

RICHARDSON ELECTRONICS LTD/DE

Form 10-Q

April 10, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended February 28, 2015

OR

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

For the transition period from \_\_\_\_\_ To \_\_\_\_\_

Commission File Number: 0-12906

RICHARDSON ELECTRONICS, LTD.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

36-2096643

(I.R.S. Employer  
Identification No.)

40W267 Keslinger Road, P.O. Box 393

LaFox, Illinois 60147-0393

(Address of principal executive offices)

Registrant's telephone number, including area code: (630) 208-2200

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

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

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

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller Reporting Company

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

As of April 6, 2015, there were outstanding 11,529,333 shares of Common Stock, \$0.05 par value and 2,140,644 shares of Class B Common Stock, \$0.05 par value, which are convertible into Common Stock of the registrant on a

share for share basis.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

Richardson Electronics, Ltd.

Consolidated Balance Sheets

(in thousands, except per share amounts)

	Unaudited February 28, 2015	Audited May 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$78,398	\$102,752
Accounts receivable, less allowance of \$477 and \$581	19,113	18,354
Inventories, net	35,915	33,869
Prepaid expenses and other assets	1,549	1,089
Deferred income taxes	1,343	1,537
Income tax receivable	—	2,888
Investments—current	23,645	31,732
Discontinued operations—assets	—	18
Total current assets	159,963	192,239
Non-current assets:		
Property, plant and equipment, net	9,145	7,223
Other intangibles, net	765	843
Non-current deferred income taxes	1,422	1,724
Investments—non-current	11,793	1,516
Total non-current assets	23,125	11,306
Total assets	\$183,088	\$203,545
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$11,234	\$12,337
Accrued liabilities	8,226	9,220
Discontinued operations—liabilities	—	7
Total current liabilities	19,460	21,564
Non-current liabilities:		
Non-current deferred income taxes	2,664	5,691
Other non-current liabilities	1,144	1,315
Discontinued operations—non-current liabilities	—	130
Total non-current liabilities	3,808	7,136
Total liabilities	23,268	28,700
Commitments and contingencies	—	—
Stockholders' equity		
Common stock, \$0.05 par value; issued 11,529 shares at February 28, 2015, and 11,835 shares at May 31, 2014	576	592
Class B common stock, convertible, \$0.05 par value; issued 2,141 shares at February 28, 2015, and 2,191 shares at May 31, 2014	107	110
Preferred stock, \$1.00 par value, no shares issued	—	—
Additional paid-in capital	63,031	66,141
Common stock in treasury, at cost, no shares at February 28, 2015, and 1 share at May 31, 2014	—	(14
Retained earnings	92,168	97,959

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Accumulated other comprehensive income	3,938	10,057
Total stockholders' equity	159,820	174,845
Total liabilities and stockholders' equity	\$183,088	\$203,545

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Richardson Electronics, Ltd.

Unaudited Consolidated Statements of Comprehensive Income (Loss)

(in thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	February 28, 2015	March 1, 2014	February 28, 2015	March 1, 2014
Net Sales	\$33,471	\$32,884	\$102,011	\$102,577
Cost of Sales	23,671	23,233	71,091	71,727
Gross profit	9,800	9,651	30,920	30,850
Selling, general, and administrative expenses	12,563	10,537	36,366	31,079
Gain on disposal of assets	(14	) —	(5	) —
Operating loss	(2,749	) (886	) (5,441	) (229
Other (income) expense:				
Investment/interest income	(239	) (277	) (744	) (797
Foreign exchange (gain) loss	(275	) 31	(285	) 123
Proceeds from legal settlement	—	(432	) —	(2,547
Other, net	(6	) (21	) (22	) (36
Total other income	(520	) (699	) (1,051	) (3,257
Income (loss) from continuing operations before income taxes	(2,229	) (187	) (4,390	) 3,028
Income tax provision (benefit)	(31	) (75	) (965	) 530
Income (loss) from continuing operations	(2,198	) (112	) (3,425	) 2,498
Income (loss) from discontinued operations, net of tax	—	(420	) 87	(538
Net income (loss)	(2,198	) (532	) (3,338	) 1,960
Foreign currency translation gain (loss), net of tax	(2,188	) 258	(6,149	) 1,879
Fair value adjustments on investments	5	6	30	29
Comprehensive income (loss)	\$(4,381	) \$(268	) \$(9,457	) \$3,868
Net income (loss) per Common share - Basic:				
Income (loss) from continuing operations	\$(0.16	) \$(0.01	) \$(0.25	) \$0.18
Income (loss) from discontinued operations	—	(0.03	) 0.01	(0.04
Total net income (loss) per Common share - Basic	\$(0.16	) \$(0.04	) \$(0.24	) \$0.14
Net income (loss) per Class B common share - Basic:				
Income (loss) from continuing operations	\$(0.15	) \$(0.01	) \$(0.22	) \$0.16
Income (loss) from discontinued operations	—	(0.03	) 0.01	(0.03
Total net income (loss) per Class B common share - Basic	\$(0.15	) \$(0.04	) \$(0.21	) \$0.13
Net income (loss) per Common share - Diluted:				
Income (loss) from continuing operations	\$(0.16	) \$(0.01	) \$(0.25	) \$0.17
Income (loss) from discontinued operations	—	(0.03	) 0.01	(0.04
Total net income (loss) per Common share - Diluted	\$(0.16	) \$(0.04	) \$(0.24	) \$0.13
Net income (loss) per Class B common share - Diluted:				
Income (loss) from continuing operations	\$(0.15	) \$(0.01	) \$(0.22	) \$0.16
Income (loss) from discontinued operations	—	(0.03	) 0.01	(0.03
Total net income (loss) per Class B common share - Diluted	\$(0.15	) \$(0.04	) \$(0.21	) \$0.13
Weighted average number of shares:				
Common shares - Basic	11,604	11,832	11,733	11,942
Class B common shares - Basic	2,141	2,191	2,154	2,270
Common shares - Diluted	13,745	14,140	13,887	14,335
Class B common shares - Diluted	2,141	2,191	2,154	2,270

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Dividends per common share	\$0.060	\$0.060	\$0.180	\$0.180
Dividends per Class B common share	\$0.054	\$0.054	\$0.162	\$0.162

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Richardson Electronics, Ltd.  
 Unaudited Consolidated Statements of Cash Flows  
 (in thousands)

	Three Months Ended		Nine Months Ended	
	February 28, 2015	March 1, 2014	February 28, 2015	March 1, 2014
Operating activities:				
Net income (loss)	\$ (2,198	) \$ (532	) \$ (3,338	) \$ 1,960
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:				
Depreciation and amortization	418	275	1,227	796
Gain on sale of investments	(6	) (4	) (15	) (23
Gain on disposal of assets	(4	) —	(30	) —
Share-based compensation expense	143	201	529	585
Deferred income taxes	(498	) 62	(665	) (105
Change in assets and liabilities, net of effect of acquired businesses:				
Accounts receivable	(2,361	) 228	(2,655	) (1,498
Income tax receivable	—	(319	) 2,888	2,789
Inventories	(105	) 273	(4,366	) 133
Prepaid expenses and other assets	176	140	(727	) (134
Accounts payable	(1,878	) (940	) (389	) (3,170
Accrued liabilities	632	(73	) (469	) (2,528
Non-current deferred income tax liabilities	—	175	—	(302
Other	(25	) 13	(32	) 60
Net cash used in operating activities	(5,706	) (501	) (8,042	) (1,437
Investing activities:				
Cash consideration paid for acquired businesses	—	—	—	(973
Capital expenditures	(1,314	) (840	) (3,250	) (1,821
Proceeds from maturity of investments	750	203,757	31,957	258,289
Purchases of investments	(750	) (197,321	) (34,093	) (248,873
Proceeds from sales of available-for-sale securities	112	76	186	152
Purchases of available-for-sale securities	(112	) (76	) (186	) (152
Other	(98	) 6	(128	) 97
Net cash provided by (used in) investing activities	(1,412	) 5,602	(5,514	) 6,719
Financing activities:				
Repurchase of common stock	(1,305	) —	(3,945	) (8,725
Proceeds from issuance of common stock	13	13	301	184
Cash dividends paid	(808	) (829	) (2,453	) (2,514
Other	2	(26	) —	(25
Net cash used in financing activities	(2,098	) (842	) (6,097	) (11,080
Effect of exchange rate changes on cash and cash equivalents	(2,272	) 255	(4,701	) 956
Increase/ (decrease) in cash and cash equivalents	(11,488	) 4,514	(24,354	) (4,842
Cash and cash equivalents at beginning of period	89,886	92,646	102,752	102,002
Cash and cash equivalents at end of period	\$ 78,398	\$ 97,160	\$ 78,398	\$ 97,160



Richardson Electronics, Ltd.

