Spansion Inc.
Form 10-K
February 28, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
For the fiscal year ended December 30, 2007

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 000-51666

SPANSION INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-3898239**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

915 DeGuigne Drive

P.O. Box 3453

Sunnyvale, CA 94088

(408) 962-2500

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

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	**Name of each exchange on which registered**
Class A Common Stock, $0.001 Par Value Per Share	NASDAQ Stock Market LLC

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

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

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 x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

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

Large accelerated filer x	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 by Rule 12b-2 of the Exchange Act). Yes ¨ No x

The aggregate market value of Common Stock held by non-affiliates of the registrant (based upon the closing sale price on the NASDAQ Global Select Market on July 1, 2007 was approximately $1,140 million. Shares held by each executive officer, director and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of each of the registrant s classes of common stock as of the close of business on February 26, 2008:

Class	Number of Shares
Class A Common Stock, $0.001 par value	135,572,590
Class C Common Stock, $0.001 par value	1

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2008 Annual Meeting of Stockholders are incorporated into Part III hereof.

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Spansion Inc.

FORM 10-K

For The Fiscal Year Ended December 30, 2007

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PART I

ITEM 1. BUSINESS

Cautionary Statement Regarding Forward-Looking Statements

The statements in this report include forward-looking statements. These statements relate to future events or our future financial performance. Forward-looking statements may include words such as may, will, should, expect, plan, intend, anticipate, believe, estimate, predict, potential, continue or other wording indicating future results or expectations. Forward-looking statements are subject to risks and uncertainties, and actual events or results may differ materially. Factors that could cause our actual results to differ materially include, but are not limited to, those discussed under Risk Factors in this report and the following factors:

our ability to successfully introduce our next generation products to market in a timely manner;

our ability to effectively and timely achieve volume production of our next generation products;

our ability to improve our gross margins and to implement successfully our cost reduction efforts;

our ability to increase market acceptance of our products based on our MirrorBit technology;

our ability to accelerate our product development cycle;

our ability to penetrate further the integrated category of the Flash memory market with our high density products and expand the number of customers in emerging markets;

our ability to successfully develop and transition to the latest technologies;

our ability to finance, construct and equip SP1 and have 300-millimeter Flash memory wafer manufacturing capacity in fiscal 2008;

our ability to control our operating expenses, particularly our marketing, general and administrative costs;

our ability to develop our MirrorBit ORNAND, MirrorBit ORNAND2, MirrorBit Quad and MirrorBit Eclipse architectures, introduce new products based on these architectures, and to achieve customer acceptance of these products, particularly among mobile phone OEMs;

our ability to develop systems-level solutions that provide value to customers of our products;

our ability to enter new markets not traditionally served by Flash memory, for example, integrating logic functions within high density arrays of Flash memory and replacing DRAM in servers with MirrorBit Flash memory; and

our ability to negotiate successfully patent and other intellectual property licenses and patent cross-licenses and acquire additional patents.

We undertake no obligation to revise or update any forward-looking statements to reflect any event or circumstance that arises after the date of this report, or to conform such statements to actual results or changes in our expectations.

Our Company

We are a semiconductor device company exclusively dedicated to designing, developing, manufacturing, marketing and selling Flash memory solutions. Our Flash memory is integrated into a broad range of electronic products, including mobile phones, consumer electronics, automotive electronics, networking and telecommunications equipment, and computer peripherals. Our Flash memory solutions are incorporated in products from original equipment manufacturers, or OEMs, in each of these markets, including all of the top ten mobile phone OEMs, all of the top ten consumer electronics OEMs and all of the top ten automotive electronics OEMs.

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We are headquartered in Sunnyvale, California. We operate three Flash memory wafer fabrication facilities, or fabs, four assembly, test mark and pack sites and a development fab, known as our Submicron Development Center, or SDC. For financial information about geographic areas and for information with respect to our sales, refer to the information set forth in Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations, beginning on page 44, below.

We were originally organized as a Flash memory manufacturing venture of Advanced Micro Devices, Inc. (AMD) and Fujitsu Limited (Fujitsu) in 1993 named Fujitsu AMD Semiconductor Limited, or FASL. The primary function of FASL was to manufacture and sell Flash memory wafers to AMD and Fujitsu, who in turn converted the Flash memory wafers into finished Flash memory products and sold them to their customers. AMD and Fujitsu were also responsible for all research and development and marketing activities and provided FASL with various support and administrative services.

By 2003, AMD and Fujitsu desired to expand the operations of FASL to: achieve economies of scale; add additional Flash memory wafer fabrication capacity; include assembly, test, mark and pack operations; include research and development capabilities and include various marketing and administrative functions. To accomplish these goals, in 2003, AMD and Fujitsu reorganized our business as a Flash memory company called FASL LLC, later renamed Spansion LLC, by integrating the manufacturing venture with other Flash memory assets of AMD and Fujitsu. Since this reorganization, until the beginning of the second quarter of fiscal 2006, we manufactured and sold finished Flash memory devices to customers worldwide through our two sole distributors, AMD and Fujitsu. Since the beginning of the second quarter of fiscal 2006, we have sold our products directly to our customers, including customers not served solely by Fujitsu. Fujitsu is currently our sole distributor in Japan and also as a nonexclusive distributor throughout the rest of the world, other than Europe and the Americas with limited exceptions. We were reorganized from Spansion LLC into Spansion Inc., a Delaware corporation, in connection with our initial public offering in December 2005.

Our mailing address and executive offices are located at 915 DeGuigne Drive, Sunnyvale, California 94088, and our telephone number is (408) 962-2500. References in this report to Spansion, we, us, our, or the Company shall mean Spansion Inc. and our consolidated subsidiari unless the context indicates otherwise.

We post on the Investor Relations page of our Web site, *www.spansion.com*, a link to our filings with the SEC, our Code of Ethics for our Chief Executive Officer, Chief Financial Officer, Corporate Controller and other Senior Finance Executives, our Code of Business Conduct, which applies to all directors and all our employees, and the charters of our Audit, Compensation, Finance, Nominating and Corporate Governance and Strategy committees. Our filings with the SEC are posted as soon as reasonably practical after they are filed electronically with the SEC. You can also obtain copies of these documents by writing to us at: Corporate Secretary, Spansion Inc., 915 DeGuigne Drive, Sunnyvale, California 94088, or emailing us at: *Corporate.Secretary@spansion.com*. These documents and filings are provided free of charge.

For a discussion of the risk factors related to our business operations, please see the sections entitled, Cautionary Statement Regarding Forward-Looking Statements, above, and the Risk Factors set forth under Item 1A below.

For fiscal 2007, our net sales were approximately $2.5 billion and our net loss was approximately $263.5 million, reflecting a decline in net sales of approximately three percent and an increase in net loss by approximately 78 percent over fiscal 2006 net sales of approximately $2.6 billion and net loss of approximately $148 million.

According to market research firm iSuppli, in the first nine months of 2007, we were responsible for approximately 32 percent of all NOR Flash memory net sales, making us the largest supplier of NOR Flash memory in the world. We were also one of the largest suppliers for the overall Flash memory market, with a 12 percent market share, based on end sales of our products. In 2006, based on iSuppli data, we were the largest

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supplier of NOR Flash memory, responsible for approximately 31 percent of all NOR Flash memory sales, and we were one of the largest suppliers for the overall Flash memory market, with a 12 percent market share, based on end sales of our products.

