, or DSOs, to evaluate accounts receivable management.

Accounts receivable increased by $50.2 million during the first nine months of 2015 as compared to $69.3 million in 2014, primarily as a result of payment patterns of our customers and timing of shipments to customers.

Inventory decreased by $27.4 million during the first nine months of 2015 as compared to an increase of $38.5 million during the first nine months of 2014. The decrease in inventory was primarily as a result of timing of customer requirements.

Term Debt Repayments

In the first nine months of 2015, we repaid $41.1 million of our term debt, of which $26.1 million was term debt under our senior secured credit facilities and $15.0 million was term debt assumed and settled in conjunction with the AVN acquisition in April 2015. Quarterly mandatory principal repayments on Term Loan A-1 will begin in the quarter in which the facility is funded.

In the first nine months of 2014, we repaid $195.9 million of debt, of which $41.2 million is of our term debt, including a $150 million of optional prepayment and $4.7 million of debt assumed and settled in conjunction with the closing of the Seawell acquisition in April 2014.

Lease Financing Obligation

In the first quarter of 2015, we sold our San Diego office complex consisting of land and buildings. We concurrently entered into a leaseback arrangement for two of the buildings (Building 1 and Building 2). One of the buildings (Building 1) did not qualify for sale leaseback accounting due to continuing involvement that will exist for the 10-year lease term. Accordingly, the carrying value of Building 1 will remain on the Company s balance sheet and will be depreciated over the ten-year lease period with the proceeds reflected as a financing obligation.

Common Share Repurchases

During the first quarter of 2015, we repurchased 0.9 million shares of our common stock for $25.0 million at an average stock price of $28.70. No repurchases were made during the third quarter of 2015. Approximately $144.6 million remains available for future share repurchase under the previous share repurchase programs authorized by the Board which do not expire.

Summary of Current Liquidity Position and Potential for Future Capital Raising

We believe our current liquidity position, where we have approximately $781.1 million of cash, cash equivalents, short-term investments on hand as of September 30, 2015, together with approximately $497.6 million in availability under our new Revolving Credit Facility, together with the prospects for continued generation of cash from operations are adequate for our short- and medium-term business needs. Our cash, cash-equivalents, short-term investments as of September 30, 2015 include approximately $177.4 million held by foreign subsidiaries whose earnings we currently expect to reinvest indefinitely outside of the United States. We do not expect to need the cash generated by those foreign subsidiaries to fund our domestic operations. However, in the unforeseen event that we repatriate cash from those foreign subsidiaries, in excess of what is owed to the United States parent, we may be required to provide for and pay U.S. taxes on permanently repatriated funds.

We have subsidiaries in countries that maintain restrictions, such as legal reserves, with respect to the amount of dividends that the subsidiaries can distribute. Additionally, some countries impose restrictions or controls over how and when dividends can be paid by these subsidiaries. While we do not currently intend to repatriate earnings from entities in these countries, if we were to be required to distribute earnings from such countries, the timing of the distribution and the funds available to distribute, would be adversely impacted by these restrictions.

We expect to be able to generate sufficient cash on a consolidated basis to make all of the principal and interest payments under our senior secured credit facilities. Should our available funds be insufficient to support these initiatives or our operations, it is possible that we will raise capital through private or public, share or debt offerings.

Senior Secured Credit Facilities

On June 18, 2015, we amended and restated our existing credit agreement dated March 27, 2013 (the Existing Credit Agreement) to improve the terms and conditions of the credit agreement, extend the maturities of certain loan facilities, increase the amount of the revolving credit facility, and add a new term A-1 loan facility to fund the planned acquisition of Pace. The credit facility under the amended credit agreement (the Amended Credit Agreement) was entered into with Bank of America, N.A. and various other institutions, and is comprised of (i) a Term Loan A Facility of $990 million, (ii) a Term Loan B Facility of $543.8 million, (iii) a Revolving Credit Facility of $500 million and (iv) a Term Loan A-1 Facility of $800 million, which is expected to be funded upon the closing of the planned acquisition of Pace. If the planned acquisition of Pace is terminated or abandoned, we may use $400 million of the Term Loan A-1 Facility proceeds for general corporate purposes and an additional amount up to $400 million, to the extent available, to refinance existing indebtedness. The Amended Credit Agreement refinanced the Term Loan A Facility and Revolving Credit Facility under the Existing Credit Agreement while the Term Loan B Facility is a continuation of the Term Loan B Facility under the Existing Credit Agreement. Under the Amended Credit Agreement, the Term Loan A Facility and the Revolving Credit Facility will mature on June 18, 2020. The Term Loan B Facility will mature on April 17, 2020. We determined that the refinancing transaction was treated as a debt modification as the changes in the terms of the amended Term Loan A Facility and Revolving Credit Facility were not considered substantial. In connection with the Amended Credit Agreement, as of September 30, 2015, we capitalized approximately $5.0 million of financing fees and $3.2 million of original issuance discount. In addition, we expensed approximately $13.0 million of debt issuance costs and wrote off approximately $2.1 million of existing debt issuance costs associated with certain lenders who were not party to the amended Term Loan A Facility and Revolving Credit Facility, which were included as interest expense in the Consolidated Statements of Operations for the three and nine months ended September 30, 2015. Interest rates on borrowings under the senior secured credit facilities are set forth in the table below. As of September 30, 2015, we had $1,521.4 million face value outstanding under the Term Loan A and Term Loan B Facilities, no borrowings under the Revolving Credit Facility and letters of credit totaling $2.4 million issued under the Revolving Credit Facility.

	Rate	As of September 30, 2015
Term Loan A	LIBOR + 1.75 %	1.94%
Term Loan B	LIBOR[(1)] + 2.50 %	3.25%

Revolving Credit Facility[2]	LIBOR + 1.75 %	Not Applicable

(1) Includes LIBOR floor of 0.75%
(2) Includes unused commitment fee of 0.35% and letter of credit fee of 1.75% not reflected in interest rate above.
Borrowings under the senior secured credit facilities are secured by first priority liens on substantially all of the assets of ARRIS and certain of its present and future subsidiaries who are or become parties to, or guarantors under, the Amended Credit Agreement governing the senior secured credit facilities. The Amended Credit Agreement provides terms for mandatory prepayments and optional prepayments and commitment reductions. The Amended

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Credit Agreement also includes events of default, which are customary for facilities of this type (with customary grace periods, as applicable), including provisions under which, upon the occurrence of an event of default, all amounts outstanding under the credit facilities may be accelerated. The Amended Credit Agreement contains usual and customary limitations on indebtedness, liens, restricted payments, acquisitions and asset sales in the form of affirmative, negative and financial covenants, which are customary for financings of this type, including the maintenance of a minimum interest coverage ratio of 3.50:1 and a maximum leverage ratio of 3.75:1 (with a scheduled decrease to 3.50:1). As of September 30, 2015, we were in compliance with all covenants under the Amended Credit Agreement.

The Amended Credit Agreement provides for certain adjustments to the interest rates paid on the Term Loan A, Term Loan A-1, Term Loan B and Revolving Credit Facility based upon certain leverage ratios.