Unaudited Consolidated Statement of Stockholders' Equity

(in thousands)

	Common	Class B Common	Par Value	Additional Paid-in Capital	Common Stock in Treasury	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance May 31, 2014:	11,835	2,191	\$702	\$66,141	\$(14 )	\$97,959	\$ 10,057	\$174,845
Comprehensive income (loss)								
Net loss	—	—	—	—	—	(3,338 )	—	(3,338 )
Foreign currency translation	—	—	—	—	—	—	(6,149 )	(6,149 )
Fair value adjustments on investments	—	—	—	—	—	—	30	30
Share-based compensation:								
Stock options	—	—	—	529	—	—	—	529
Common stock:								
Options Exercised	46	—	2	299	—	—	—	301
Converted Class B to Common	50	(50 )	—	—	—	—	—	—
Repurchase of common stock	—	—	—	—	(3,945 )	—	—	(3,945 )
Treasury stock retirements	(401 )	—	(20 )	(3,939 )	3,959	—	—	—
Other	(1 )	—	(1 )	1	—	—	—	—
Dividends paid to:								
Common (\$0.18 per share)	—	—	—	—	—	(2,103 )	—	(2,103 )
Class B (\$0.162 per share)	—	—	—	—	—	(350 )	—	(350 )
Balance February 28, 2015:	11,529	2,141	\$683	\$63,031	\$—	\$92,168	\$ 3,938	\$159,820

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RICHARDSON ELECTRONICS, LTD.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF THE COMPANY

Richardson Electronics, Ltd. (“we”, “us”, “the Company”, and “our”) is incorporated in the state of Delaware. We are a leading global provider of engineered solutions, power grid and microwave tubes and related components, and customized display solutions, serving customers in the alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. Our strategy is to provide specialized technical expertise and “engineered solutions” based on our core engineering and manufacturing capabilities. We provide solutions and add value through design-in support, systems integration, prototype design and manufacturing, testing, logistics, and aftermarket technical service and repair.

Our products include electron tubes and related components, microwave generators, subsystems used in semiconductor manufacturing, and visual technology solutions. These products are used to control, switch or amplify electrical power signals, or are used as display devices in a variety of industrial, commercial, medical, and communication applications.

During the first quarter of fiscal 2015, we created a new strategic business unit called Richardson Healthcare (“Healthcare”). As hospitals remain under pressure to reduce costs while serving a much larger customer base, there is a growing demand for independent sources of high value replacement parts for diagnostic imaging. Having access to parts that are tested and in stock enables hospitals to terminate expensive service contracts with the Original Equipment Manufacturers (“OEM”) and instead use third party service providers or in-house technicians. With our global infrastructure, technical sales team, and experience servicing the healthcare market, we are well positioned to take advantage of this market opportunity. Over time, our plan is to expand our position from being the leader in power grid tubes to a key player in the high growth, high profile healthcare industry.

We have three operating segments, which we define as follows:

Electron Device Group (“EDG”) provides engineered solutions and distributes electronic components to customers in alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. EDG focuses on various applications including broadcast transmission, CO2 laser cutting, diagnostic imaging, dielectric and induction heating, high energy transfer, high voltage switching, plasma, power conversion, radar, and radiation oncology. EDG also offers its customers technical services for both microwave and industrial equipment.

Canvys provides customized display solutions serving the corporate enterprise, financial, industrial, and OEM markets.

Healthcare manufactures, distributes and services high value replacement parts for the healthcare market including hospitals, medical centers, independent service organizations, and multi-vendor service providers. Products include power grid tubes, hydrogen thyratrons, klystrons, magnetrons; Image Systems medical displays and workstations for picture archiving and communication systems (“PACS”); visual solutions for operating rooms/surgical environments; digital radiography solutions including replacement flat panel detectors and upgrades; and additional replacement components currently under development for the diagnostic imaging service market. Through a combination of newly developed products and partnerships, service offerings, and training programs, we believe we can help our customers improve efficiency and deliver better clinical outcomes while lowering the cost of healthcare delivery.

We currently have operations in the following major geographic regions: North America, Asia/Pacific, Europe, and Latin America.

2. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and notes required by GAAP for complete financial statements.

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Our fiscal quarter ends on the Saturday nearest the end of the quarter-ending month. The first nine months of fiscal 2015 and 2014 contained 39 weeks, respectively.

In the opinion of management, all adjustments, which are of a normal and recurring nature, necessary for a fair presentation of the results of interim periods have been made. All inter-company transactions and balances have been eliminated. The unaudited consolidated financial statements presented herein include the accounts of our wholly owned subsidiaries. Certain information and note disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The results of our operations for the three and nine months ended February 28, 2015, are not necessarily indicative of the results that may be expected for the fiscal year ending May 30, 2015.

Due to the change in our healthcare business model, the financial results for our healthcare business that were part of our Canvys segment will now be part of our Healthcare segment. All prior period segment financial results have been revised to reflect this change.

The financial information contained in this report should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended May 31, 2014, that we filed on July 25, 2014.

**3. CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

**Inventories:** Our worldwide inventories are stated at the lower of cost or market, generally using a weighted-average cost method. Our inventories include approximately \$31.1 million of finished goods and \$4.8 million of raw materials and work-in-progress as of February 28, 2015, as compared to approximately \$30.9 million of finished goods and \$3.0 million of raw materials and work-in-progress as of May 31, 2014. At this time, we do not anticipate any material risks or uncertainties related to possible future inventory write-downs.

**Revenue Recognition:** Our product sales are recognized as revenue upon shipment, when title passes to the customer, when delivery has occurred or services have been rendered, and when collectability is reasonably assured. We also record estimated discounts and returns based on our historical experience.

**Loss Contingencies:** We accrue a liability for loss contingencies when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. If we determine that there is at least a reasonable possibility that a loss may have been incurred, we will include a disclosure describing the contingency.

**Other Intangible Assets:** Intangible assets are initially recorded at their fair market values determined on quoted market prices in active markets, if available, or recognized valuation models. Intangible assets that have finite useful lives are amortized on a straight-line basis over their useful lives.

**New Accounting Pronouncements:** In May 2014, the FASB and the International Accounting Standards Board ("IASB") issued new joint guidance surrounding revenue recognition. Under U.S. generally accepted accounting principles ("US GAAP"), this guidance is being introduced to the ASC as Topic 606, Revenue from Contracts with Customers ("Topic 606"), by Accounting Standards Update No. 2014-09 ("ASU 2014-09"). The new standard supersedes a majority of existing revenue recognition guidance under US GAAP, and requires companies to recognize revenue when it transfers goods or services to a customer in an amount that reflects the consideration to which a company expects to be entitled. Companies may need to use more judgment and make more estimates while recognizing revenue, which could result in additional disclosures to the financial statements. Topic 606 allows for either a "full retrospective" adoption or a "modified retrospective" adoption. The standard is effective for us in our fiscal year 2018. We are currently evaluating which method we will use and the revenue recognition impact this guidance will have once implemented.