Our Industry

Consumers are increasingly demanding access to digital content through sophisticated communications equipment, consumer electronic products and automotive electronics. People now expect to instantly access, store and interact with multimedia content, including photos, music, video and text files using such products as mobile phones, digital cameras, DVD players, digital HDTVs, set top boxes, or STBs, MP3 players, video players and automotive electronics such as navigation systems. The primary semiconductor component used to store and access this kind of digital content is Flash memory, and as a result, Flash memory has become one of the most critical components of electronic products. Most electronic products use Flash memory to store important program instructions, known as code, as well as multimedia or other digital content, known as data. Code storage allows the basic operating instructions, operating system software or program code to be retained, which allows an electronic product to function, while data storage allows digital content, such as multimedia files, to be retained. There are two major architectures of Flash memory in the market today: NOR Flash memory, which is used for code and data storage in mobile phones and primarily for code storage in consumer and industrial electronics, and NAND Flash memory, which is primarily used for data storage in removable memory applications, such as Flash memory cards and USB drives, and is increasingly being used in high-end mobile phones and embedded applications such as MP3 players.

The Flash memory market can be divided into two major categories based on application: the integrated category, which includes wireless and embedded applications, and the removable storage category. Within the integrated category, portable, battery-powered communications applications are referred to as wireless and all other applications, such as consumer, industrial, telecommunications and automotive electronics, are referred to as embedded. Within the removable storage category, applications include Flash memory cards and USB drives. Based on iSuppli data, the wireless portion of the integrated category, which primarily consists of mobile phones, represented the largest market for NOR Flash memory in fiscal 2007. We focus primarily on the integrated category of the Flash memory market, including wireless and embedded applications. Global demand for NAND Flash memory is growing much faster than that of NOR Flash memory largely on the strength of growth in multimedia consumer applications such as MP3 audio players and video players together with removable storage in applications such as Flash memory cards for digital photography, USB storage for general purpose use and an emerging trend for solid state drive solutions to replace hard drives in portable computer applications.

Products

Our current product portfolio is predominately based on NOR architecture, and ranges from 1 megabit to 2 gigabits with a breadth of interfaces and features. While historically our products have been based on floating gate technology, the majority of our new product designs use MirrorBit technology. Our products have traditionally been designed to support code, or combined code and data storage applications, and serve the wireless and/or embedded applications in the integrated category of the Flash memory market.

Mobile phone applications represent a majority of our sales in fiscal 2007 and fiscal 2006 and are largely based on multi-chip package, or MCP, solutions that include Flash memory together with volatile memory such as dynamic random access memory, or DRAM. Embedded applications represent most of the balance of our sales in fiscal 2007 and fiscal 2006. While historically net sales to wireless applications far exceeded net sales to embedded applications, during fiscal 2007 we began to see a shift toward a balance between these two applications. Sales of MirrorBit technology-based products increased from approximately 50 percent of our total net sales in fiscal 2006 to approximately 71 percent in fiscal 2007. The remainder of our sales has been based on floating gate technology.

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Technology

Flash memory technology refers to the structure of an individual memory cell or transistor. Our products are based on two technologies, single-bit-per-cell floating gate technology and two- or more-bit-per-cell MirrorBit technology. In the first quarter of fiscal 2007, we began commercial shipments of products based on our MirrorBit Quad technology, the industry s first four-bit-per-cell technology. Our products that are designed primarily for code storage and execution applications are based on NOR Flash memory architecture and utilize either traditional floating gate technology or our MirrorBit technology. Our products that are designed for content delivery or data storage applications and utilize our MirrorBit ORNAND and MirrorBit Quad architectures.

Floating Gate Technology. Floating gate is the conventional memory cell technology that is utilized by most Flash memory companies today for both NOR and NAND products. A memory cell comprises a transistor having a source, a drain and a control gate to regulate the current flow between the source and the drain, thereby defining whether the memory cell stores a 0 bit or a 1 bit by storing charge in the cell storage medium. Floating gate is a memory cell technology in which the floating gate is a conductive storage medium between the control gate and the source and drain. It is referred to as a floating gate as it is electrically isolated or floating from the rest of the cell to ensure that stored charge does not leak away resulting in memory loss. We have created innovations in floating gate technology that have become industry standards, such as negative gate erase, single power supply and embedded programming algorithms, and we continue to hold a leading position in the Flash memory market with our products based on floating gate technology. Our products using floating gate technology are typically used for code storage in applications requiring very high read speeds or the ability to operate at extreme temperatures in harsh environments such as those found in automotive applications. The majority of low density applications also use products based on floating gate technology.

MirrorBit Technology. To achieve storage density of two bits per cell, and most recently four bits per cell, we developed MirrorBit technology. MirrorBit technology stores two distinct charges in a single memory cell, with each charge equivalent to one bit of data thereby at least doubling the density, or storage capacity, of each memory cell and enabling higher density, lower cost products. This is made possible because MirrorBit technology stores charge in a nonconductive storage medium, silicon nitride, which eliminates the need for a floating gate, as opposed to the conductive storage medium used by floating gate technology. While electrons stored in a particular location of a MirrorBit nitride cell stay in place, those stored in a floating gate diffuse, preventing the storage of more than one charge in a floating gate cell.

MirrorBit technology is the foundation for expanding our product roadmap with enhanced capabilities. For example, in the first quarter of fiscal 2007 we began selling products for content delivery applications using MirrorBit Quad technology, a technology with the ability to store four bits per cell. MirrorBit Quad, as with our two-bit-per-cell MirrorBit technology, stores charges in two distinct locations in a non-conducting nitride storage medium but the quantity of each charge is variable to produce the equivalent of two bits of data in each location for a total of four bits per cell. Furthermore, MirrorBit technology has the ability to efficiently integrate logic functions on the same device within high-density arrays of Flash memory which will enable us to create new types of Flash memory products not available on the market today, such as our planned HD-SIM product that is designed to integrate high performance processors and significant security capabilities. Also, we have leveraged our MirrorBit technology to expand our Flash memory offering into new areas such as serial interface Flash memory known as Serial Peripheral Interface. We believe that these Flash memory innovations made possible by MirrorBit technology will enable us to expand our opportunity in the Flash memory market.

Process Technology

Process technology refers to the particular method used to manufacture semiconductor integrated circuits. Like most semiconductor companies, we direct significant efforts toward invention and development of manufacturing processes technologies that achieve one or more of the following objectives: reduction of our manufacturing costs, improvement of our device performance, and addition of product features and capabilities. We achieve these goals primarily through a combination of optimizing the number of process steps required to

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produce a product, and by reducing the scale or size of key structures in our integrated circuits such as the cells or transistors used to store charge and the surrounding circuits that manage and interface to these cells. We develop each process technology using particular design rules and refer to this as the process or technology node using nanometers as a measurement of length of certain critical structures in the process. By shrinking the transistors, we enable more transistors in the same area, which allows us to manufacture more bits per wafer at each successive process node, decreasing material cost per bit and increasing yield for a given density.

During fiscal 2007, we offered products manufactured on technology nodes from 320-nanometer to 90-nanometer, utilizing MirrorBit and floating gate cell technology. We continue to manufacture products based on floating gate technology at process nodes from 320-nanometer to 110-nanometer. However, the majority of our wafer production is now focused on MirrorBit technology. The majority of our production during fiscal 2007 was the manufacture of MirrorBit products using 110- and 90-nanometer process technology for both MirrorBit NOR and MirrorBit ORNAND products. We sampled MirrorBit ORNAND products using our 65-nanometer process technology in 2007 and also sampled 65-nanometer MirrorBit Quad products in January 2008. Our 300-millimeter wafer fabrication facility in Aizu-Wakamatsu, Japan, SP1, is now manufacturing 65-nanometer MirrorBit ORNAND products which we expect to sell to customers upon qualification. We plan to sample MirrorBit products manufactured with 45-nanometer process technology by the end of fiscal 2008. We believe that as we continue to reduce the size of our process nodes, from 90-nanometer to 65-nanometer to 45-nanometer and beyond, our transition to more advanced process nodes will provide us and our customers cost and performance benefits.