During the nine months ended September 30, 2015, we made mandatory prepayments of approximately $26.1 million related to the senior secured credit facilities. In addition, we paid $15 million of debt assumed in the AVN acquisition. Quarterly mandatory principal repayments on Term Loan A-1 will begin in the quarter in which the facility is funded.

Commitments

Our contractual obligations are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014. There has been no material change to our contractual obligations during the first nine months of 2015, with the exception of the lease financing obligation and amendment to our senior secured credit facility, as discussed above.

Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

Cash Flow

Below is a table setting forth the key line items of our Consolidated Statements of Cash Flows (in thousands):

	For the Nine Months Ended September 30,	
Cash (used in) provided by	2015	2014
Operating activities	$ 224,498	$ 329,236
Investing activities	(131,212)	(45,383)
Financing activities	14,270	(199,292)
Net increase in cash and cash equivalents	$ 107,556	$ 84,561

<u>Operating Activities:</u>

Below are the key line items affecting cash provided by operating activities (in thousands):

	For the Nine Months Ended September 30,	
	2015	2014

Consolidated net income	$ 57,614	$ 134,451
Adjustments to reconcile net income to cash provided by operating activities	312,250	274,773
Net income including adjustments	369,864	409,224
Increase in accounts receivable	(50,221)	(69,272)
Decrease (increase) in inventory	27,371	(38,499)
Increase in accounts payable and accrued liabilities	6,866	2,865
All other net	(129,382)	24,918
Cash provided by operating activities	$ 224,498	$ 329,236

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Consolidated net income including adjustments, decreased $39.4 million during the first nine months of 2015 as compared to 2014 primarily due to lower sales.

Accounts receivable increased by $50.2 million during the first nine months of 2015. This increase was primarily a result of purchasing pattern and payment patterns of our customers. Some international customers have delayed payments as they dealt with exchange rate fluctuations. Additionally, in 2015, we have higher international accounts receivable. Customers internationally typically have longer payment terms.

Inventory decreased by $27.4 million during the first nine months of 2015, reflecting increased sales for certain products and anticipated demand for certain products.

Accounts payable and accrued liabilities increased by $6.9 million during the first nine months of 2015.

All other accounts, net, include changes in other receivables, income taxes payable (recoverable), and prepaid expenses. The net change during the first nine months of 2015 was approximately $129.4 million. The other receivables represent amounts due from our contract manufacturers for material used in the assembly of our finished goods. The change in our income taxes recoverable account is a result of the timing of the actual estimated tax payments during the year as compared to the actual tax liability for the year.

Investing Activities:

Below are the key line items affecting investing activities (in thousands):

	For the Nine Months Ended September 30, 2015	2014
Purchases of property, plant and equipment	$ (37,698)	$ (41,759)
Purchases of investments	(47,625)	(33,046)
Sales of investments	61,425	29,319
Purchase of intangible assets	(37,340)	
Proceeds from sale-leaseback transaction	24,960	
Acquisitions, net of cash acquired	(97,905)	84
Other, net	2,971	19
Cash used in investing activities	$ (131,212)	$ (45,383)

Purchases of property, plant and equipment This represents capital expenditures which are mainly for test equipment, laboratory equipment, and computing equipment.

Purchases and sales of investments **-** This represents purchases and sales of securities.

Purchase of intangible assets Represent primarily the purchase of technology licenses.

Proceeds from sale-leaseback transaction Represent proceeds received from the sale of land and building that qualified for sale leaseback accounting.

Acquisitions, net of cash acquired This represents cash investments for acquisitions.

Other, net Represent dividend proceeds received from equity investments and cash proceeds received from sale of assets in 2015 and cash proceeds received from sale of assets in 2014.

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Financing Activities:

Below are the key line items affecting our financing activities (in thousands):

	For the Nine Months Ended September 30, 2015	2014
Payment of debt obligations	$ (41,125)	$ (195,903)
Payment for debt discount	(3,247)	
Payment for deferred financing costs	(4,992)	
Proceeds from sale-leaseback financing transaction	58,729	
Payment of financing lease obligation	(264)	
Repurchase of common stock	(24,999)	
Excess income tax benefits from stock-based compensation plans	354	14,651
Repurchase of shares to satisfy minimum tax withholdings	(32,452)	(29,605)
Proceeds from issuance of common stock	8,016	11,565
Contribution from noncontrolling interest	54,250	
Cash provided by (used in) financing activities	$ 14,270	$ (199,292)

Payment of debt obligations This represents the payment of the term loans under the senior secured credit facilities plus the payment of debt assumed and settled in conjunction with the closing of the AVN acquisition in 2015 and the SeaWell acquisition in 2014.

Payment for debt discount This represents the issuance discount in connection with the execution of our senior secured credit facility under the Amended Credit Agreement.

Payment for deferred financing costs This represents the financing costs in connection with the execution of our senior secured credit facility under the Amended Credit Agreement. The costs have been deferred and will be recognized over the terms of the credit agreements.

Proceeds from sale-leaseback financing transaction Represents the portion of the sale of building that did not qualify for sale-leaseback accounting. As such the sale was recorded as a financing transaction that will be amortized over the ten year lease period.

Payment of financing transaction Represents the amortization related to the portion of the sale of building that did not qualify for sale-leaseback accounting.

Repurchase of common stock Represents the cash used to buy back the Company s common stock.

Excess income tax benefits from stock-based compensation plans - This represents the cash that otherwise would have been paid for income taxes if increases in the value of equity instruments also had not been deductible in determining taxable income.

Repurchase of shares to satisfy minimum tax withholdings - This represents the shares withheld to satisfy the minimum tax withholding when restricted stock vests.

Proceeds from issuance of common stock This represents cash proceeds related to the exercise of employee stock options, offset by expenses paid related to issuance of common stock.

Contribution from noncontrolling interest This represents the equity investment contributions by the noncontrolling interest in A-C Venture.

Interest Rates

All indebtedness under our senior secured credit facilities bears interest at variable rates based on LIBOR plus an applicable spread. We entered into interest rate swap arrangements to convert a notional amount of $625.0 million of our variable rate debt based on one-month LIBOR to a fixed rate. The objective of these swaps is to manage the variability of cash flows in the interest payments related to the portion of the variable rate debt designated as being hedged.

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Foreign Currency

A significant portion of our products are manufactured or assembled in China, Mexico and Taiwan, and we have research and development centers in Argentina, China, India, Ireland, Israel and Sweden. Our sales into international markets have been and are expected in the future to be an important part of our business. These foreign operations are subject to the usual risks inherent in conducting business abroad, including risks with respect to currency exchange rates, economic and political destabilization, restrictive actions and taxation by foreign governments, nationalization, the laws and policies of the United States affecting trade, foreign investment and loans, and foreign tax laws.

We have certain international customers who are billed in their local currency and certain international operations that procure in U.S. dollars. We also have certain predicable expenditures for international operations in local currency. Additionally, certain intercompany transactions are denominated in foreign currencies and subject to revaluation. As part of the Pace plc acquisition, we will be obligated to pay the Pace shareholders 132.5 pence per share in cash consideration, which is approximately 439 million British pounds as of September 30, 2015. We use a hedging strategy and enter into forward or currency option contracts based on a percentage of expected foreign currency revenues and expenses. The percentage can vary, based on the predictability of the exposures denominated in the foreign currency.