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## 4. DISCONTINUED OPERATIONS

During fiscal year 2011, we completed the sale of the assets primarily used or held for use in, and certain liabilities of, our RF, Wireless and Power Division ("RFPD"), as well as certain other Company assets, including our information technology assets, to Arrow Electronics, Inc. ("Arrow") in exchange for \$238.8 million ("the Transaction"). In accordance with Accounting Standards Codification ("ASC") 205-20, Presentation of Financial Statements - Discontinued Operations ("ASC 205-20"), we reported the financial results of RFPD as a discontinued operation.

## Financial Summary – Discontinued Operations

Summary financial results for the three and nine months ended February 28, 2015, and March 1, 2014, are presented in the following table (in thousands):

	Three Months Ended		Nine Months Ended	
	February 28, 2015	March 1, 2014	February 28, 2015	March 1, 2014
Net sales	\$—	\$111	\$—	\$375
Gross profit (loss) <sup>(1)</sup>	—	(254 )	—	(357 )
Selling, general, and administrative expenses <sup>(2)</sup>	—	37	—	186
Income tax provision (benefit) <sup>(3)</sup>	—	129	(87 )	(5 )
Income (loss) from discontinued operations, net of tax	\$—	\$(420 )	\$87	\$(538 )

## Notes:

(1) Gross profit (loss) for fiscal year 2014 includes unabsorbed manufacturing labor and overhead expenses related to the Manufacturing Agreement with RFPD which ended March 1, 2014.

(2) Selling, General, and Administrative expenses relate primarily to professional fees for tax audits resulting from the Transaction.

(3) Income tax benefit relates to the reversal of tax reserves.

Assets and liabilities classified as discontinued operations on our consolidated balance sheets as of February 28, 2015, and May 31, 2014, include the following (in thousands):

	February 28, 2015	May 31, 2014
Inventories	\$—	\$18
Discontinued operations - Assets	\$—	\$18
Accrued liabilities - current	\$—	\$7
Accrued liabilities - non-current	—	130
Discontinued operations - Liabilities	\$—	\$137

## 5. OTHER INTANGIBLE ASSETS

Intangible assets are initially recorded at their fair market values determined on quoted market prices in active markets, if available, or recognized valuation models. Intangible assets that have finite useful lives are amortized on a straight-line basis over their useful lives.

Our intangible assets represent the fair value for trade name, customer relationships, and non-compete agreements acquired in connection with our acquisitions.

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Intangible assets subject to amortization expense are as follows (in thousands):

	Intangible Assets Subject to Amortization as of	
	February 28, 2015	May 31, 2014
Gross Amounts:		
Trade Name	\$29	\$29
Customer Relationship <sup>(1)</sup>	951	977
Non-compete Agreements	47	47
Total Gross Amounts	\$1,027	\$1,053
Accumulated Amortization:		
Trade Name	\$26	\$18
Customer Relationship	216	178
Non-compete Agreements	20	14
Total Accumulated Amortization	\$262	\$210

(1) Change from prior periods reflect impact of foreign currency translation.

The amortization expense associated with the intangible assets subject to amortization for the next five years is presented in the following table (in thousands):

Fiscal Year	Amortization Expense
Remaining 2015	\$20
2016	66
2017	57
2018	55
2019	46
Thereafter	521

The weighted average number of years of amortization expense remaining is 17.1.

## 6. INVESTMENTS

As of February 28, 2015, we had approximately \$34.9 million invested in time deposits and certificates of deposit ("CD"). Approximately \$23.7 million of this amount matures in less than twelve months and \$11.2 million matures in greater than twelve months. The fair value of these investments is equal to the face value of each time deposit and CD. As of May 31, 2014, we had approximately \$32.7 million invested in time deposits and CD's. \$31.7 million of this amount matures in less than twelve months and \$1.0 million matures in greater than twelve months. The fair value of these investments is equal to the face value of each time deposit and CD.

We also have investments in equity securities, all of which are classified as available-for-sale and are carried at their fair value based on quoted market prices. Our equity investments, which are included in non-current assets, had a carrying amount of \$0.6 million as of February 28, 2015, compared to \$0.5 million as of May 31, 2014. Proceeds from the sale of securities were \$0.2 during the third quarter of fiscal 2015 compared to \$0.1 million during the third quarter of fiscal 2014. We reinvested proceeds from the sale of securities, and the cost of the equity securities sold was based on a specific identification method. Gross realized gains and losses on those sales were less than \$0.1 million during the third quarter of fiscal 2015 and fiscal 2014. Net unrealized holding gains and losses of less than \$0.1 million during the third quarter of fiscal 2015 and fiscal 2014 have been included in accumulated other comprehensive income (loss).

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We offer warranties for the limited number of specific products we manufacture. We also provide extended warranties for some products we sell that lengthen the period of coverage specified in the manufacturer's original warranty. Our warranty terms generally range from one to three years.

Warranty reserves are established for costs that are expected to be incurred after the sale and delivery of products under warranty. Warranty reserves are included in accrued liabilities on our consolidated balance sheets. The warranty reserves are determined based on known product failures, historical experience, and other available evidence.

Warranty reserves were approximately \$0.2 million as of February 28, 2015, and May 31, 2014.

**8. LEASE OBLIGATIONS, OTHER COMMITMENTS, AND CONTINGENCIES**

We lease certain warehouse and office facilities and office equipment under non-cancelable operating leases. Rent expense from continuing operations during the first nine months of fiscal 2015 was \$1.3 million compared to \$1.2 million during the first nine months of fiscal 2014. Our future lease commitments for minimum rentals, including common area maintenance charges and property taxes during the next five years are as follows (in thousands):

Fiscal Year	Payments
Remaining 2015	\$332
2016	814
2017	213
2018	60
2019	19
Thereafter	19

**9. INCOME TAXES**

The effective income tax rate from continuing operations during the first nine months of fiscal 2015 was a tax benefit of 22.0%, as compared to a tax provision of 17.5% during the first nine months of fiscal 2014. The difference in rate during the first nine months of fiscal 2015, as compared to the first nine months of fiscal 2014, reflects the impact of changes in our geographical distribution of income (loss), the recording of additional valuation allowance against all of our U.S. state net deferred tax assets, and our position with respect to ASC 740-30, Income Taxes - Other Considerations or Special Areas ("ASC 740-30"). The 22.0% effective income tax rate differs from the federal statutory rate of 34.0% as a result of our geographical distribution of income (loss), the deferred tax impact of the change in the statutory tax rates in Japan and the United Kingdom, the reduction in uncertain tax positions as a result of settling an income tax audit in Italy, the recording of a tax benefit related to compensation expense, and the recording of a valuation allowance against all of our U.S. state net deferred tax assets.

In the normal course of business, we are subject to examination by taxing authorities throughout the world. Generally, years prior to fiscal 2007 are closed for examination under the statute of limitations for U.S. federal, U.S. state and local, and non-U.S. tax jurisdictions. We are also currently under examination in Germany (fiscal 2008 through 2010) and Thailand (fiscal 2008 through 2011). Our primary foreign tax jurisdictions are Germany and the Netherlands. We have tax years open in Germany beginning in fiscal 2007 and the Netherlands beginning in fiscal 2009.

We have historically determined that certain undistributed earnings of our foreign subsidiaries, to the extent of cash available, will be repatriated to the U.S. Accordingly, we have provided a deferred tax liability totaling \$5.0 million as of February 28, 2015, on foreign earnings of \$37.5 million. In addition, as of February 28, 2015, approximately \$34.6 million of cumulative positive earnings of some of our foreign subsidiaries are still considered permanently reinvested pursuant to ASC 740-30. Due to various tax attributes that are continuously changing, it is not practicable to determine what, if any, tax liability might exist if such earnings were to be repatriated.

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We have no liability recorded in any tax jurisdiction for uncertain tax positions related to continuing operations as of February 28, 2015, and March 1, 2014.

It is not expected that there will be a change in the unrecognized tax benefits within the next 12 months.