Architecture

Flash memory architecture may be defined as the connection of cells in a memory array with circuits that give access to and manage these cells for read, write and erase operations. Traditionally, customers requiring fast read performance and superior reliability have chosen a NOR architecture for program code storage as well as for combined code and data storage purposes. Flash memory customers requiring higher densities, faster write speeds and lower costs mostly for removable data storage applications have typically chosen a NAND architecture. Our products have historically implemented a NOR architecture and therefore have fast random and sequential read, fast random write and high reliability. To address applications in the integrated category of the market that use products with a NAND architecture, we instead developed a new architecture called ORNAND based on our MirrorBit technology that draws from some of the best attributes of both NOR and NAND architectures. We began commercial shipments of MirrorBit ORNAND-based products to customers in the second quarter of fiscal 2006.

During fiscal 2007, we announced plans for products based on our MirrorBit Eclipse architecture, which we anticipate will provide high-performance code execution, fast write capability and a combination of two bits per cell and four bits per cell, combining attributes of MirrorBit NOR, MirrorBit ORNAND and MirrorBit Quad architectures in a single die. We expect to have products based on two bits per cell MirrorBit Eclipse architecture available mid-year fiscal 2008.

In November 2007, we announced plans for the next generation of MirrorBit ORNAND architecture, which we refer to as MirrorBit ORNAND2. The new architecture is planned to expand the current MirrorBit ORNAND product portfolio with new solutions at 45-nanometer that require 25 percent fewer mask layers than Spansion s 65-nanometer MirrorBit ORNAND products and is expected to support faster write speed performance and lower cost. MirrorBit ORNAND2 products are expected to be available in early 2009.

Starting at the 65-nanometer process node, both new and existing architectures, such as MirrorBit Eclipse and MirrorBit ORNAND, will include a new capability we refer to as Built In Self Test, or BIST. BIST is available because a microcontroller is designed and built into our Flash memory die. Within a customers application, this microcontroller manages the Flash memory, replacing the previous use of fixed function circuits dedicated to this task. However, at the test stage of our manufacturing process we can utilize this same microcontroller to perform self-testing of the Flash memory die. This ability for the die to test itself enables the

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use of lower cost testers and also permits all die on a wafer to be tested simultaneously. The ability to test all die on a wafer simultaneously is particularly significant in combination with our 300-millimeter manufacturing capacity. When using BIST, the test time for a 300-millimeter wafer is similar to a 200-millimeter wafer when producing the same Flash memory die. However, a 300-millimeter wafer can produce more than twice the number of die, effectively doubling test throughput and cutting the test cost in half. Utilizing BIST in our manufacturing processes enables us to significantly reduce test cost and support additional cost savings over conventional test processes using more expensive testers.

Wireless Products

Our products for wireless applications, particularly for mobile phones, offer a combination of low power consumption with fast performance and competitive cost structure for a wide range of customer platforms and wireless applications with different interface requirements. Key wireless products include the following:

WS and NS Families. The WS and NS product families, with a 1.8 volt interface, are used for a broad range of mobile phones from low-end to higher-end with capabilities such as complex ring tones, enhanced color displays, higher resolution cameras and larger internal storage for multimedia content including music, videos and pictures. The WS and NS families, which include products based on floating gate and MirrorBit technology, combine a high performance burst-mode 1.8-volt interface, with Simultaneous Read/Write and Advanced Sector Protection features at 16-megabit to 512-megabit densities for code and data requirements. WS and NS products are usually combined with third-party SRAM, pSRAM or DRAM die in a single MCP to meet mobile phone memory needs.

PL and GL Families. The PL and GL product families, with a 3-volt interface, enable code and data applications in low-end and mid-range mobile phones. The PL and GL product families, which are manufactured using floating gate and MirrorBit technology, include products with a page-mode interface, simultaneous Read/Write capability and Advanced Sector Protection at 32-megabit to 256-megabit densities for wireless applications providing scalable platforms for code and data applications. PL and GL products are usually combined with third-party SRAM and pSRAM die in a single MCP to meet mobile phone memory needs.

MS Family. The MS family, which includes 512-megabit to 2-gigabit density devices with a 1.8-volt interface, enables enhanced data applications in mid-range and higher-end mobile phones. The MS family, which is manufactured using ORNAND architecture based on MirrorBit technology, has faster write speeds than current NOR products and includes an interface similar to floating gate NAND. MS products, on their own or together with code-optimized Flash memory products such as those from the WS and NS families, are usually combined with third-party low-power SDRAM die in a single MCP to meet mobile phone memory needs.

Embedded Products

We offer a variety of general purpose as well as highly optimized products to serve the diverse needs of the embedded portion of the integrated category. Key embedded products include the following:

AL and GL Families. The AL and GL product families address applications where high reliability coupled with low cost are important, including consumer, networking and telecommunications. The AL product family offers densities as low as 4 megabits, supports a simpler feature set and provides a standard interface for value-focused applications, such as DVD players. The GL product family offers densities up to 1 gigabit in production and includes a page-mode interface and Advanced Sector Protection to support high performance consumer applications, such as high-end STBs and digital video recorders, or DVRs. MirrorBit technology is utilized for the GL family, while both MirrorBit and floating gate technology are utilized for the AL family.

CD Family. The CD product family addresses automotive engine and transmission control applications, which require high reliability and feature rich, high performance solutions operating over wide temperature ranges. The CD product family combines a high performance burst-mode 2.5-volt interface, with Simultaneous

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Read/Write and Advanced Sector Protection at 16- and 32-megabit densities. Because engine and transmission control units must withstand extreme temperatures, this family operates at up to 145°C and is available in a fully tested die-only solution for incorporation into special customer modules. We use our floating gate technology to meet the extreme operating temperature range and very high reliability requirements of automotive Flash memory customers.

FL Family. The FL product family addresses the need for continued cost reduction in applications such as personal computers and personal computer peripherals, for example in hard disk drives and graphics cards and in consumer applications such as DVD players and home networking. The FL family utilizes our MirrorBit technology and a Serial Peripheral Interface with a low pin count package to provide optimal low cost solutions at densities from 4 to 128 megabits.

Development Platforms

We provide development tools and subsystems to customers of our Flash memory products that help them easily and quickly design Flash devices into their integrated products. We assist these customers in prototyping their designs with our Flash memory devices by providing the necessary hardware development tools and platforms for design, development, verification, evaluation and programming. Our goal is to streamline and simplify the design and development cycle by providing consistent and comprehensive tools to support the design and development process, from initial system bring-up to final product deployment.

For example, our Productivity, Adaptive Communication & Entertainment, or PACE, development platform offers customers of our Flash memory products the benefit of utilizing our products on fully functional cell phone and PDA platforms running with multiple operating systems and with a variety of popular baseband and CPU chipsets. We believe this reference platform can remove significant design overhead and complexity from product development cycles. Additionally, PACE enables system tuning and optimization before final product release. PACE is used in generating benchmarks, creating reference designs, debugging software, integrating new hardware platforms and systems and prototyping next generation wireless architectures.