Financial Instruments

In the ordinary course of business, we, from time to time, will enter into financing arrangements with customers. These financial arrangements include letters of credit, commitments to extend credit and guarantees of debt. These agreements could include the granting of extended payment terms that result in longer collection periods for accounts receivable and slower cash inflows from operations and/or could result in the deferral of revenue.

We execute letters of credit and bank guarantees in favor of certain landlords and vendors to guarantee performance on contracts. Certain financial instruments require cash collateral, and these amounts are reported in Other Assets on the Consolidated Balance Sheets. As of September 30, 2015 and December 31, 2014, we had approximately $0.8 million and $1.4 million outstanding of restricted cash, respectively.

Cash, Cash Equivalents, Short-Term Investments and Long-Term Investments

Our cash and cash equivalents (which are highly-liquid deposits and investments with an original maturity of three months or less) are primarily held in demand and money market deposit accounts that pay taxable interest. We hold short-term investments consisting of debt securities classified as available-for-sale, which are stated at estimated fair value. These debt securities consist primarily of corporate bonds, commercial paper, certificates of deposits, and U.S. government agency financial instruments.

We hold cost method investments in private companies. These investments are recorded at $16.3 million and $15.2 million as of September 30, 2015 and December 31, 2014, respectively. See Note 7 of Notes to the Consolidated Financial Statements for disclosures related to the fair value of our investments.

We have two rabbi trusts that are used as funding vehicles for various deferred compensation plans that were available to certain current and former officers and key executives. We also have deferred retirement salary plans, which were limited to certain current or former officers of a business acquired in 2007. We hold investments to cover the liability.

ARRIS also funds its nonqualified defined benefit plan for certain executives in a rabbi trust.

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Capital Expenditures

Capital expenditures are made at a level designed to support the strategic and operating needs of the business. ARRIS capital expenditures were $37.7 million in the first nine months of 2015 as compared to $41.8 million in the first nine months of 2014. Management expects to invest approximately $50 million in capital expenditures for the fiscal year 2015.

Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are disclosed in our Form 10-K for the year ended December 31, 2014, as filed with the SEC. Our critical accounting estimates have not changed in any material respect during the nine months ended September 30, 2015.

Forward-Looking Statements

Certain information and statements contained in this Management s Discussion and Analysis of Financial Condition and Results of Operations and other sections of this report, including statements using terms such as may, expect, anticipate, intend, estimate, believe, plan, continue, could be, or similar variations or the negative thereof, forward-looking statements with respect to the financial condition, results of operations, and business of ARRIS, including statements that are based on current expectations, estimates, forecasts, and projections about the markets in which we operate and management s beliefs and assumptions regarding these markets. These and any other statements in this document that are not statements about historical facts are forward-looking statements. We caution investors that forward-looking statements made by us are not guarantees of future performance and that a variety of factors could cause our actual results to differ materially from the anticipated results or other expectations expressed in our forward-looking statements. Important factors that could cause results or events to differ from current expectations are described in the risk factors set forth in Part II, Item 1A, Risk Factors. These factors are not intended to be an all-encompassing list of risks and uncertainties that may affect the operations, performance, development and results of our business. In providing forward-looking statements, ARRIS expressly disclaims any obligation to update publicly or otherwise these statements, whether as a result of new information, future events or otherwise except to the extent required by law.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes with respect to the information appearing in Part II, Item 7A., Quantitative and Qualitative Disclosures About Market Risk, of our Annual Report on Form 10-K for the year ended December 31, 2014.

Item 4. CONTROLS AND PROCEDURES

(a) *Evaluation of Disclosure Controls and Procedures.* Our principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report (the Evaluation Date). Based on that evaluation, such officers concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective as contemplated by the Act.

(b) *Changes in Internal Control over Financial Reporting*. Our principal executive officer and principal financial officer evaluated the changes in our internal control over financial reporting that occurred during the most recent fiscal quarter. Based on that evaluation, our principal executive officer and principal financial officer concluded that there had been no change in our internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We have been, and expect in the future to be a party to various legal proceedings, investigations or claims. In accordance with applicable accounting guidance, we record accruals for certain of our outstanding legal proceedings when it is probable that a liability will be incurred and the amount of loss can be reasonably estimated. We evaluate, at least on a quarterly basis, developments in our legal proceedings or other claims that could affect the amount of any accrual, as well as any developments that would result in a loss contingency to become both probable and reasonably estimable. When a loss contingency is not both probable and reasonably estimable, we do not record a loss accrual.

If the loss (or an additional loss in excess of any prior accrual) is reasonably possible and material, we disclose an estimate of the possible loss or range of loss, if such estimate can be made. The assessment whether a loss is probable or reasonably possible and whether the loss or a range of loss is estimable, involves a series of complex judgments about future events. Even if a loss is reasonably possible, we may not be able to estimate a range of possible loss, particularly where (i) the damages sought are substantial or indeterminate, (ii) the proceedings are in the early stages, or (iii) the matters involve novel or unsettled legal theories or a large number of parties. In such cases, there is considerable uncertainty regarding the ultimate resolution of such matters, including the amount of any possible loss. Accordingly, with respect to the proceedings described below, we are currently unable to reasonably estimate the possible loss or range of possible loss. However, because the results in litigation are unpredictable, an adverse resolution of one or more of such matters could have a material adverse effect on our business, financial position, results of operations or cash flows.

Due to the nature of our business, it is subject to patent infringement claims, including current suits against us or one or more of our wholly-owned subsidiaries or one or more of our customers who may seek indemnification from us. We believe that we have meritorious defenses to the allegation made in the pending cases and intend to vigorously defend these lawsuits; however, we are unable currently to determine the ultimate outcome of these or similar matters. In addition, we are a defendant in various litigation matters generally arising out of the normal course of business. Except as described below, ARRIS is not party (nor have indemnification claims been made with respect) to any proceedings that are, or reasonably are expected to be, material to its business, results of operations or financial condition. However, since it is difficult to predict the outcome of legal proceedings, it is possible that the ultimate outcomes could materially and adversely affect our business, financial position, results of operations or cash flows. Accordingly, with respect to these proceedings, we are currently unable to reasonably estimate the possible loss or range of possible loss.

AIP v. MSOs, C.A. 12-cv-01690 et al., District of Delaware. On December 11, 2012, AIP filed several suits against service providers alleging infringement of four U.S. patents. The complaint requests unspecified damages for infringement and injunction against future infringement. This case has been stayed pending Inter Partes Review at the Patent and Trademark Office. The Patent Trial and Appeals Board has ruled all claims of the patent are invalid. AIP has filed a notice of appeal to the Court of Appeals for the Federal Circuit. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify one or more of the MSOs and/or pay damages for utilizing certain technology.

AT&T v. Cox, C.A. 14-cv-01106., District of Delaware. On August 28, 2014, AT&T sued Cox for infringement of eight U.S. patents. Cox has requested that we provide indemnification. The complaint requests unspecified damages for past and future infringement. To date, no evidence of damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify the MSOs and/or pay damages for utilizing certain technology.