**10. CALCULATION OF EARNINGS PER SHARE**

We have authorized 17,000,000 shares of common stock and 3,000,000 shares of Class B common stock. The Class B common stock has 10 votes per share and has transferability restrictions; however, Class B common stock may be converted into common stock on a share-for-share basis at any time. With respect to dividends and distributions, shares of common stock and Class B common stock rank equally and have the same rights, except that Class B common stock cash dividends are limited to 90% of the amount of Class A common stock cash dividends.

In accordance with ASC 260-10, Earnings Per Share (“ASC 260”), our Class B common stock is considered a participating security requiring the use of the two-class method for the computation of basic and diluted earnings per share. The two-class computation method for each period reflects the cash dividends paid per share for each class of stock, plus the amount of allocated undistributed earnings per share computed using the participation percentage which reflects the dividend rights of each class of stock. Basic and diluted earnings per share were computed using the two-class method as prescribed in ASC 260. The shares of Class B common stock are considered to be participating convertible securities since the shares of Class B common stock are convertible on a share-for-share basis into shares of common stock and may participate in dividends with common stock according to a predetermined formula which is 90% of the amount of Class A common stock cash dividends.

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The earnings per share (“EPS”) presented in our unaudited consolidated statements of comprehensive income (loss) are based on the following amounts (in thousands, except per share amounts):

	For the Three Months Ended			
	February 28, 2015		March 1, 2014	
	Basic	Diluted	Basic	Diluted
<b>Numerator for Basic and Diluted EPS:</b>				
Loss from continuing operations	\$ (2,198	) \$ (2,198	) \$ (112	) \$ (112
Less dividends:				
Common stock	691	691	710	710
Class B common stock	116	116	118	118
Undistributed losses	\$ (3,005	) \$ (3,005	) \$ (940	) \$ (940
Common stock undistributed losses	\$ (2,577	) \$ (2,577	) \$ (806	) \$ (806
Class B common stock undistributed losses	(428	) (428	) (134	) (134
Total undistributed losses	\$ (3,005	) \$ (3,005	) \$ (940	) \$ (940
Loss from discontinued operations	\$—	\$—	\$ (420	) \$ (420
Less dividends:				
Common stock	691	691	710	710
Class B common stock	116	116	118	118
Undistributed losses	\$ (807	) \$ (807	) \$ (1,248	) \$ (1,248
Common stock undistributed losses	\$ (692	) \$ (692	) \$ (1,070	) \$ (1,070
Class B common stock undistributed losses	(115	) (115	) (178	) (178
Total undistributed losses	\$ (807	) \$ (807	) \$ (1,248	) \$ (1,248
Net loss	\$ (2,198	) \$ (2,198	) \$ (532	) \$ (532
Less dividends:				
Common stock	691	691	710	710
Class B common stock	116	116	118	118
Undistributed losses	\$ (3,005	) \$ (3,005	) \$ (1,360	) \$ (1,360
Common stock undistributed losses	\$ (2,577	) \$ (2,577	) \$ (1,166	) \$ (1,166
Class B common stock undistributed losses	(428	) (428	) (194	) (194
Total undistributed losses	\$ (3,005	) \$ (3,005	) \$ (1,360	) \$ (1,360
<b>Denominator for basic and diluted EPS:</b>				
Common stock weighted average shares	11,604	11,604	11,832	11,832
Class B common stock weighted average shares, and shares under if-converted method for diluted EPS	2,141	2,141	2,191	2,191
Effect of dilutive stock options		—		117
Denominator for diluted EPS adjusted for weighted average shares and assumed conversions		13,745		14,140
<b>Loss from continuing operations per share:</b>				
Common stock	\$ (0.16	) \$ (0.16	) \$ (0.01	) \$ (0.01
Class B common stock	\$ (0.15	) \$ (0.15	) \$ (0.01	) \$ (0.01
<b>Loss from discontinued operations per share:</b>				
Common stock	\$—	\$—	\$ (0.03	) \$ (0.03
Class B common stock	\$—	\$—	\$ (0.03	) \$ (0.03
<b>Net loss per share:</b>				
Common stock	\$ (0.16	) \$ (0.16	) \$ (0.04	) \$ (0.04
Class B common stock	\$ (0.15	) \$ (0.15	) \$ (0.04	) \$ (0.04



Note: Common stock options that were anti-dilutive and not included in diluted earnings per common share for the third quarter of fiscal 2015 and fiscal 2014 were 886,064 and 512,064, respectively.

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	Nine Months Ended		March 1, 2014	
	February 28, 2015		Basic	Diluted
	Basic	Diluted	Basic	Diluted
Numerator for Basic and Diluted EPS:				
Income (loss) from continuing operations	\$ (3,425	) \$ (3,425	) \$ 2,498	\$ 2,498
Less dividends:				
Common stock	2,103	2,103	2,143	2,143
Class B common stock	350	350	370	370
Undistributed losses	\$ (5,878	) \$ (5,878	) \$ (15	) \$ (15
Common stock undistributed losses	\$ (5,045	) \$ (5,045	) \$ (13	) \$ (13
Class B common stock undistributed losses	(833	) (833	) (2	) (2
Total undistributed losses	\$ (5,878	) \$ (5,878	) \$ (15	) \$ (15
Income (loss) from discontinued operations	\$ 87	\$ 87	\$ (538	) \$ (538
Less dividends:				
Common stock	2,103	2,103	2,143	2,143
Class B common stock	350	350	370	370
Undistributed losses	\$ (2,366	) \$ (2,366	) \$ (3,051	) \$ (3,051
Common stock undistributed losses	\$ (2,031	) \$ (2,031	) \$ (2,605	) \$ (2,609
Class B common stock undistributed losses	(335	) (335	) (446	) (442
Total undistributed losses	\$ (2,366	) \$ (2,366	) \$ (3,051	) \$ (3,051
Net income (loss)	\$ (3,338	) \$ (3,338	) \$ 1,960	\$ 1,960
Less dividends:				
Common stock	2,103	2,103	2,143	2,143
Class B common stock	350	350	370	370
Undistributed losses	\$ (5,791	) \$ (5,791	) \$ (553	) \$ (553
Common stock undistributed losses	\$ (4,970	) \$ (4,970	) \$ (472	) \$ (473
Class B common stock undistributed losses	(821	) (821	) (81	) (80
Total undistributed losses	\$ (5,791	) \$ (5,791	) \$ (553	) \$ (553
Denominator for basic and diluted EPS:				
Common stock weighted average shares	11,733	11,733	11,942	11,942
Class B common stock weighted average shares, and shares under if-converted method for diluted EPS	2,154	2,154	2,270	2,270
Effect of dilutive securities Dilutive stock options		—		123
Denominator for diluted EPS adjusted for weighted average shares and assumed conversions		13,887		14,335
Income (loss) from continuing operations per share:				
Common stock	\$ (0.25	) \$ (0.25	) \$ 0.18	\$ 0.17
Class B common stock	\$ (0.22	) \$ (0.22	) \$ 0.16	\$ 0.16
Income (loss) from discontinued operations per share:				
Common stock	\$ 0.01	\$ 0.01	\$ (0.04	) \$ (0.04
Class B common stock	\$ 0.01	\$ 0.01	\$ (0.03	) \$ (0.03
Net income (loss) per share:				
Common stock	\$ (0.24	) \$ (0.24	) \$ 0.14	\$ 0.13
Class B common stock	\$ (0.21	) \$ (0.21	) \$ 0.13	\$ 0.13

Note: Common stock options that were anti-dilutive and not included in diluted earnings per common share for the first nine months of fiscal 2015 and fiscal 2014 were 726,564 and 512,064, respectively.



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## 11. SEGMENT REPORTING

During the first quarter of fiscal 2015, we created a new strategic business unit called Healthcare. As hospitals remain under pressure to reduce costs while serving a much larger customer base, there is a growing demand for independent sources of high value replacement parts for diagnostic imaging. Having access to parts that are tested and in stock enables hospitals to terminate expensive service contracts with the OEM and instead use third party service providers or in house technicians. With our global infrastructure, technical sales team, and experience servicing the healthcare market, we are well positioned to take advantage of this market opportunity. Over time, our plan is to expand our position from being the leader in power grid tubes to a key player in the high growth, high profile healthcare industry. In accordance with ASC 280-10, Segment Reporting, we have identified three reportable segments: EDG, Canvys, and Healthcare.