Together with our key partners, we created the Platform Independent Storage Module, or PISMO, memory interface standard. PISMO is used to create standard memory modules recommended for development platforms and we offer comprehensive support of our Flash memory products on PISMO modules. PISMO modules enable our partners and customers to significantly reduce system development and debugging time and the PISMO standard is supported by a large number of system and chipset companies. PISMO allows design and system validation of memory combinations before any MCP is produced, allowing system design and software development to start while the final product is being manufactured. Together with our partners, we offer a comprehensive set of personal computer and embedded development environments based on PISMO.

Other examples of our development tools include Spansion USB Programmer, or SUP, and a variety of devices models. SUP is a portable Flash programmer system used to program and verify our Flash memory devices. The SUP provides basic programming and verification functions in addition to the ability to exercise our advanced Flash memory features and enhancements all through the USB port of any personal computer or laptop.

Sales and Marketing

We market and sell our products worldwide under the Spansion trademark. Since the beginning of the second quarter of fiscal 2006, we have sold our products to our customers directly or through distributors, including customers not served solely by Fujitsu. Fujitsu is currently our sole distributor in Japan and our nonexclusive distributor throughout the rest of the world, other than Europe and the Americas, with limited exceptions.

We market our products through a variety of direct and indirect channels. We focus on direct relationships with many of the top mobile phone OEMs and embedded Flash memory customers worldwide. We supplement

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this effort with programs designed to support design-in of our products on reference designs, which are typically used by a broad base of wireless providers when choosing Flash memory solutions. For embedded Flash memory customers, we focus our marketing efforts on providers of complementary silicon to ensure our products interoperate effectively with the most widely used components in various embedded applications.

Our marketing activities targeting customers, reference design houses and our potential partners include a combination of direct marketing activities such as trade shows, events and marketing collateral and indirect activities such as public relations and other marketing communications activities.

Customers

We serve our customers worldwide directly or through our distributors, including Fujitsu, who buy products from us and resell them to their customers, either directly or through third-party distributors. Customers for our products consist of OEMs, original design manufacturers, or ODMs, and contract manufacturers. Among those customers, Nokia Corporation accounted for approximately 10 percent of our net sales in fiscal 2007. For fiscal 2006 and fiscal 2005, AMD accounted for approximately 13 percent and 56 percent of our net sales. For fiscal 2007, fiscal 2006 and fiscal 2005, Fujitsu accounted for approximately 35 percent, 36 percent and 44 percent of our net sales. AMD s sales force responsible for selling our products was transferred to us in the second quarter of fiscal 2005. We currently use Fujitsu as our sole distributor in Japan and with limited exceptions as a nonexclusive distributor throughout the rest of the world, other than Europe and the America.

Original Equipment Manufacturers

OEMs consist primarily of foreign and domestic manufacturers of mobile phones, consumer electronics, automotive electronics and networking equipment companies, selected regional accounts and customers in other target applications.

Third-Party Distributors

Our third-party distributors typically resell to OEMs, ODMs and contract manufacturers. Sales through our direct distributors are typically made pursuant to agreements that provide return rights for discontinued products or for products that are not more than twelve months older than their manufacturing date code. In addition, some of our agreements with distributors may contain standard stock rotation provisions permitting limited levels of product returns. Our distribution agreement with Fujitsu grants limited stock rotation rights to Fujitsu and allows Fujitsu to provide similar limited rights to some of its distributors. However, to date, Fujitsu has not extended these rights to its distributors.

We generally warrant that products sold to our customers and our distributors will, at the time of shipment, be free from defects in workmanship and materials and conform to our approved specifications. Subject to specific exceptions, we offer a one-year limited warranty.

Research and Development

Research and development is critical to our success and is focused on process, product and system level development. We conduct our product and system engineering activities primarily in Sunnyvale, California and in Kawasaki, Japan with additional design and development engineering teams located in the United States, Europe and Asia. Our primary development focus is on MirrorBit products for the integrated category of the Flash memory market. We conduct our process development primarily at our SDC facility located in Sunnyvale, California, our Fab 25 facility located in Austin, Texas and our facilities in Aizu-Wakamatsu, Japan. Currently, we are developing new non-volatile memory process technologies with continuing refinement of our 65-nanometer process technology and plans for development of 45-nanometer and more advanced technology. In February 2007, we stopped further development of manufacturing processes on 200-millimeter at our SDC

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facility with all future development at the SDC now focused on 300-millimeter wafers at 65-nanometer process technology and beyond.

We also participate in alliances or other arrangements with external partners in the area of product technology, process technology and systems solutions to reduce the cost of development for ourselves and our Flash memory customers. Furthermore, these relationships with external partners enable us to broaden our product offerings and accelerate access to new technologies.

Our research and development expenses for fiscal 2007, fiscal 2006 and fiscal 2005 were $437 million, $342 million and $293 million, respectively. For more information, see Management s Discussion and Analysis of Financial Condition and Results of Operations.

Manufacturing

We own and operate seven manufacturing facilities, of which three, Fab 25, JV3 and SP1, are wafer fabrication facilities and four are assembly and test facilities. Fab 25 and JV3 are in full production with 200-millimeter wafers and we have begun production of 300-millimeter pre-qualification wafers at SP1.

We believe the use of advanced process technologies at SP1 in combination with 300-millimeter wafers and BIST will result in significant cost benefits in the future. By utilizing 65-nanometer MirrorBit process technology in early 2008 and with plans to utilize 45-nanometer MirrorBit process technology in 2009 we believe our SP1 manufacturing facility will be using one of the most advanced Flash memory process technologies in the industry. Utilizing 300-millimeter wafers enables two and a quarter times more surface area than 200-millimeter wafers and will support greater than two and a quarter times the number of similar die from 200-millimeter wafers while utilizing a similar wafer processing time. Leveraging in early 2008 BIST in our 65-nanometer technology and beyond will enable us to significantly reduce test cost versus 200-millimeter BIST on the same process node and support additional cost savings over conventional test process using more expensive testers.

In addition to our investment in 300-millimeter manufacturing capacity, we continue to optimize our 200-millimeter manufacturing. Fab 25 is focused almost exclusively on 90-nanometer MirrorBit process technology while JV3 is focused on 110-nanometer MirrorBit technology.

To augment our internal wafer fabrication capacity, we have foundry agreements with Taiwan Semiconductor Manufacturing Company Limited, Semiconductor Manufacturing International Corporation and Fujitsu Limited. We believe these arrangements provide us flexibility to focus on advanced technologies at our own facilities, while supporting customer demand for products based on trailing-edge technologies from foundry. Our foundry arrangements also support our advanced technology for peaks in customer demand and for additional capacity when our own capacity may be temporarily reduced due to process node transitions at our facilities.

In April 2007, we completed the sale of the JV1 and JV2 wafer fabrication facilities located in Aizu-Wakamatsu, Japan, and certain equipment, assets and inventory located at these facilities, to Fujitsu for approximately $150 million plus the value of the inventory at the time of closing (the JV1/JV2 Transaction). Fujitsu currently provides foundry services to us for the manufacture of products at our former JV1 and JV2 wafer fabrication facilities.

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The locations of our wafer fabrication facilities, the process technologies currently employed and the approximate clean room square footage are described in the table below.