Bear Creek Technologies v. MSOs, C.A. 2:11-cv-00103, District of Delaware. On February 22, 2011, Bear Creek sued MSOs, Telcos and other VoIP service providers for infringement of US Patent No. 7,889,722, relating to EMTAs. Certain of our customers have requested that we provide indemnification. The complaint requests unspecified damages for past infringement and injunction against future infringement. This case has been stayed pending reexamination of the patent by the United States Patent and Trademark Office. In reexamination the Patent and Trademark Office held all claims invalid, and an appeal of that holding is currently pending with the Patent Trial and Appeals Board. To date, no evidence of damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify the MSOs and/or pay damages for utilizing certain technology.

Broadband iTV v. Time Warner Cable (TWC) et al., C.A. 1:14-cv-00169, District of Hawaii. On April 9, 2014, Broadband iTV filed suit against TWC alleging infringement of U.S. Patent No. 7,631,336 relating to media sharing. The complaint requests unspecified damages for past infringement and an injunction. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify TWC and/or pay damages for utilizing certain technology.

C-Cation v. ARRIS et al., C.A. 14-cv-00059, Eastern District of Texas; C-Cation v. Atlantic Broadband et al., C.A. 15-cv-00295, District of Delaware. On February 4, 2014, C-Cation filed suit against TWC, ARRIS, Cisco and Casa alleging infringement of U.S. Patent No. 5,563,883 relating to channel management. On April 7, 2015, C-Cation filed an additional suit against several remaining MSOs alleging infringement of the same patent. An Inter Partes Review request filed by ARRIS on the remaining claims asserted in the litigation has been instituted and a hearing will be scheduled to assess invalidity of the claims. The litigation has been stayed pending conclusion of the Inter Partes Review proceeding. The asserted patent expired in 2014 and the complaint requests unspecified damages for past infringement. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to pay damages for utilizing certain technology.

ChanBond v. MSOs, C.A. 15-cv-00848, et al, District of Delaware (RGA). On September 21, 2015, ChanBond filed suit against several MSOs alleging infringement of three US Patents. The complaint requests unspecified damages for infringement and injunction against future infringement. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify the MSOs and/or pay damages for utilizing certain technology.

Dragon Intellectual Property v. MSOs, C.A. 13-cv-02069; 13-cv-02063, etc., District of Delaware (RGA). On December 20, 2013, Dragon IP filed suit against several MSOs alleging infringement of US Patent No. 5,930,444. The complaint requests unspecified damages for infringement and injunction against future infringement. A Petition for Inter Partes Review of the asserted patent has been instituted against the patent. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify the MSOs and/or pay damages for utilizing certain technology.

Intellectual Ventures I and II v. AT&T, C.A. 12-cv-00193 and 13-cv-01631, District of Delaware. On February 16, 2012, Intellectual Ventures filed a claim against AT&T alleging infringement of several US patents. The complaint requests damages for past and future infringement. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify AT&T and/or pay damages for utilizing certain technology.

MediaTube et al v. Bell Canada et al, C.A. T-705-13, Canadian Federal Court. On April 23, 2013, MediaTube Corp. filed a claim against Bell Canada entities alleging infringement of a Canadian patent. The complaint requests damages for past and future infringement. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify Bell Canada and/or pay damages for utilizing certain technology.

Sprint Communications v. MSOs, C.A. 11-cv-2686, District of Kansas. On December 19, 2011, Sprint filed suit against several MSOs alleging infringement of several patents alleged to cover various aspects of voice services. The complaint requests unspecified damages for past infringement and injunction against future infringement. To date, no evidence of damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify the MSOs and/or pay damages for utilizing certain technology. With respect to the liability attributable to Motorola Home in this matter, a subsidiary of Google has agreed to indemnify ARRIS.

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TQ Delta v. MSOs, C.A. 15-cv-00611; 15-cv-00615, etc., District of Delaware. On July 17, 2015, TQ Delta filed suit against several MSOs alleging infringement of seven U.S. patents, later amended to add an eighth patent. The complaint requests unspecified damages for past and future infringement. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify the MSOs and/or pay damages for utilizing certain technology.

Two Way Media v. Bell Canada et al, C.A. T-809-14, Canadian Federal Court. On April 2, 2014, Two Way Media filed a claim against Bell Canada entities alleging infringement of a Canadian patent. The complaint requests damages for past and future infringement. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify Bell Canada and/or pay damages for utilizing certain technology.

United Access Technologies v. AT&T, C.A. 11-cv-00338, District of Delaware. On April 15, 2011, United Access Technologies filed suit against AT&T alleging infringement of three U.S. patents. The complaint requests unspecified damages for past and future infringement. To date, no evidence of infringement or damages has been introduced. It is premature to assess the likelihood of an unfavorable outcome. In the event of an unfavorable outcome, ARRIS may be required to indemnify AT&T and/or pay damages for utilizing certain technology.

In the acquisition agreement entered into in connection with the acquisition of the Motorola Home business, a subsidiary of Google agreed to indemnify, defend and hold harmless ARRIS and various related parties with respect to, among other things, any losses suffered by ARRIS as a result of a court order involving, or the settlement of, certain agreed-upon litigation, including the Sprint lawsuit described above that reference this indemnification obligation. There are various limitations upon this obligation, the most significant of which is that ARRIS was responsible for 50% of the first $50.0 million (i.e., $25.0 million) of losses attributable to past infringements as well as 50% of the first $50.0 million (i.e., $25.0 million) of future royalty payments and the costs of devising and implementing redesigns intended to avoid infringement. As a result of the settlement of Motorola Mobility s litigation with TiVo in the third quarter of 2013, these particular obligations for contribution by ARRIS have been exhausted and ARRIS has made the payments for which it is responsible.

From time to time third parties demand that we or our customers enter into a license agreement with respect to patents owned, or allegedly owned, by the third parties. Such demands cause us to dedicate time to study the patents and enter into discussions with the third parties regarding the merits and value, if any, of the patents. These discussions, may materialize into license agreements or patent claims asserted against us or our customers. If asserted against our customers, our customers may request indemnification from us. It is not possible to determine the impact of any such demands and the related discussions on ARRIS business, results of operations or financial condition.

Item 1A. Risk Factors

Risks Related to our Operations and Investments in our Common Stock

Our business is dependent on customers capital spending on broadband communication systems, and reductions by customers in capital spending would adversely affect our business.

Our performance is primarily dependent on customers capital spending for constructing, rebuilding, maintaining or upgrading broadband communications systems. Capital spending in the broadband communications industry is cyclical and can be curtailed or deferred on short notice. A variety of factors affect capital spending, and, therefore, our sales and profits, including:

- general economic conditions;
- customer specific financial or stock market conditions;
- availability and cost of capital;
- foreign currency fluctuations;
- governmental regulation;

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- demands for network services;
- competition from other providers of broadband and high-speed services;
- customer acceptance of new services offered; and
- real or perceived trends or uncertainties in these factors.