Electron Device Group ("EDG") provides engineered solutions and distributes electronic components to customers in alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. EDG focuses on various applications including broadcast transmission, CO2 laser cutting, diagnostic imaging, dielectric and induction heating, high energy transfer, high voltage switching, plasma, power conversion, radar, and radiation oncology. EDG also offers its customers technical services for both microwave and industrial equipment.

Canvys provides customized display solutions serving the corporate enterprise, financial, industrial, and OEM markets.

Healthcare manufactures, distributes and services high value replacement parts for the healthcare market including hospitals, medical centers, independent service organizations, and multi-vendor service providers. Products include power grid tubes, hydrogen thyratrons, klystrons, magnetrons; Image Systems medical displays and workstations for picture archiving and communication systems ("PACS"); visual solutions for operating rooms/surgical environments; digital radiography solutions including replacement flat panel detectors and upgrades; and additional replacement components currently under development for the diagnostic imaging service market. Through a combination of newly developed products and partnerships, service offerings, and training programs, we believe we can help our customers improve efficiency and deliver better clinical outcomes while lowering the cost of healthcare delivery.

The CEO evaluates performance and allocates resources primarily based on the gross profit of each segment.

Operating results by segment are summarized in the following table (in thousands):

	Three Months Ended		Nine Months Ended	
	February 28, 2015	March 1, 2014	February 28, 2015	March 1, 2014
EDG				
Net Sales	\$25,207	\$24,193	\$79,432	\$75,835
Gross Profit	7,680	7,139	24,904	23,505
Canvys				
Net Sales	\$6,236	\$6,732	\$18,110	\$21,769
Gross Profit	1,621	1,945	4,929	5,970
Healthcare				
Net Sales	\$2,028	\$1,959	\$4,469	\$4,973
Gross Profit	499	567	1,087	1,375

Geographic net sales information is primarily grouped by customer destination into five areas: North America; Asia/Pacific; Europe; Latin America; and Other.

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Net sales and gross profit by geographic region are summarized in the following table (in thousands):

	Three Months Ended		Nine Months Ended	
	February 28, 2015	March 1, 2014	February 28, 2015	March 1, 2014
Net Sales				
North America	\$ 15,905	\$ 14,742	\$ 44,373	\$ 42,970
Asia/Pacific	5,577	4,996	18,001	17,548
Europe	10,006	10,986	33,137	34,651
Latin America	1,905	1,890	6,433	6,661
Other	78	270	67	747
Total	\$ 33,471	\$ 32,884	\$ 102,011	\$ 102,577
Gross Profit (loss)				
North America	\$ 5,406	\$ 4,988	\$ 15,436	\$ 14,653
Asia/Pacific	1,818	1,547	5,931	5,631
Europe	3,086	3,485	10,833	11,190
Latin America	635	646	2,324	2,479
Other	(1,145	) (1,015	) (3,604	) (3,103
Total	\$ 9,800	\$ 9,651	\$ 30,920	\$ 30,850

We sell our products to customers in diversified industries and perform periodic credit evaluations of our customers' financial condition. Terms are generally on open account, payable net 30 days in North America, and vary throughout Asia/Pacific, Europe, and Latin America. Estimates of credit losses are recorded in the financial statements based on monthly reviews of outstanding accounts. Other primarily includes net sales not allocated to a specific geographical region, unabsorbed value-add costs, and other unallocated expenses.

**12. LITIGATION**

We are involved in several pending judicial proceedings concerning matters arising in the ordinary course of business. While the outcome of litigation is subject to uncertainties, based on information available at the time the financial statements were issued, we determined disclosure of contingencies relating to any of our pending judicial proceedings was not necessary because there was less than a reasonable possibility that a material loss had been incurred.

During the first and third quarters of fiscal 2014, we received a settlements in the amount of \$2.1 million and \$0.4 million, respectively, related to an anti-trust class action lawsuit settlement. The settlement was recorded as proceeds from legal settlement within the Other Income section of our Consolidated Statements of Comprehensive Income.

**13. FAIR VALUE MEASUREMENTS**

ASC 820, Fair Value Measurements and Disclosures ("ASC 820"), defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists; therefore requiring an entity to develop its own assumptions.

As of February 28, 2015, we held investments that are required to be measured at fair value on a recurring basis. Our investments consist of time deposits and CDs, which face value is equal to fair value, and equity securities of publicly traded companies for which market prices are readily available.

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Investments measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 as of February 28, 2015, and May 31, 2014, were as follows (in thousands):

	Level 1
February 28, 2015	
Time deposits/CDs	\$34,868
Equity securities	570
Total	\$35,438
May 31, 2014	
Time deposits/CDs	\$32,732
Equity securities	516
Total	\$33,248

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements in this report may constitute "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. The terms "may," "should," "could," "anticipate," "believe," "continues," "estimate," "expect," "intend," "objective," "plan," "potential," "project" and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. These statements are based on management's current expectations, intentions or beliefs and are subject to a number of factors, assumptions and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause or contribute to such differences or that might otherwise impact the business include the risk factors set forth in Item 1A, of our Annual Report on Form 10-K filed on July 25, 2014. We undertake no obligation to update any such factor or to publicly announce the results of any revisions to any forward-looking statements contained herein whether as a result of new information, future events or otherwise.

In addition, while we do, from time to time, communicate with securities analysts, it is against our policy to disclose to them any material non-public information or other confidential commercial information. Accordingly, stockholders should not assume that we agree with any statement or report issued by any analyst irrespective of the content of the statement or report. Thus, to the extent that reports issued by securities analysts contain any projections, forecasts, or opinions, such reports are not our responsibility.

INTRODUCTION

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to assist the reader in better understanding our business, results of operations, financial condition, changes in financial condition, critical accounting policies and estimates, and significant developments. MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes appearing elsewhere in this filing. This section is organized as follows:

Business Overview - a brief synopsis of our Company for the periods ended February 28, 2015, and March 1, 2014  
Results of Continuing Operations – an analysis and comparison of our consolidated results of operations for the three and nine months ended February 28, 2015, and March 1, 2014, as reflected in our consolidated statements of comprehensive income (loss)

Liquidity, Financial Position, and Capital Resources – a discussion of our primary sources and uses of cash for the nine months ended February 28, 2015, and March 1, 2014, and a discussion of changes in our financial position

Business Overview

Richardson Electronics, Ltd. ("we", "us", "the Company", and "our") is incorporated in the state of Delaware. We are a leading global provider of engineered solutions, power grid and microwave tubes and related components, and customized display solutions, serving customers in the alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. Our strategy is to provide specialized technical expertise and "engineered solutions" based on our core engineering and manufacturing capabilities. We provide solutions and add value through design-in support, systems integration, prototype design and manufacturing, testing, logistics, and aftermarket technical service and repair.

Our products include electron tubes and related components, microwave generators, subsystems used in semiconductor manufacturing, and visual technology solutions. These products are used to control, switch or amplify electrical power signals, or are used as display devices in a variety of industrial, commercial, medical, and communication applications.

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During the first quarter of fiscal 2015, we created a new strategic business unit called Richardson Healthcare (“Healthcare”). As hospitals remain under pressure to reduce costs while serving a much larger customer base, there is a growing demand for independent sources of high value replacement parts for diagnostic imaging. Having access to parts that are tested and in stock enables hospitals to terminate expensive service contracts with the Original Equipment Manufacturers (“OEM”) and instead use third party service providers or in house technicians. With our global infrastructure, technical sales team, and experience servicing the healthcare market, we are well positioned to take advantage of this market opportunity. Over time, our plan is to expand our position from being the leader in power grid tubes to a key player in the high growth, high profile healthcare industry.