Wafer Fabrication Facilities

Name/Location	Wafer Size (diameter in millimeters)	Process Technology (in nanometers)	Approximate Clean Room Square Footage
Austin, Texas			
Fab 25	200	65 to 110	120,000
Aizu-Wakamatsu, Japan			
JV3	200	110 to 170	142,500
SP1	300	65	86,700

The following table describes the location and approximate clean room square footage of our assembly and test facilities.

Assembly and Test Facilities

Location	Approximate Clean Room Square Footage
Bangkok, Thailand	78,000
Kuala Lumpur, Malaysia	71,300
Penang, Malaysia	71,000
Suzhou, China	30,250

Our manufacturing processes require many raw materials, such as silicon wafers, mold compound, substrates and various chemicals and gases, and the necessary equipment for manufacturing. We obtain these materials and equipment from a large number of suppliers located throughout the world.

Environmental Matters

Many of our facilities are located on properties or in areas with a long history of industrial activity. Prior to our reorganization in 2003, environmental audits were conducted for each of our manufacturing facilities. The audits described various conditions customary of facilities in our industry and, in particular, noted historical soil and groundwater contamination at our Sunnyvale, California facility arising from the leakage of chlorinated solvent storage tanks that previously had been located on this property. This property is listed on the U.S. Environmental Protection Agency s Superfund National Priorities List. AMD, as the former owner of the property, is investigating and remediating this contamination.

In connection with our reorganization in 2003, each of AMD and Fujitsu agreed to indemnify us against losses arising out of the presence or release, prior to June 30, 2003, of hazardous substances at or from these and other sites they each contributed to us. Conversely, our subsidiary agreed to indemnify each of AMD and Fujitsu from and against liabilities arising out of events or circumstances occurring after June 30, 2003, in connection with the operation of our business. We also share some permits and facilities with AMD and Fujitsu. For example, our Aizu-Wakamatsu manufacturing facilities are located adjacent to other manufacturing facilities of Fujitsu. AMD and Fujitsu, on the one hand, and we, on the other, agreed to indemnify the other against liability arising from permit violations attributable to our respective activities. To the extent AMD and Fujitsu cannot meet their obligations under any of their indemnity agreements, or material environmental conditions arise, we may be required to incur costs to address these matters, which could have a material adverse effect on us.

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We have made and will continue to make capital and other expenditures to comply with environmental laws, but we do not expect compliance with environmental requirements to result in material expenditures in the foreseeable future. Environmental laws and regulations are complex, change frequently and have tended to become more stringent over time factors that could alter the current outlook. See Risk Factors We are subject to a variety of environmental laws that could result in liabilities.

Competition

Our principal NOR Flash memory competitors are Intel Corporation, Samsung Electronics Co., Ltd., and STMicroelectronics. In May 2007, reflecting the trend towards consolidation in the NOR Flash memory industry, Intel Corporation, STMicroelectronics and Francisco Partners collectively announced their intention to form an independent semiconductor company, named Numonyx, which is expected to be focused on Flash memory technologies and products. Numonyx is being created from the key assets of Flash memory businesses of Intel Corporation and STMicroelectronics. Numonyx is expected to replace Intel Corporation and STMicroelectronics as principal competitors for NOR Flash memory.

We increasingly compete with NAND Flash memory manufacturers where NAND Flash memory has the ability to replace NOR Flash memory in customer applications and as we develop data storage solutions such as MirrorBit ORNAND, MirrorBit Quad and MirrorBit ORNAND2 based products for the integrated category of the Flash memory market. Our principal NAND Flash memory competitors include Samsung Electronics Co., Ltd, Toshiba Corporation, Hynix Semiconductor Inc. and STMicroelectronics. In the future, our principal NAND Flash memory competitors may include Intel Corporation, Micron Technology, Inc., IM Flash Technology LLC (the joint venture between Intel Corporation and Micron Technology, Inc.) Numonyx and SanDisk Corporation.

We believe Flash memory providers must also possess the following attributes to remain competitive:

- strong relationships with OEMs, ODMs and contract manufacturers that are acknowledged leaders within their respective industries;
- discipline to continually reduce costs ahead of historically declining semiconductor market prices;
- strong market focus to identify emerging Flash memory applications;
- leadership in research and development;
- flexibility in manufacturing capacity and utilization so as to take advantage of industry conditions through market cycles;
- access to the financial resources needed to maintain a highly competitive technological position;
- the ability to establish and sustain strategic relationships and alliances with key industry participants; and
- rapid time to market for new products, measured by the time elapsed from first conception of a new product to its commercialization.

Employees

As of December 30, 2007, we had approximately 9,300 employees. Some employees of our wholly owned Japanese subsidiary, Spansion Japan, are represented by a company union.

Backlog

We generally manufacture and market standard lines of products. Consequently, a significant portion of our sales are made from inventory on a current basis. Sales are made primarily pursuant to purchase orders for current delivery or agreements covering purchases over a period of time. These orders or agreements may be

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revised or canceled without penalty. Generally, in light of current industry practice and experience, we do not believe that backlog information is necessarily indicative of actual sales for any succeeding period.

Intellectual Property and Licensing

Our success depends in part on our proprietary technology. While we attempt to protect our proprietary technology through patents, copyrights and trade secrets, we believe that our success will depend more upon technological expertise, continued development of new products, and successful cost reductions achievable by improving process technologies. In addition, we have access to intellectual property through certain cross-license arrangements with AMD and Fujitsu. There can be no assurance that we will be able to protect our technology or that competitors will not be able to develop similar technology independently. We currently have a number of United States and foreign patents and patent applications. There can be no assurance that the claims allowed on any patents we hold will be sufficiently broad to protect our technology, or that any patents will issue from any application pending or filed by us. In addition, there can be no assurance that any patents issued to us will not be challenged, invalidated or circumvented or that the rights granted thereunder will provide competitive advantages to us.

Rights to Intellectual Property

We rely on a combination of protections provided by contracts, including confidentiality and non-disclosure agreements, copyrights, patents, trademarks and common law rights, such as trade secrets, to protect our intellectual property. Our U.S. patents are potentially valid and enforceable for either 17 years from the date they were issued or 20 years from the date they were filed. Accordingly, some of our existing patents will only survive for a few more years while others will survive for approximately another 15 years. We do not believe that the expiration of any specific patent will have a material adverse effect on us. In addition, the duration of our valid and enforceable trademarks is indefinite.

AMD and Fujitsu have each contributed to us various intellectual property rights pursuant to an Amended and Restated Intellectual Property Contribution and Ancillary Matters Agreement. Under this agreement, we became owners, or joint owners with each of Fujitsu and AMD, of certain patents, patent applications, trademarks, and other intellectual property rights and technology. AMD and Fujitsu reserved rights, on a royalty-free basis, to practice the contributed patents and to license these patents to their affiliates and successors-in-interest to their semiconductor groups. AMD and Fujitsu each have the right to use the jointly-owned intellectual property for their own internal purposes and to license such intellectual property to others to the extent consistent with their non-competition obligations to us. Subject to our confidentiality obligations to third parties, and only for so long as AMD s and Fujitsu s ownership interests in us remain above specific minimum levels, we are obligated to identify any of our technology to each of AMD and Fujitsu, and to provide copies of and training with respect to that technology to them. In addition, we have granted a non-exclusive, perpetual, irrevocable, fully paid and royalty-free license of our rights in that technology to each of AMD and Fujitsu.