Several of our customers have accumulated significant levels of debt. These high debt levels, coupled with the volatility in the capital markets, may impact their access to capital in the future. Even if the financial health of our customers remains intact, these customers may not purchase new equipment at levels we have seen in the past or expect in the future. We cannot predict the impact, if any, of any softening or downturn in the national or global economy or of specific customer financial challenges on our customer s expansion and maintenance expenditures.

In addition, the Federal Communications Commission has proposed new regulations to mandate net neutrality by broadband Internet service providers and subjecting broadband providers to regulation as traditional telephone companies under Title II of the Communications Act. These and other changes in regulatory requirements with which many of our U.S. customers are required to comply could result in such customers reducing their investment in their broadband communications networks. A significant reduction in their capital expenditures as a result of any such regulations could adversely affect our business, operating results, and financial condition.

The market in which we operate is intensely competitive, and competitive pressures may adversely affect our results of operations.

The markets in which we participate are dynamic, highly competitive and require companies to react quickly and capitalize on change. We must retain skilled and experienced personnel, as well as deploy substantial resources to meet the changing demands of the industry and must be nimble to be able to capitalize on change. We compete with international, national and regional manufacturers, distributors and wholesalers including some companies that are larger than we are. We list our major competitors in Part I, Item 1, Business of our Annual Report on Form 10-K for the year ended December 31, 2014.

In some instances, our customers themselves may be our competition. Some of our customers may develop their own software requiring support within our products and/or may design and develop products of their own which are produced to their own specifications directly by a contract manufacturer. The rapid technological changes occurring in broadband may lead to the entry of new competitors, including those with substantially greater resources than our own. Because the market in which we compete is characterized by rapid growth and, in some cases, low barriers to entry, smaller companies and start-up ventures also may become principal competitors in the future. Actions by existing competitors and the entry of new competitors may have an adverse effect on our sales and profitability. In the future, technological advances could lead to the obsolescence of some of our current products, which could have a material adverse effect on our business.

Further, several of our larger competitors may be in a better position to withstand any significant, sustained reduction in capital spending by customers. They often have broader product lines and segment focus and therefore are not as susceptible to downturns in a particular market. In addition, several of our competitors have been in operation longer than we have, and therefore have more established relationships with customers.

Consolidations in the broadcast and broadband communication systems industry could have a material adverse effect on our business.

The broadcast and broadband communication systems industry has historically experienced, and continues to experience, the consolidation of many industry participants. For example, Charter Communications, Inc. has announced its intention to acquire Time Warner Cable, AT&T recently completed its acquisition of DIRECTV, Verizon Communications Inc. announced that it is selling certain wireline businesses to Frontier Communications Corp. and Altice announced its intention to acquire Suddenlink and Cablevision. When consolidations occur, it is possible that the acquirer will not continue using the same suppliers, possibly resulting in an immediate or future elimination of sales opportunities for us. Even if sales are not reduced, consolidations also could result in delays in purchasing decisions by the affected companies prior to completion of the transaction. Further, even if we believe we will receive additional sales from a customer following a transaction as a result of typical network upgrades that

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following combinations or otherwise, no assurance can be provided that such anticipated sales will be realized. In addition, consolidations can also result in increased pressure from customers for lower prices or better terms, reflecting the increase in the total volume of products purchased or the elimination of a price differential between the acquiring customer and the company acquired. Any of these results could have a material adverse effect on our business.

We may have difficulty in forecasting our sales and may experience volatility in revenues.

Because a significant portion of our customer s purchases are discretionary, accurately forecasting our sales is difficult. In addition, our customers in recent years have submitted their purchase orders less evenly over the course of each quarter and year, and with shorter lead times than they have historically. The combination of our dependence on relatively few key customers and the award by those customers of irregular but sizeable contracts, together with the size of our operations, make it difficult to forecast sales and can result in revenue volatility, which could further result in maintaining inventory levels that are too high or too low for our ultimate needs and could have a negative impact on our business.

The broadcast and broadband communications system industry on which our business is focused is significantly impacted by technological change.

The broadcast and broadband communication systems industry has gone through dramatic technological change resulting in service providers rapidly migrating their business from a one-way television service to a two-way communications network enabling multiple services, such as residential and business high-speed Internet access, residential and business telephony services, digital television, video on demand and advertising services. New services, such as home security, power monitoring and control, 3-D television and 4K (UHD) television that are or may be offered by service providers, are also based on, and will be characterized by, rapidly evolving technology. The development of increasing transmission speed, density and bandwidth for Internet traffic has also enabled the provision of high quality, feature length video over the Internet. This over-the-top IP video service enables content providers such as Netflix and Hulu, programmers such as HBO and ESPN and portals like Google to provide video services on-demand, by-passing traditional video service providers. The Federal Communications Commission is also considering changes to its rules to facilitate the ability of over-the-top services to compete against traditional multichannel video programming providers. As these service providers enhance their quality and scalability, traditional providers are introducing similar services over their existing networks, as well as over-the-top IP video for delivery not only to televisions but to computers, tablets, and telephones in order to remain competitive. Our business is dependent on our ability to develop products that enable current and new customers to exploit these rapid technological changes. We believe the continued growth of over-the-top IP video represents a shift from the traditional video delivery paradigm. To the extent that we are unable to adapt our technologies to serve this emerging demand our business may be adversely affected.

The continued industry move to open standards may impact our future results.

The broadcast and broadband communication systems industry has and will continue to demand products based on open standards. The move toward open standards is expected to increase the number of service providers that will offer services to the market. This trend is expected to increase the number of competitors who are able to supply products to service providers and drive down the capital costs per subscriber deployed. These factors may adversely impact both our future revenues and margins. In addition, many of our customers participate in technology pools and increasingly request that we donate a portion of our source code used by the customer to these pools which may impact our ability to recapture the R&D investment made in developing such code.

We believe that we will be increasingly required to work with third party technology providers. As a result, we expect the shift to more open standards may require us to license software and other components indirectly to third parties via various open source licenses. In some circumstances, ARRIS use of such open source technology may include technology or protocols developed by standards settings bodies, other industry forums or third party companies. The terms of the open source licenses granted by such parties may limit our ability to commercialize products that utilize such technology, which could have a material adverse effect on our results.

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Our use of the Motorola brand name is limited.

In connection with our acquisition of Motorola Home, we were granted the right, as extended, subject to certain conditions, to continue to use the Motorola brand name on certain products. Currently we only have the right to continue to use the Motorola brand name through the end of 2015 solely for products sold through retail channels in the United States and Canada. Shelf space in retail outlets can also be impacted by how recognizable a brand is by customers. If we are unable to successfully rebrand those products, our sales in those regions and channels may decrease. Further, the loss of the use of the Motorola brand may result in a lower amount of shelf space, or space in less desirable areas, which may impact our sales.

Our business is concentrated in a few key customers. The loss of any of these customers or a significant reduction in sales to any of these customers would have a material adverse effect on our business.

For the three months ended September 30, 2015, sales to our two largest customers (including their affiliates, as applicable) accounted for approximately 41.9% of our total revenue. The loss of any of our large customers, or a significant reduction in the products or services provided to any of them would have a material adverse impact on our business. For many of these customers, we also are one of their largest suppliers. As a result, if from time-to-time customers elect to purchase products from our competitors in order to diversify their supplier base and to dual-source key products or to curtail purchasing due to budgetary or market conditions, such decisions could have material consequences to our business. In addition, because of the magnitude of our sales to these customers the terms and timing of our sales are heavily negotiated, and even minor changes can have a significant impact upon our business.