We have three operating segments, which we define as follows:

Electron Device Group (“EDG”) provides engineered solutions and distributes electronic components to customers in alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. EDG focuses on various applications including broadcast transmission, CO2 laser cutting, diagnostic imaging, dielectric and induction heating, high energy transfer, high voltage switching, plasma, power conversion, radar, and radiation oncology. EDG also offers its customers technical services for both microwave and industrial equipment.

Canvys provides customized display solutions serving the corporate enterprise, financial, industrial, and OEM markets.

Healthcare manufactures, distributes and services high value replacement parts for the healthcare market including hospitals, medical centers, independent service organizations, and multi-vendor service providers. Products include power grid tubes, hydrogen thyratrons, klystrons, magnetrons; Image Systems medical displays and workstations for picture archiving and communication systems (“PACS”); visual solutions for operating rooms/surgical environments; digital radiography solutions including replacement flat panel detectors and upgrades; and additional replacement components currently under development for the diagnostic imaging service market. Through a combination of newly developed products and partnerships, service offerings, and training programs, we believe we can help our customers improve efficiency and deliver better clinical outcomes while lowering the cost of healthcare delivery.

We currently have operations in the following major geographic regions: North America, Asia/Pacific, Europe, and Latin America.

## RESULTS OF CONTINUING OPERATIONS

### Financial Summary – Three Months Ended February 28, 2015

Net sales for the third quarter of fiscal 2015 were \$33.5 million, an increase of 1.8%, compared to net sales of \$32.9 million during the third quarter of fiscal 2014.

Gross margin was 29.3% of net sales during the third quarter of both fiscal 2015 and 2014.

Selling, general, and administrative expenses increased to \$12.6 million, or 37.5% of net sales, for the third quarter of fiscal 2015, compared to \$10.5 million for the second quarter of fiscal 2014, or 32.0% of net sales. Operating expenses for the third quarter of fiscal 2015 include \$1.5 million related to the Company's IT implementation and \$1.2 million related to its engineered solutions and healthcare growth initiatives.

Operating loss during the third quarter of fiscal 2015 was \$2.7 million, compared to operating loss of \$0.9 million, during the third quarter of fiscal 2014.

Loss from continuing operations during the third quarter of fiscal 2015 was \$2.2 million, compared to loss from continuing operations during the third quarter of fiscal 2014 of \$0.1 million.

Net loss during the third quarter of fiscal 2015 was \$2.2 million, compared to net loss of \$0.5 million, during the third quarter of fiscal 2014.



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## Financial Summary – Nine Months Ended February 28, 2015

Net sales for the first nine months of fiscal 2015 were \$102.0 million, a decrease of 0.6%, compared to net sales of \$102.6 million during the first nine months of fiscal 2014.

Gross margin increased slightly to 30.3% during the first nine months of fiscal 2015, compared to 30.1% from the first nine months of fiscal 2014.

Selling, general, and administrative expenses increased to \$36.4 million, or 35.6% of net sales, for the first nine months of fiscal 2015, compared to \$31.1 million, or 30.3% of net sales, for the first nine months of fiscal 2014.

Operating loss during the first nine months of fiscal 2015 was \$5.4 million, compared to an operating loss of \$0.2 million, during the first nine months of fiscal 2014.

Loss from continuing operations during the first nine months of fiscal 2015 was \$3.4 million, compared to income from continuing operations of \$2.5 million, or \$0.17 per diluted common share, during the first nine months of fiscal 2014.

Net loss during the first nine months of fiscal 2015 was \$3.3 million, compared to net income of \$2.0 million, or \$0.13 per diluted common share, during the first nine months of fiscal 2014.

## Net Sales and Gross Profit Analysis

Net sales by segment and percent change for the third quarter and first nine months of fiscal 2015 and 2014 were as follows (in thousands):

Net Sales	Three Months Ended		FY15 vs. FY14 % Change
	February 28, 2015	March 1, 2014	
EDG	\$25,207	\$24,193	4.2%
Canvys	6,236	6,732	(7.4)%
Healthcare	2,028	1,959	3.5%
Total	\$33,471	\$32,884	1.8%
	Nine Months Ended		
	February 28, 2015	March 1, 2014	% Change
EDG	\$79,432	\$75,835	4.7%
Canvys	18,110	21,769	(16.8)%
Healthcare	4,469	4,973	(10.1)%
Total	\$102,011	\$102,577	(0.6)%

During the third quarter of fiscal 2015, consolidated net sales increased 1.8% compared to the third quarter of fiscal 2014. Sales for Canvys declined by 7.4%, while sales for EDG and Healthcare increased by 4.2% and 3.5%, respectively, compared to the third quarter of fiscal 2014. During the first nine months of fiscal 2015 consolidated net sales decreased 0.6% compared to the first nine months of fiscal 2014. Sales for Canvys and Healthcare declined by 16.8% and 10.1%, respectively, while sales for EDG increased 4.7% compared to the first nine months of fiscal 2014.

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Gross profit by segment and percent of segment net sales for the third quarter and first nine months of fiscal 2015 and 2014 were as follows (in thousands):

Gross Profit	Three Months Ended			
	February 28, 2015	% of Net Sales	March 1, 2014	% of Net Sales
EDG	\$7,680	30.5%	\$7,139	29.5%
Canvys	1,621	26.0%	1,945	28.9%
Healthcare	499	24.6%	567	28.9%
Total	\$9,800	29.3%	\$9,651	29.3%

  

	Nine Months Ended			
	February 28, 2015	% of Net Sales	March 1, 2014	% of Net Sales
EDG	\$24,904	31.4%	\$23,505	31.0%
Canvys	4,929	27.2%	5,970	27.4%
Healthcare	1,087	24.3%	1,375	27.6%
Total	\$30,920	30.3%	\$30,850	30.1%

Gross profit reflects the distribution and manufacturing product margin less manufacturing variances, inventory obsolescence charges, customer returns, scrap and cycle count adjustments, engineering costs, unabsorbed manufacturing labor and overhead, and other provisions.

Consolidated gross profit was \$9.8 million during the third quarter of fiscal 2015, compared to \$9.7 million during the third quarter of fiscal 2014. Consolidated gross margin as a percentage of net sales remained flat at 29.3% during the third quarter of fiscal 2015, compared to the third quarter of fiscal 2014. In addition, gross margin included \$0.2 million related to unabsorbed manufacturing labor and overhead from continuing operations during the third quarter of fiscal 2015 and fiscal 2014.

Consolidated gross profit was \$30.9 million during the first nine months of fiscal 2015, compared to \$30.9 million during the first nine months of fiscal 2014. Consolidated gross margin as a percentage of net sales slightly increased to 30.3% during the first nine months of fiscal 2015, from 30.1% during the first nine months of fiscal 2014. In addition, gross margin included \$0.5 million related to unabsorbed manufacturing labor and overhead from continuing operations during the first nine months of fiscal 2015 and fiscal 2014.

#### IT System and Infrastructure

Since 2011, we have been operating under the terms of a transition services agreement (“TSA”) with Arrow Electronics. On March 1, 2015, we went live on our new global IT platform and subsequently provided notice of termination of the TSA to Arrow effective April 30, 2015.

During the first nine months of our fiscal year 2015, we have incurred \$1.7 million in additional capital spending related to our new IT platform. Our operating expenses for the first nine months included \$4.4 million of IT expenses. This includes \$1.4 million under the terms of our TSA, which terminates April 30, 2015, as well as \$3.1 million of expenses associated with development and training for our new IT system, infrastructure, and support.

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Electron Device Group

Net sales for EDG increased 4.2% to \$25.2 million during the third quarter of fiscal 2015, compared to \$24.2 million during the third quarter of fiscal 2014. The increase in net sales was driven by continued strong bookings during the first and second quarters for market share gains in continuous wave magnetrons and other related assemblies primarily into the semiconductor capital equipment market. In addition, sales increased as a result of market share gains in industrial consumable products, medical, avionics, and marine applications in Europe. Gross margin as a percentage of net sales increased to 30.5% during the third quarter of fiscal 2015, as compared to 29.5% during the third quarter of fiscal 2014 primarily due to shifts in product mix.