In connection with our reorganization in June 2003, we entered into separate patent cross-license agreements with each of AMD and Fujitsu in which we granted to AMD or Fujitsu, as applicable, and AMD or Fujitsu, as applicable, each granted to us, non-exclusive licenses under certain patents and patent applications of their semiconductor groups to make, have made, use, sell, offer to sell, lease, import and otherwise dispose of specific semiconductor-related products anywhere in the world. The patents and patent applications that are licensed are those with an effective filing date prior to the termination of our patent cross-license agreements. Each agreement will automatically terminate on the later of June 30, 2013 or the date AMD or Fujitsu, whichever is the other party to the agreement, sells its entire equity interest in us. Each agreement may be terminated by a party on a change in control of the other party or its semiconductor group. The licenses to patents under license at the time of the termination will survive until the last such patent expires.

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Under each agreement, in cases where there is a change of control of us or the other party (AMD or Fujitsu, or each of their semiconductor groups, as applicable), the other party shall have the right to terminate the agreement (or to invoke the provisions described in this paragraph if the agreement had been previously terminated) by giving 30 days written notice within 90 days after receiving notice of the change of control. If so terminated, the rights, licenses and immunities granted under the agreement will continue solely with respect to those licensed patents that are entitled to an effective filing date that is on or before, and are licensed as of, the date of such change of control, and will continue until the expiration of the last to expire of such licensed patents. Moreover, with respect to circuit patents, which are patents (other than process patents) covering elements relating to electrical signals to achieve a particular function, the rights, licenses and immunities granted to the party undergoing the change of control are limited solely to:

i. each existing and pending product of such party as of the date of change of control;

ii. each existing and pending product of the acquiring third party of such party as of the date of change of control that would have been in direct competition with products described in (i) above; and

iii. successor products of products described in (i) and (ii) above provided such successor product is based substantially on the same technology.

We will continue to make royalty payments associated with licenses that survive the termination of the cross-license agreement. In fiscal 2007, fiscal 2006 and fiscal 2005, we incurred royalty expenses of approximately $3 million, $6 million and $14 million to each of AMD and Fujitsu under their respective patent cross-license agreements. The royalty rate we pay to each of AMD and Fujitsu under our patent cross-license agreements with them was reduced from one percent of net sales of our products to 0.5 percent on October 1, 2005, and was further reduced to 0.3 percent on December 21, 2005. Following the conversion of our Class D common stock into Class A common stock, the royalty rate was further reduced to 0.15 percent and terminates in November 2008.

As a subsidiary of AMD up until our initial public offering, we were the beneficiary of AMD s intellectual property arrangements with third parties, including patent cross-license agreements with other major semiconductor companies such as Intel, Motorola and IBM, and licenses from third parties for technology incorporated in our products and software used to operate our business. Since the completion of our initial public offering in December 2005, we are no longer a beneficiary under a number of these agreements. Furthermore, upon the conversion of the outstanding shares of Class D common stock into shares of Class A common stock, we lost all rights as a beneficiary under most of these license agreements. As a result, we may be subject to claims that we are infringing intellectual property rights of third parties through the manufacture and sale of our products and the operation of our business. Therefore, absent negotiating our own license agreements with the third parties who own such intellectual property, we will be vulnerable to claims by such parties that our products or operations infringe such parties patents or other intellectual property rights.

Under our Amended and Restated Intellectual Property Contribution and Ancillary Matters Agreement with AMD and Fujitsu that we executed in December 2005, AMD agreed to enforce its applicable patents to minimize, to the extent reasonably possible, any of our losses incurred as a result of the infringement of third-party patents, provided that the details of the manner in which AMD enforces its patents, including which of its patents AMD enforces, is left to AMD s reasonable discretion. However, as a result of the conversion of the Class D common stock, AMD is no longer obligated to provide us this benefit. We will continue to attempt to negotiate our own agreements and arrangements with third parties for intellectual property and technology that is important to our business, including the intellectual property that we previously had access to through our relationship with AMD. We will also attempt to acquire new patents as our success in negotiating patent cross-license agreements with other industry participants will depend in large part upon the strength of our patent portfolio relative to that of the third party with which we are negotiating. If the third-party benefits from an existing patent cross-license agreement with AMD, in many cases it will retain the rights that it has under that agreement even after we cease to be an AMD subsidiary, including rights to utilize the patents that AMD and Fujitsu transferred to us in connection with our reorganization as Spansion LLC in June 2003 and in connection

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with our initial public offering. In many cases, any such third party will also retain such rights to utilize any patents that have been issued to us or acquired by us subsequent to our reorganization and prior to our no longer being a subsidiary of AMD. Our negotiating position will therefore be impaired, because the other party will already be entitled to utilize a large number, or even all, of our patents, while we will no longer have the right to utilize that party s patents. As a result, we may be unable to obtain access to the other party s patent portfolio on favorable terms or at all. Similarly, with respect to licenses from third parties for technology incorporated in our products or software used to operate our business, we may not be able to negotiate prices with these third parties on terms as favorable to us as those available when we were a subsidiary of AMD because we are not able to take advantage of AMD s size and purchasing power. These parties, and other third parties with whom AMD had no prior intellectual property arrangement, may file lawsuits against us seeking damages (potentially including treble damages) or an injunction against the sale of our products that incorporate allegedly infringed intellectual property or against the operation of our business as presently conducted. Such litigation could be extremely expensive and time-consuming. We cannot assure you that such litigation would be avoided or successfully concluded. The award of damages, including material royalty payments, or the entry of an injunction against the manufacture or sale of some or all of our products, would have a material adverse effect on us.

Patents and Patent Applications

As of December 31, 2007, we had 1,273 U.S. patents and 609 foreign patents as well as 615 patent applications pending in the United States. We expect to file future patent applications in both the United States and abroad on significant inventions, as we deem appropriate. In addition, under our cross-license agreement with AMD, AMD granted us the right to use a substantial number of patents that AMD owns. Similarly, under our cross-license agreement with Fujitsu, Fujitsu also granted us the right to use a substantial number of patents that Fujitsu owns.

Pending Acquisition of Saifun Semiconductors Ltd.

On October 8, 2007, we and Saifun Semiconductors Ltd. (Saifun) entered into an Agreement and Plan of Merger and Reorganization, dated as of October 7, 2007. Upon consummation of the acquisition of Saifun, we plan to license certain of our and Saifun s intellectual property to semiconductor companies operating directly in the non-volatile memory market or integrating non-volatile memory technology into products whose primary application is outside the non-volatile memory market, and provide design and product development services to such licensees.

ITEM 1A. RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and the other information in this annual report. If any of the following risks occur, our business could be materially harmed, and our financial condition and results of operations could be materially and adversely affected. As a result, the price of our common stock could decline, and you could lose all or part of your investment.

The demand for our products depends in large part on continued growth in the industries into which they are sold. A decline in the markets served by any of these industries, or a decline in demand for Flash memory products in these industries, would have a material adverse effect on our results of operations.

Sales of our Flash memory products are dependent to a large degree upon consumer demand for mobile phones. In fiscal 2006 and fiscal 2007, wireless customers, who primarily consist of mobile phone OEMs represented the largest market for NOR Flash memory. The market research firm iSuppli projects that wireless handset NOR Flash memory will represent approximately 61 percent of all NOR Flash memory sales in 2008, excluding commercial die such as the DRAM that is bundled in our multi-chip packages, or MCPs. In fiscal 2007, fiscal 2006 and fiscal 2005, sales to wireless Flash memory customers drove a majority of our sales.