We may face higher costs associated with protecting our intellectual property or obtaining necessary access to the intellectual property of others.

Our future success depends in part upon our proprietary technology, product development, technological expertise and distribution channels, in addition to a number of important patents and licenses. We cannot predict whether we can protect our technology or whether competitors will be able to develop similar technology independently and such technology could be subject to challenge, unlawful copying or other unfair competitive practices. Given the dependence on technology within the market in which we complete, there are frequent claims and related litigation regarding patent and other intellectual property rights. We have received, directly or indirectly, and expect to continue to receive, from third parties, including some of our competitors, notices claiming that we, or our customers using our products, have infringed upon third-party patents or other proprietary rights. We are involved in several proceedings (and other proceedings have been threatened) in which our customers were sued for patent infringement. (See Part II, Item 1, Legal Proceedings) In these cases our customers have made claims against us and other suppliers for indemnification. We may become involved in similar litigation involving these and other customers in the future. These claims, regardless of their merit, could result in costly litigation, divert the time, attention and resources of our management, delay our product shipments, and, in some cases, require us to enter into royalty or licensing agreements. If a claim of patent infringement against us or our customer is successful and we fail to obtain a license or develop non-infringing technology, we or our customer may be prohibited from marketing or selling products containing the infringing technology which could materially affect our business and operating results. In addition, the payment of any damages or any necessary licensing fees or indemnification costs associated with a patent infringement claim could be material and could also materially adversely affect our operating results.

We have significant indebtedness which could limit our operations and opportunities, make it more difficult for us to pay or refinance our debts and/or may cause us to issue additional equity in the future, which would increase the dilution of our stockholders or reduce earnings.

As of September 30, 2015, we had approximately $1.5 billion in total indebtedness and we expect to incur approximately $0.8 billion in indebtedness to fund the Pace acquisition. We have a $497.6 million available under our revolving line of credit to support our working capital needs. Our debt service obligations with respect to this indebtedness could have an adverse impact on our earnings and cash flows for as long as the indebtedness is outstanding.

This significant indebtedness could also have important consequences to stockholders. For example, it could:

- make it more difficult for us to pay or refinance our debts as they become due during adverse economic and industry conditions because any decrease in revenues could cause us to not have sufficient cash flows from operations to make our scheduled debt payments;
- limit our flexibility to pursue other strategic opportunities or react to changes in our business and the industry in which we operate and, consequently, place us at a competitive disadvantage to competitors with less debt;
- require a substantial portion of our cash flows from operations to be used for debt service payments, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes; and
- result in higher interest expense in the event of increases in interest rates since the majority of our debt is subject to variable rates.

Based upon current levels of operations, we expect to be able to generate sufficient cash on a consolidated basis to make all of the principal and interest payments when such payments are due under our senior secured credit facilities; but there can be no assurance that we will be able to repay or refinance such borrowings and obligations.

We may consider it appropriate to reduce the amount of indebtedness currently outstanding. This may be accomplished in several ways, including issuing additional shares of common stock or securities convertible into shares of common stock, reducing discretionary uses of cash or a combination of these and other measures. Issuances of additional shares of common stock or securities convertible into shares of common stock would have the effect of diluting the ownership percentage that stockholders will hold in the company and may reduce our reported earnings per share.

We have substantial goodwill and amortizable intangible assets.

Our financial statements reflect substantial goodwill and intangible assets, approximately $1,016.7 million and $868.1 million, respectively, as of September 30, 2015, that was recognized in connection with acquisitions.

We annually (and more frequently if changes in circumstances indicate that the asset may be impaired) review the carrying amount of our goodwill in order to determine whether it has been impaired for accounting purposes. In general, if the fair value of the corresponding reporting unit is less that the carrying amount of the reporting unit, we record an impairment. The determination of fair value is dependent upon a number of factors, including assumptions about future cash flows and growth rates that are based on our current and long-term business plans. With respect to the amortizable intangible assets, we test recoverability when events or changes in circumstances indicate that their carrying amounts may not be recoverable. Examples of such circumstances include, but are not limited to, operating or cash flow losses from the use of such assets or changes in our intended uses of such assets. If we determine that an asset or asset group is not recoverable, then we would record an impairment charge if the carrying amount of the asset or asset group exceeds its fair value. Fair value is based on estimated discounted future cash flows expected to be generated by the asset or asset group. The assumptions underlying cash flow projections would represent management s best estimates at the time of the impairment review.

While no goodwill or intangible asset impairments were recorded in 2014 and 2013, as the ongoing expected cash flows and carrying amounts of our remaining goodwill and intangible assets are assessed, changes in the economic conditions, changes to our business strategy, changes in operating performance or other indicators of impairment could cause us to realize impairment charges in the future. For additional information, see the discussion under Critical Accounting Policies in Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations on Form 10-K for the year ended December 30, 2014.

Products currently under development may fail to realize anticipated benefits.

Rapidly changing technologies, evolving industry standards, frequent new product introductions and relatively short product life cycles characterize the markets for our products. The technology applications that we currently are developing are subject to technological, supply chain, product development and other related risks that could delay successful delivery. The market in which we operate is subject to a rapid rate of technological change, reflected in increased development and manufacturing complexity and increasingly demanding customer requirements, all of which can result in unforeseen delivery problems. Even if the products in development are successfully brought to market, they may be late, may not be widely used or we may not be able to capitalize successfully on the developed technology. To compete successfully, we must quickly design, develop, manufacture and sell new or enhanced products that provide increasingly higher levels of performance and reliability. However, we may not be able to develop or introduce these products successfully if such products:

- are not cost-effective;
- are not brought to market in a timely manner;
- fail to achieve market acceptance; or
- fail to meet industry certification standards.

Furthermore, our competitors may develop similar or alternative technologies that, if successful, could have a material adverse effect on us. Our strategic alliances are generally based on business relationships that have not been the subject of written agreements expressly providing for the alliance to continue for a significant period of time and the loss of any such strategic relationship could have a material adverse effect on our business and results of operations.

Defects within our products could have a material impact on our results.

Many of our products are complex technology that include both hardware and software components. It is not unusual for software, especially in earlier versions, to contain bugs that can unexpectedly interfere with expected operations. While we employ rigorous testing prior to the shipment of our products, defects, including those resulting from components we purchase, may still occur from time to time. Product defects, including hardware failures, could impact our reputation with our customers which may result in fewer sales. In addition, depending on the number of products affected, the cost of fixing or replacing such products could have a material impact on our operating results.

We offer warranties of various lengths to our customers on many of our products and have established warranty reserves based on, among other things, our historic experience, failure rates and cost to repair. In the event of a significant non-recurring product failure, the amount of the warranty reserve may not be sufficient. From time to time we may also make repairs on defects that occur outside of the provided warranty period. Such costs would not be covered by the established reserves and, depending on the volume of any such repairs, may have a material adverse effect on our results from operations or financial condition.