Net sales for EDG increased 4.7% to \$79.4 million during the first nine months of fiscal 2015, compared to \$75.8 million during the first nine months of fiscal 2014. Net sales of continuous wave magnetrons and related assemblies sold primarily into the semiconductor wafer fabrication market increased while net sales of tubes grew in the laser, aviation, and marine markets, offset by declines primarily in the industrial market. Gross margin as a percentage of net sales increased to 31.4% during the first nine months of fiscal 2015, as compared to 31.0% during the first nine months of fiscal 2014 primarily due to shifts in product mix.

Canvys

Canvys net sales decreased 7.4% to \$6.2 million during the third quarter of fiscal 2015, from \$6.7 million during the third quarter of fiscal 2014. Sales in our North America and Europe OEM markets were down due to delays in new programs as well as the loss of several customers that concluded programs or changed to lower cost solutions. Gross margin as a percentage of net sales decreased to 26.0% during the third quarter of fiscal 2015, compared to 28.9% during the third quarter of fiscal 2014 due to currency exchange rates and shift in product mix.

Canvys net sales decreased 16.8% to \$18.1 million during the first nine months of fiscal 2015, from \$21.8 million during the first nine months of fiscal 2014. Sales in our North America and Europe OEM markets were down due to delays in new programs which hurt Canvys' ability to recover from the loss of several customers that concluded programs or changed to lower cost solutions. Gross margin as a percentage of net sales decreased slightly to 27.2% during the first nine months of fiscal 2015, compared to 27.4% during the first nine months of fiscal 2014 reflecting shifts in product mix and more recent currency exchange impact.

Healthcare

Healthcare (previously part of our Canvys business) net sales increased 3.5% to \$2.028 million during the third quarter of fiscal 2015, from \$1.959 million during the third quarter of fiscal 2014. Sales were up slightly due to several large PACS display replacement projects. Gross margin as a percentage of net sales decreased to 24.6% during the third quarter of fiscal 2015, compared to 28.9% during the third quarter of fiscal 2014 due to competitive pricing pressure and shifts in product mix.

Healthcare net sales decreased 10.1% to \$4.5 million during the first nine months of fiscal 2015, from \$5.0 million during the first nine months of fiscal 2014. Sales were down in the PACS display market driven by longer product lifecycles and pressure on capital budgets causing hospitals to defer many PACS display refresh projects. Gross margin as a percentage of net sales decreased to 24.3% during the first nine months of fiscal 2015, compared to 27.6% during the first nine months of fiscal 2014 due to competitive pricing pressure and shifts in product mix.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses ("SG&A") increased to \$12.6 million during the third quarter of fiscal 2015 compared to \$10.5 million during the third quarter of fiscal 2014. The \$2.1 million increase includes \$1.5 million of expense related to our IT implementation and \$1.2 million of expense for our microwave generator, power conversion, and healthcare growth initiatives. SG&A as a percentage of sales from continuing operations increased to 37.5% during the third quarter of fiscal 2015 from 32.0% during the third quarter of fiscal 2014.

Selling, general, and administrative expenses ("SG&A") increased to \$36.4 million during the first nine months of fiscal 2015 compared to \$31.1 million during the first nine months of fiscal 2014. The \$5.3 million increase includes \$3.1 million of expense related to our IT implementation and \$2.9 million of expense for our microwave generator, power conversion, and healthcare growth initiatives. SG&A as a percentage of sales from continuing operations increased to 35.6% during the first nine months of fiscal 2015 from 30.3% during the first nine months of fiscal 2014.



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Other Income/Expense

Other income/expense was income of \$0.5 million during the third quarter of fiscal 2015, compared to income of \$0.7 million during the third quarter of fiscal 2014. The third quarter of fiscal 2015 was due primarily to investment income of \$0.2 million and foreign exchange of \$0.3 million. Our foreign exchange gains and losses are primarily due to the translation of U.S. dollars held in non-U.S. entities. We currently do not utilize derivative instruments to manage our exposure to foreign currency.

Other income/expense was income of \$1.1 million during the first nine months of fiscal 2015, compared to income of \$3.3 million during the first nine months of fiscal 2014. The \$1.1 million in the first nine months of fiscal 2015 was primarily due to investment income of \$0.7 million and foreign exchange of \$0.3 million. The \$3.3 million in the first nine months of fiscal 2014 included an anti-trust class action lawsuit settlement of \$2.6 million and investment income of \$0.8 million, partially offset by foreign exchange loss of \$0.1 million. Our foreign exchange gains and losses are primarily due to the translation of U.S. dollars held in non-U.S. entities. We currently do not utilize derivative instruments to manage our exposure to foreign currency.

Income Tax Provision

The effective income tax rate from continuing operations during the first nine months of fiscal 2015 was a tax benefit of 22.0%, as compared to a tax provision of 17.5% during the first nine months of fiscal 2014. The difference in rate during the first nine months of fiscal 2015, as compared to the first nine months of fiscal 2014, reflects the impact of changes in our geographical distribution of income (loss), the recording of additional valuation allowance against all of our U.S. state net deferred tax assets, and our positions with respect to ASC 740-30, Income Taxes - Other Considerations or Special Areas ("ASC 740-30"). The 22.0% effective income tax rate differs from the federal statutory rate of 34.0% as a result of our geographical distribution of income (loss), the deferred tax impact of the change in the statutory tax rates in Japan and the United Kingdom, the reduction in uncertain tax positions as a result of settling an income tax audit in Italy, the recording of a tax benefit related to compensation expense, and the recording of a valuation allowance against all of our U.S. state net deferred tax assets.

In the normal course of business, we are subject to examination by taxing authorities throughout the world. Generally, years prior to fiscal 2007 are closed for examination under the statute of limitation for U.S. federal, U.S. state and local, or non-U.S. tax jurisdictions. We are also currently under examination in Germany (fiscal 2008 through 2010) and Thailand (fiscal 2008 through 2011). Our primary foreign tax jurisdictions are Germany and the Netherlands. We have tax years open in Germany beginning in fiscal 2007 and the Netherlands beginning in fiscal 2009.

We have historically determined that certain undistributed earnings of our foreign subsidiaries, to the extent of cash available, will be repatriated to the U.S. Accordingly, we have provided a deferred tax liability totaling \$5.0 million as of February 28, 2015, on foreign earnings of \$37.5 million. In addition, as of February 28, 2015, approximately \$34.6 million of cumulative positive earnings of some of our foreign subsidiaries are still considered permanently reinvested pursuant to ASC 740-30. Due to various tax attributes that are continuously changing, it is not practicable to determine what, if any, tax liability might exist if such earnings were to be repatriated.

We have no liability recorded in any tax jurisdiction for uncertain tax positions related to continuing operations as of February 28, 2015, and March 1, 2014.

It is not expected that there will be a change in the unrecognized tax benefits within the next 12 months.

Net Income (loss) and Per share Data

Net loss during the third quarter of fiscal 2015 was \$2.2 million, as compared to net loss of \$0.5 million during the third quarter of fiscal 2014.

Net loss during the first nine months of fiscal 2015 was \$3.3 million, as compared to net income of \$2.0 million during the first nine months of fiscal 2014, or \$0.13 per diluted common share and \$0.13 per Class B diluted common share.

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LIQUIDITY, FINANCIAL POSITION, AND CAPITAL RESOURCES

Our cash needs have been primarily financed through prior year earnings. Cash and cash equivalents for the third quarter ended February 28, 2015, were \$78.4 million. In addition, CDs and time deposits classified as short-term investments were \$23.7 million and long-term investments were \$11.8 million, including equity securities of \$0.6 million. Cash and investments at February 28, 2015, consisted of \$54.9 million in North America, \$17.7 million in Europe, \$0.6 million in Latin America, and \$40.6 million in Asia/Pacific. At May 31, 2014, cash and cash equivalents were \$102.8 million. In addition, CDs and time deposits classified as short-term investments were \$31.7 million and long-term investments were \$1.5 million, including equity securities of \$0.5 million. Cash and investments at May 31, 2014, consisted of \$71.8 million in North America, \$20.5 million in Europe, \$0.9 million in Latin America, and \$42.8 million in Asia/Pacific.