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Similarly, sales of our products targeting embedded Flash memory customers are dependent upon demand for consumer electronics such as set top boxes, or STBs, and DVD players, automotive electronics, industrial electronics such as networking equipment, personal computers and personal computer peripheral equipment such as printers. Sales of our products are also dependent upon the inclusion of increasing amounts of Flash memory content in some of these products. In fiscal 2007 and fiscal 2006, sales to embedded Flash memory customers drove a significant portion of our sales.

If demand for mobile phones or products in the embedded portion of the integrated category of the Flash memory market, or the Flash memory content of these products, is below our or analysts expectations, if the functionality of successive generations of such products does not require increasing Flash memory density or if such products no longer require Flash memory due to alternative technologies or otherwise, our operating results would be materially adversely affected.

Our business has been characterized by average selling prices that decline over time, which can negatively affect our results of operations.

Historically, average selling prices of our products have decreased during the products lives, and we expect this trend to continue. When our average selling prices on existing products decline, our net sales and gross margins also decline unless we are able to compensate by selling more units, reducing our manufacturing costs or introducing and selling new, higher margin products with higher densities and/or advanced features. If average selling prices for our products decline, our operating results could be materially adversely affected.

Moreover, during downturns, periods of extremely intense competition, or the presence of oversupply in the industry, average selling prices for our products have declined at a high rate over relatively short time periods as compared to historical rates of decline. For example, during the second quarter of fiscal 2007, our average selling prices decreased by approximately 11 percent compared with the first quarter of fiscal 2007 due to unanticipated intense competitive pricing environments in the Flash memory market that were greater than expected. We are unable to predict average selling prices for any future periods and may experience unanticipated, sharp declines in average selling prices for our products. When such steep pricing declines occur, we may not be able to mitigate the effects by selling more or higher margin units, or by reducing our manufacturing costs. In such circumstances, our operating results could be materially adversely affected.

We have lost rights to key intellectual property arrangements because we are no longer a beneficiary of AMD s patent cross-license agreements and other licenses, which creates a greatly increased risk of patent or other intellectual property infringement claims against us.

As a subsidiary of Advanced Micro Devices, Inc (AMD) until our initial public offering in December 2005, we were the beneficiary of AMD s intellectual property arrangements with third parties, including patent cross-license agreements with other major semiconductor companies such as Intel, Motorola and IBM, and licenses from third parties for technology incorporated in our products and software used to operate our business. As a result of the conversion of the outstanding shares of Class D common stock into shares of Class A common stock in November 2006, we ceased to be a beneficiary under most of the remainder of these license agreements. As a result, we may be subject to claims that we are infringing intellectual property rights of third parties through the manufacture and sale of our products and the operation of our business. Therefore, absent negotiating our own license agreements with the third parties who own such intellectual property, we will be vulnerable to claims by such parties that our products or operations infringe such parties patents or other intellectual property rights.

We will continue to attempt to negotiate our own agreements and arrangements with third parties for intellectual property and technology that are important to our business, including the intellectual property that we previously had access to through our relationship with AMD. We will also continue to attempt to acquire new patents as our success in negotiating patent cross-license agreements with other industry participants will depend in large part upon the strength of our patent portfolio relative to that of the third party with which we are negotiating. If such third-party benefits from an existing patent cross-license agreement with AMD or Fujitsu

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Limited (Fujitsu), in many cases such third party will retain the rights that it has under that agreement, including rights to utilize the patents that AMD and Fujitsu transferred to us in connection with our reorganization as Spansion LLC in June 2003. In many cases, third parties also retain such rights to utilize any patents that have been issued to us or acquired by us between the dates of our reorganization in 2003 and our initial public offering in 2005 or, in some cases, between the dates of our reorganization in 2003 and the conversion of the Class D common stock in 2006. Our negotiating position will therefore be impaired, because the other party will already be entitled to utilize a large number of our patents, while we will no longer have the right to utilize that party s patents. As a result, we may be unable to obtain access to the other party s patent portfolio on favorable terms or at all. Similarly, with respect to licenses from third parties for technology incorporated in our products or software used to operate our business, we may not be able to negotiate prices with these third parties on terms as favorable to us as those previously available to us because we are not able to take advantage of AMD s size and purchasing power. These parties, and other third parties with whom AMD had no prior intellectual property arrangement, may file lawsuits against us seeking damages (potentially including treble damages) or an injunction against the sale of our products that incorporate allegedly infringed intellectual property or against the operation of our business as presently conducted. Such litigation could be extremely expensive and time consuming. We cannot assure you that such litigation would be avoided or successfully concluded. The award of damages, including material royalty payments, or the entry of an injunction against the manufacture or sale of some or all of our products, would have a material adverse effect on us.

The Flash memory market is highly cyclical and has experienced severe downturns that have materially adversely affected, and may in the future materially adversely affect, our business.

The Flash memory market is highly cyclical and has experienced severe downturns, often as a result of wide fluctuations in supply and demand, constant and rapid technological change, continuous new product introductions and price erosion. Our financial performance has been, and may in the future be, adversely affected by these downturns. We have incurred substantial losses in past downturns, due principally to:

- substantial declines in average selling prices, particularly due to aggressive pricing by competitors and an imbalance in product supply and demand;
- a decline in demand for end-user products that incorporate our products; and
- less than expected demand in the distribution channels such as by mobile phone OEMs.

For example, during the first quarter of fiscal 2007, our business was adversely affected by a seasonal drop in unit shipments, and during the first nine months of fiscal 2007, our business was adversely affected by a greater than average decline in average selling prices as a result of intense competitive pressures. Our historical financial information does not necessarily indicate what our results of operations, financial condition or cash flows will be in the future. If our net sales decline in the future, or if these or other similar conditions continue or occur again in the future, our business would likely be materially adversely affected.

If our expense reduction efforts are not effective, our business could be materially adversely affected.

We incurred net losses in each of fiscal 2007, 2006 and 2005 of approximately $263.5 million, $147.8 million and $304.1 million. As a result, we continue to undertake actions in an effort to significantly reduce our expenses. These actions include the sale of non-performing assets, the consolidation of certain functional operations and other activities related to reducing expenses. We cannot assure you that we will be able to achieve anticipated expense reductions. If our expense reduction efforts are unsuccessful, our operating results may be materially adversely affected.

Although we expect that the Saifun acquisition will result in benefits to us, those benefits may not occur because of integration and other challenges.

Achieving the expected benefits of the Saifun acquisition will depend on the timely and efficient integration of our and Saifun s technology, operations, business culture and personnel. This will be particularly challenging

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due to the fact that Saifun was headquartered in Israel and we are headquartered in California. The integration may not be completed as quickly as expected, and if we fail to effectively integrate the companies or the integration takes longer than expected, we may not achieve the expected benefits of the acquisition. The challenges involved in this integration include, among others:

- retaining the licensees and customers of both companies, including licensees and customers of Saifun who may compete with us;
- retaining the main sources of supply of both companies;
- incorporating Saifun s technology into our current and future technology and product lines;
- integrating Saifun s sales force into our worldwide sales network;
- demonstrating to Saifun s licensees and customers that the acquisition will not result in adverse changes in pricing, customer service standards or support;
- coordinating research and development activities to enhance introduction of new products and technologies;
- integrating Saifun s internal control over financial reporting with our internal control over financial reporting;
- migrating Saifun to our information systems;
- integrating Saifun s engineering operations with ours;
- persuading the employees of both companies that the companies business cultures are compatible;
- maintaining employee morale and retaining key employees;
- ensuring there are no delays in releasing new products and technologies to market; and
- coordinating geographically separate organizations.