Our success depends on our ability to attract and retain qualified personnel in all facets of our operations.

Competition for qualified personnel is intense, and we may not be successful in attracting and retaining key personnel, which could impact our ability to maintain and grow our operations. Our future success will depend, to a significant extent, on the ability of our management to operate effectively. In the past, competitors and others have attempted to recruit our employees and their attempts may continue. The loss of services of any key personnel, the inability to attract and retain qualified personnel in the future or delays in hiring required personnel, particularly engineers and other technical professionals, could negatively affect our business.

We are dependent on a limited number of suppliers and inability to obtain adequate and timely delivery of supplies could have a material adverse effect on our business.

Many components, subassemblies and modules necessary for the manufacture or integration of our products are obtained from a sole supplier or a limited group of suppliers. Likewise, we have only a limited number of potential suppliers for certain materials and hardware used in our products and a number of our agreements with suppliers are short-term in nature. Our reliance on sole or limited suppliers, particularly foreign suppliers, and our reliance on subcontractors involves several risks including a potential inability to obtain an adequate supply of required components, subassemblies, modules and other materials and reduced control over pricing, quality and timely delivery of components, subassemblies, modules and other products. An inability to obtain adequate deliveries or any other circumstance that would require us to seek alternative sources of supply could affect our ability to ship products on a timely basis which could damage relationships with current and prospective customers and potentially have a material adverse effect on our business. Our ability to ship could also be impacted by country laws and/or union labor disruptions. For example the labor dispute involving union dock workers at certain U.S. west coast port facilities, in many cases, greatly increased the shipping times for our products arriving through the affected ports and also increased our shipping costs as we had to increase the number of products shipped using air freight which is significantly more expensive. Disputes of this nature may have a material impact on our financial results.

We are subject to the economic, political and social instability risks associated with doing business in certain foreign countries.

For the quarter ended September 30, 2015, approximately 27.1% of our sales were made outside of the United States. In addition, a significant portion of our products are manufactured or assembled in China, Mexico and Taiwan. As a result, we are exposed to risk of international operations, including:

- the imposition of government controls;
- compliance with United States and foreign laws concerning trade and employment practices;
- difficulties in obtaining or complying with export license requirements;
- labor unrest, including strikes, and difficulties in staffing;
- security concerns;
- economic boycott for doing business in certain countries;
- inflexible employee contracts or labor laws in the event of business downturns;
- coordinating communications among and managing international operations;
- fluctuations in currency exchange rates;
- currency controls;
- changes in tax and trade laws that increase our local costs;

- exposure to heightened corruption risks; and
- reduced protection for intellectual property rights.

Political instability and military and terrorist activities may have significant impacts on our customers spending in these regions and can further enhance many of the risks identified above. In addition, a portion of our research and development operations and a portion of our contract manufacturing occur in Israel and we also have customer service, marketing and general and administrative employees at our Israeli facility. Most of our employees in Israel are obligated to perform annual reserve duty in the Israeli Defense Forces. In the past, several of these employees have been called for active military duty and, if hostilities increase again, we expect some will be called to active military duty.

Any of these risks could impact our sales, interfere with the operation of our facilities and result in reduced production, increased costs, or both, which could have an adverse effect on our financial results.

We face risks relating to currency fluctuations and currency exchange.

On an ongoing basis we are exposed to various changes in foreign currency rates because certain sales are denominated in foreign currencies. Additionally, certain intercompany transactions are denominated in foreign currencies and subject to revaluation. These changes can impact our results of operations, cash flows and financial position. We manage these risks through regular operating and financing activities and periodically use derivative financial instruments such as foreign exchange forward and option contracts. There can be no assurance that our risk management strategies will be effective.

As part of the Pace plc acquisition, we will be obligated to pay the Pace shareholders a certain amount of the fixed cash consideration in British pounds therefore subjecting us to risks in changes in the currency rate for the British pound. While we believe we have reduced this risk by entering into foreign currency forward contracts in order to mitigate the volatility related to fluctuations in the exchange rate until the acquisition closes, there can be no assurance that our risk management strategies will be effective.

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In addition, many of our international customers make purchases from us that are denominated in U.S dollars. As we have seen the U.S. dollar strengthen, it has impacted these customers ability to purchase products and further strengthening could have a material impact on our sales in the affected countries.

We also may encounter difficulties in converting our earnings from international operations to U.S. dollars for use in the United States. These obstacles may include problems moving funds out of the countries in which the funds were earned and difficulties in collecting accounts receivable in foreign countries where the usual accounts receivable payment cycle is longer.

We depend on channel partners to sell our products in certain regions and are subject to risks associated with these arrangements.

We utilize distributors, value-added resellers, system integrators, and manufacturers representatives to sell our products to certain customers and in certain geographic regions to improve our access to these customers and regions and to lower our overall cost of sales and post-sales support. Our sales through channel partners are subject to a number of risks, including:

- ability of our selected channel partners to effectively sell our products to end customers;
- our ability to continue channel partner arrangements into the future since most are for a limited term and subject to mutual agreement to extend;
- a reduction in gross margins realized on sale of our products; and
- a diminution of contact with end customers which, over time, could adversely impact our ability to develop new products that meet customers evolving requirements.

Our stock price has been and may continue to be volatile.

Our common stock is currently traded on The NASDAQ Global Select Market. The trading price of our common stock has been and may continue to be subject to large fluctuations. Our stock price may increase or decrease in response to a number of events and factors including:

- future announcements concerning us, key customers or competitors;
- quarterly variations in operating results;
- changes in financial estimates and recommendations by securities analysts;

- developments with respect to technology or litigation;
- the operating and stock price performance of our competitors; and
- acquisitions and financings.

Fluctuations in the stock market, generally, also impact the volatility of our stock price. General stock market movements may adversely affect the price of our common stock, regardless of our operating performance.

Cyber-security incidents, including data security breaches or computer viruses, could harm our business by disrupting our delivery of services, damaging our reputation or exposing us to liability.

We receive, process, store and transmit, often electronically, the confidential data of our clients and others. Unauthorized access to our computer systems or stored data could result in the theft or improper disclosure of confidential information, the deletion or modification of records or could cause interruptions in our operations. These cyber-security risks increase when we transmit information from one location to another, including transmissions over the Internet or other electronic networks. Despite implemented security measures, our facilities, systems and procedures, and those of our third-party service providers, may be vulnerable to security breaches, acts of vandalism, software viruses, misplaced or lost data, programming and/or human errors or other similar events which may disrupt our delivery of services or expose the confidential information of our clients and others. Any security breach involving the misappropriation, loss or other unauthorized disclosure or use of confidential information of our clients or others, whether by us or a third party, could (i) subject us to civil and criminal penalties, (ii) have a negative impact on our reputation, or (iii) expose us to liability to our clients, third parties or government authorities. Any of these developments could have a material adverse effect on our business, results of operations and financial condition. We have not experienced any such incidents that have had material consequences to date. The U.S. Congress also is considering, and we expect other governments to consider, cyber-security legislation that, if enacted, could impose additional obligations upon us.