Cash Flows from Operating Activities

Cash flow from operating activities reflects our net loss, adjusted for non-cash items, and changes in our operating assets and liabilities.

Operating activities used \$8.0 million of cash during the first nine months of fiscal 2015. We had a net loss of \$3.3 million during the first nine months of fiscal 2015, which included non-cash stock-based compensation expense of \$0.5 million associated with the issuance of stock option awards and depreciation and amortization expense of \$1.2 million associated with our property and equipment as well as amortization of our intangible assets. Changes in our operating assets and liabilities, net of effects of acquired businesses, used \$5.8 million of cash during the first nine months of fiscal 2015, due primarily to the increase in our inventory of \$4.4 million, an increase in our prepaids of \$0.7 million, a decrease in our accounts payable of \$0.4 million, and an increase in our accounts receivable of \$2.7 million, partially offset by a decrease in our income tax receivable of \$2.9 million. The increase in our inventory of \$4.4 million, net of foreign exchange rate impact on inventory of \$2.3 million, was due to increased purchases to support some of our future growth initiatives. The decrease in our accounts payable of \$0.4 million relates primarily to timing of payments to some of our major suppliers. Our accounts receivable balance was a use of cash of \$2.7 million, net of foreign exchange rate impact on accounts receivables of \$1.9 million, caused by shifts in our customer mix by geography.

Operating activities, which include our discontinued operations, used \$1.4 million of cash during the first nine months of fiscal 2014. We had net income of \$2.0 million during the first nine months of fiscal 2014, which included non-cash stock-based compensation expense of \$0.6 million associated with the issuance of stock option awards and depreciation and amortization expense of \$0.8 million associated with our property and equipment as well as amortization of our intangible assets. Changes in our operating assets and liabilities, net of effects of acquired businesses, used \$4.7 million of cash during the first nine months of fiscal 2014, due primarily to a decrease in our accounts payable of \$3.2 million, and an increase in our accounts receivable of \$1.5 million, partially offset by a decrease in our long-term tax liabilities of \$0.3 million. The decrease in our accounts payable relates primarily to the timing of payments to some of our major suppliers. The increase in our accounts receivables of \$1.5 million was due primarily to a slight increase in our day sales outstanding caused primarily by a shift in customer mix by geography.

Cash Flows from Investing Activities

The cash flow from investing activities has consisted primarily of purchases and maturities of investments and capital expenditures.

Cash used in investing activities of \$5.5 million during the first nine months of fiscal 2015 included proceeds from the maturities of investments of \$32.0 million, offset by the purchase of investments of \$34.1 million, and \$3.3 million in capital expenditures.

Cash provided by investing activities of \$6.7 million during the first nine months of fiscal 2014 included proceeds from the maturities of investments of \$258.3 million, offset by the purchase of investments of \$248.9 million, \$1.0 million for the acquisition of WVS, and \$1.8 million in capital expenditures.

Our purchases and proceeds from investments consist of time deposits and CDs. Purchasing of future investments may vary from period to period due to interest and foreign currency exchange rates.



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Cash Flows from Financing Activities

The cash flow from financing activities primarily consists of repurchases of common stock and cash dividends paid. Cash used in financing activities of \$6.1 million during the first nine months of fiscal 2015 resulted from \$3.9 million of cash used to repurchase common stock under our share repurchase authorization and \$2.5 million of cash used to pay dividends, offset by \$0.3 million of proceeds from the issuance of common stock due mainly to stock options exercised.

Cash used in financing activities of \$11.1 million during the first nine months of fiscal 2014 resulted from \$8.7 million of cash used to repurchase common stock under our share repurchase authorization and \$2.5 million of cash used to pay dividends, offset by \$0.2 million of proceeds from the issuance of common stock due mainly to stock options exercised.

All payments of dividends are at the discretion of the Board of Directors. Dividend payments will depend on earnings, capital requirements, operating conditions, and other factors that the Board may deem relevant.

We believe that the existing sources of liquidity, including current cash, will provide sufficient resources to meet known capital requirements and working capital needs for the next 12 months.



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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Risk Management and Market Sensitive Financial Instruments**

We are exposed to many different market risks with the various industries we serve. The primary financial risk we are exposed to is foreign currency exchange, as certain operations, assets, and liabilities of ours are denominated in foreign currencies. We manage these risks through normal operating and financing activities.

The interpretation and analysis of these disclosures should not be considered in isolation since such variances in exchange rates would likely influence other economic factors. Such factors, which are not readily quantifiable, would likely also affect our operations. Additional disclosure regarding various market risks are set forth in Part I, Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the year ended May 31, 2014, filed July 25, 2014.

**ITEM 4. CONTROLS AND PROCEDURES**

**(a) Evaluation of Disclosure Controls and Procedures**

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of February 28, 2015.

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

**(b) Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during the first nine months of fiscal 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

From time to time we or our subsidiaries are involved in legal actions that arise in the ordinary course of our business. While the outcome of these matters cannot be predicted with certainty, we do not believe that the outcome of any current claims, including the above mentioned legal matters, will have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

## ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended May 31, 2014, filed July 25, 2014.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Period Ended	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Amount of Shares Purchased Under the Plans or Programs	Amounts Remaining Under the Share Repurchase Authorization
May 31, 2014					\$18,570,538
June 28, 2014	20,785	\$9.99	20,785	\$207,685	\$18,362,853
July 26, 2014	8,700	\$10.00	8,700	\$86,984	\$18,275,869
August 30, 2014	19,268	\$10.01	19,268	\$192,880	\$18,082,989
September 27, 2014	12,792	\$10.01	12,792	\$128,063	\$17,954,926
October 25, 2014	166,691	\$9.90	166,691	\$1,650,334	\$16,304,592
November 29, 2014	37,477	\$9.99	37,477	\$374,545	\$15,930,047
December 27, 2014	6,006	\$10.01	6,006	\$60,144	\$15,869,903
January 24, 2015	69,794	\$9.80	69,794	\$684,111	\$15,185,792
February 28, 2015	58,500	\$9.58	58,500	\$560,223	\$14,625,569
TOTAL	400,013	\$9.86	400,013	\$3,944,969	

## ITEM 5. OTHER INFORMATION

## Results of Operation and Financial Condition and Declaration of Dividend

On April 8, 2015, we issued a press release reporting results for our third quarter and first nine months ended February 28, 2015, and the declaration of a cash dividend. A copy of the press release is furnished as Exhibit 99.1 to this Form 10-Q and incorporated by reference herein.

## ITEM 6. EXHIBITS

See exhibit index which is incorporated by reference herein.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RICHARDSON ELECTRONICS, LTD.

Date: April 9, 2015

By: /s/ Kathleen S. Dvorak  
Kathleen S. Dvorak  
Chief Financial Officer

(on behalf of the Registrant and  
as Principal Financial Officer)

Exhibit Index

(c) EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company, incorporated by reference to Annex III of the Proxy Statement filed August 22, 2014.
3.2	Amended and Restated By-Laws of the Company, incorporated by reference to Exhibit 3.2 on the Company's Report on Form 10-Q for the quarterly period ended December 3, 2011.
31.1	Certification of Edward J. Richardson pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).
31.2	Certification of Kathleen S. Dvorak pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).
32	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).
99.1	Press release dated April 8, 2015.
101	The following financial information from our Quarterly Report on Form 10-Q for the third quarter and first nine months of fiscal 2015, filed with the SEC on April 9, 2015, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets as of February 28, 2015, and May 31, 2014, (ii) the Unaudited Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended February 28, 2015, and March 1, 2014, (iii) the Unaudited Consolidated Statements of Cash Flows for the three and nine months ended February 28, 2015, and March 1, 2014, (iv) the Unaudited Consolidated Statement of Stockholder's Equity as of February 28, 2015, and (v) Notes to Unaudited Consolidated Financial Statements.