New regulations related to conflict minerals may adversely affect us

We are subject to recently adopted SEC disclosure obligations relating to our use of so-called conflict minerals - columbite-tantalite, cassiterite (tin), wolframite (tungsten) and gold. These minerals are present in a significant number of our products. We are required to file a report with the SEC annually covering our use of these materials and their source.

In preparing these reports, we are dependent upon information supplied by suppliers of products that contain, or potentially contain, conflict minerals. To the extent that the information that we receive from our suppliers is inaccurate or inadequate or our processes in obtaining that information do not fulfill the SEC s requirements, we could face reputational risks. Further, if in the future we are unable to certify that our products are conflict mineral free, we may face challenges with our customers, which could place us at a competitive disadvantage.

We do not intend to pay cash dividends in the foreseeable future.

We do not anticipate paying cash dividends on our common stock in the foreseeable future. In addition, our ability to pay dividends is limited by the terms of our credit facilities. Payment of dividends in the future will depend on, among other things, business conditions, our results of operations, cash requirements, financial condition, contractual restrictions, provisions of applicable law and other factors that our board of directors may deem relevant.

We have the ability to issue preferred shares without stockholder approval.

Our common stock may be subordinate to classes of preferred shares issued in the future in the payment of dividends and other distributions made with respect to common stock, including distributions upon liquidation or dissolution. Our Certificate of Incorporation permits our board of directors to issue preferred shares without first obtaining stockholder approval. If we issued preferred shares, these additional securities may have dividend or liquidation preferences senior to the common stock. If we issue convertible preferred shares, a subsequent conversion may dilute the current common stockholders interest. Also, the issuance of preferred shares or rights to acquire preferred shares may have an anti-takeover impact.

Risks Related to Our Proposed Acquisition of Pace

The acquisition is subject to clearance from governmental competition authorities, which could delay or prevent the completion of the acquisition or impose conditions that could have a material adverse effect on us or that could result in the termination of the acquisition.

To complete the acquisition, we have made various filings with U.S. and foreign competition authorities and must either fulfill various waiting period obligations or obtain their affirmative approvals. While we believe that we will receive the required clearances, there can be no assurance as to their receipt or timing. If the clearances are received, they may conditioned in a way (i) that does not satisfy the conditions set forth in the Co-Operation Agreement, which could permit us to terminate our offer for Pace, or (ii) that could have a detrimental impact on us following completion of the acquisition. If we terminate our offer for Pace in certain circumstances related to the failure to obtain necessary antitrust clearances, we will be required to pay Pace a termination fee of $20.0 million. A substantial delay in obtaining the required clearances or the imposition of unfavorable conditions, including a divestiture, could have an adverse effect on the anticipated benefits of the acquisition, thereby impacting our business, financial condition or results of operations or potentially preventing the completion of the acquisition entirely. Even if we comply with the filing and other requirements, governmental authorities could seek to block or challenge the acquisition as they deem necessary or desirable in the public interest.

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While the Pace acquisition is pending, we will be subject to business uncertainties that could adversely affect our business.

Uncertainty about the effect of the Pace combination on employees, customers and suppliers may have an adverse effect on us. These uncertainties may impair our ability to attract, retain and motivate key personnel until the transaction is consummated and for a period of time thereafter, and could cause customers, suppliers and others who deal with us to seek to change existing business relationships. Employee retention may be particularly challenging during the pendency of the combination because employees may experience uncertainty about their future roles with the combined company. If, despite our and Pace s retention efforts, key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the combined company, our business could be harmed.

Failure to consummate the Pace acquisition could negatively impact our share price and our future business and financial results.

If the Pace acquisition is not completed, our ongoing businesses may be adversely affected and, without realizing any of the benefits of having consummated the combination, we will be subject to a number of risks which, if they materialize, might adversely affect our business, results of operation and share price, including without limitation costs and expenses relating to the proposed acquisition, including certain break payments and expense reimbursements as provided in the Co-operation Agreement with Pace. The consideration, negotiation and implementation of the Pace acquisition (including integration planning) will have required substantial commitments of time and resources by our management, which could otherwise have been devoted to other opportunities beneficial to us.

We may not realize all of the anticipated benefits of the Pace acquisition or those benefits may take longer to realize than expected. We may also encounter significant unexpected difficulties in integrating the two businesses.

Our ability to realize all of the anticipated benefits of the Pace acquisition will depend on our ability to integrate the ARRIS and Pace businesses. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, we will be required to devote significant management attention and resources to integrating our business practices and operations with those of Pace. The integration process may disrupt the businesses and, if implemented ineffectively, could preclude realization of the full benefits we expect. Our failure to meet the challenges involved in integrating the two businesses to realize the anticipated benefits of the acquisition could cause an interruption of, or a loss of momentum in, the activities of our business and could adversely affect our results of operations.

In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer relationships, and diversion of management s attention. The difficulties of combining the operations of the companies include, among others:

- diversion of management s attention to integration matters;

- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from combining the business of Pace with that of ARRIS;

- difficulties in the integration of operations and systems; and

- difficulties in managing the expanded operations of a larger and more complex company.

Many of these factors will be outside of our control and any of them could result in increased costs, decreases in the amount of expected revenues and diversion of management s time and energy, which could materially impact our business, financial condition and results of operations. In addition, even if the operations of the two businesses are integrated successfully, we may not realize the full benefits of the combination, including the potential synergies, cost savings or sales or growth opportunities. These benefits may not be achieved within the anticipated time frame, or at all, or additional unanticipated costs may be incurred in the integration of the two businesses. All of these factors could cause dilution to our earnings per share, decrease or

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delay the expected accretive effect of the acquisition, or negatively impact the price of our stock. As a result, we cannot provide assurance that the acquisition of Pace will result in the realization of the full benefits anticipated.

We will incur significant transaction-related costs in connection with the acquisition and the new holding company formation.

We expect to incur substantial costs associated with forming a new holding company in the U.K. and combining the operations of Pace with ours, as well as transaction fees, financing costs and other costs related to the acquisition and its financing. We also may incur additional unanticipated costs. Although we believe that the incurrence of these costs is justified by the expected benefits of the acquisition, if those benefits do not materialize or if the cost exceeds our expectations, our results of operations and financial condition could be adversely impacted.

Our current stockholders will have a reduced ownership and voting interest after the Pace acquisition and may exercise less influence over management than they currently have.

Upon the completion of the Pace acquisition, our current stockholders will hold a percentage ownership of New ARRIS that is smaller than such stockholder s current percentage ownership of ARRIS. It is currently expected that our current stockholders as a group will receive shares in the transaction constituting approximately 76% of the outstanding New ARRIS ordinary shares immediately after the consummation of the transaction. Because of this, our current stockholders may have less influence on the management and policies of New ARRIS than they currently have on our management and policies.

Item 6. EXHIBITS

Exhibit No.	*Description of Exhibit*
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1	Section 906 Certification of Chief Executive Officer
32.2	Section 906 Certification of Chief Financial Officer
101.INS	XBRL Instant 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 Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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SIGNATURES

Pursuant to the requirements 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.

ARRIS GROUP, INC.

/s/ David B. Potts
David B. Potts
Executive Vice President, Chief Financial Officer and Chief Accounting Officer

Dated: November 6, 2015