This integration effort is international in scope, complex, time consuming and expensive, and may disrupt the respective businesses or result in the loss of licensees, customers or key employees or the diversion of the attention of management. In addition, the integration process may strain our financial and managerial controls and reporting systems and procedures. This may result in the diversion of management and financial resources from our core business objectives. There can be no assurance that we will successfully integrate Saifun into our business or that we will realize the anticipated benefits of the acquisition. If we do not realize the anticipated benefits of the acquisition, or if charges and other accounting changes resulting from the acquisition adversely affect our earnings, the acquisition could result in a reduction of our per-share earnings as compared to the per-share earnings that would have been achieved by us if the acquisition had not occurred. Also, if Saifun shareholders promptly sell the Spansion Class A common stock received in the transaction, such sales could cause a decline in the market price

of our common stock.

If we complete the acquisition of Saifun, political, economic and military conditions in Israel may adversely affect our business.

Saifun s headquarters and business operations are located in Israel, which is affected and surrounded by unstable political, economic and military conditions. We cannot predict the effect of continued or increased violence in Lebanon or Gaza, or the effect of military action elsewhere in the Middle East. Continued armed conflicts or political instability in the region would harm business conditions and could adversely affect the combined company s results of operations. Furthermore, several countries continue to restrict or ban business with Israel and Israeli companies. These restrictive laws and policies may limit the combined company s ability to make sales in those countries, and, as a global company, may limit our own ability to efficiently administer our worldwide resources.

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The proposed acquisition of Saifun may result in a loss of licensees or customers.

We and Saifun operate in a highly competitive industry, and the combined company s future performance will be affected by its ability to retain each company s existing licensees and customers. Some of Saifun s licensees and customers are our competitors or work with our competitors and may reduce or terminate their business relationships with Saifun in anticipation of the acquisition or with the combined company as a result of our acquisition of Saifun.

We may not realize the expected value of Saifun s NROM technology.

We expect that licensees of Saifun s NROM technology will continue to implement and expand their uses of the technology. If such licensees fail to successfully implement the NROM technology in a timely manner or in a large number of their products, the value of NROM technology could be diminished. Moreover, if leading Flash memory semiconductor manufacturers adopt and achieve success with other technologies or incorporate Saifun s NROM technology but fail to achieve success with its products, the value of the NROM technology could be adversely affected.

In addition, we cannot assure you that Saifun s patents, including those covering NROM technology, would not be challenged, invalidated or circumvented, or that rights granted under these patents will provide a competitive advantage to us. If Saifun s patents are ultimately challenged, invalidated or circumvented, we may be materially adversely affected.

Our business may be adversely affected if our acquisition of Saifun is delayed or not completed.

Our acquisition of Saifun is subject to several customary conditions, including obtaining clearance from governmental entities. If our acquisition of Saifun is delayed or not consummated, we could be subject to a number of risks that may adversely affect our business, including:

- the adverse consequences resulting from our management s attention having been diverted from our day-to-day business over an extended period of time;
- the disruption to our relationships with customers, suppliers and partners as a result of our and their efforts relating to the acquisition;
- any consequent potential loss of business to our competitors;
- the significant costs and expenses that we may have incurred relating to the acquisition; and
- our inability to realize the benefits we expect by acquiring Saifun.

We cannot assure you that we will successfully complete our acquisition of Saifun, and any inability to successfully complete, or a delay in completing, the Saifun acquisition could have a material adverse effect on us.

A significant market shift to NAND architecture would materially adversely affect us.

Flash memory products are generally based on either NOR or NAND architecture. To date, our Flash memory products have been based on NOR architecture which are typically produced at a higher cost-per-bit than NAND-based products. We do not currently manufacture products based on NAND architecture. We have developed our MirrorBit ORNAND, MirrorBit Quad and MirrorBit Eclipse architectures to address certain portions of the integrated category of the Flash memory market served by NAND-based products, but we cannot be certain that our MirrorBit ORNAND-, Quad- or Eclipse- based products will satisfactorily address those market needs.

During 2004, industry sales of NAND-based Flash memory products grew at a higher rate than sales of NOR-based Flash memory products, resulting in NAND vendors in aggregate gaining a greater share of the

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overall Flash memory market and NOR vendors in aggregate losing overall market share. This trend continued in 2005 and 2006 when sales of NAND-based Flash memory products represented a majority of the Flash memory products sold in the Flash memory market. In 2007, according to iSuppli, total sales for the Flash memory market reached approximately $21.8 billion, of which approximately 35 percent was classified as sales of NOR-based Flash memory products and approximately 65 percent was classified as sales of NAND-based Flash memory products. iSuppli estimates that sales of NAND-based Flash memory products grew by approximately 15 percent from 2005 to 2006 and will grow at a 18 percent compound annual growth rate from 2006 to 2011, while sales of NOR-based Flash memory products grew by approximately six percent from 2005 to 2006 and will decline by approximately three percent compound annual growth rate from 2006 to 2011. We expect the Flash memory market trend of decreasing market share for NOR-based Flash memory products relative to NAND-based Flash memory products to continue in the foreseeable future.

Moreover, the removable storage category of the Flash memory market, which is predominantly served by floating gate NAND vendors, is expected to constitute a significant portion of the Flash memory market for the foreseeable future. As mobile phones and other consumer electronics become more advanced, they will require higher density Flash memory to meet the increased data storage requirements associated with music downloads, photos and videos. Because storage requirements will increase to accommodate data-intensive applications, OEMs may increasingly choose higher density floating gate NAND-based Flash memory products over MirrorBit NOR-, ORNAND-, Quad- or Eclipse-based Flash memory products for their applications. If this occurs and OEMs continue to prefer the attributes and characteristics of floating gate NAND-based products over those of MirrorBit NOR-, ORNAND-, Quad- or Eclipse-based products for their applications, we may be materially and adversely affected. Moreover, some of our competitors are able to manufacture floating gate NAND-based Flash memory products on 300-millimeter wafers produced in much larger capacity fabs than our SP1 fab or may choose to utilize more advanced manufacturing process technologies than we use today to offer products competitive to ours at a lower cost. If floating gate NAND vendors continue to increase their share of the Flash memory market, our market share may decrease, which would materially adversely affect us.

In addition, even if products based on NAND architecture are unsuccessful in displacing products based on NOR architecture, the average selling prices for our products may be adversely affected by a significant decline in the price for NAND-based products. Such a decline may result in downward price pressure in the overall Flash memory market affecting the price we can obtain for our NOR-based products, which would adversely affect us. We believe such downward pricing pressure was a factor in the steep declines in average selling prices in the first half of 2007. If the prices for NAND products do not improve, or continue to decline, we may be materially adversely affected.

We have a substantial amount of, and continue to incur, indebtedness which could adversely affect our financial position.

We currently have and will continue to have for the foreseeable future, a substantial amount of indebtedness. Our indebtedness has increased over time and may increase in the future. At the time of our initial public offering in December 2005, our aggregate principal amount of outstanding debt was approximately $760.0 million. As of December 30, 2007, we had an aggregate principal amount of approximately $1.4 billion in outstanding debt. In order to advance our business with new technologies, like other semiconductor manufacturers, we are required to make sizable capital investment in facilities and equipment. If cash flow from operations is not sufficient to meet capital requirements, we may need to incur additional indebtedness.

Our substantial indebtedness may:

- require us to use a substantial portion of our cash flows from operations to make debt service payments;
- make it difficult for us to satisfy our financial obligations;

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limit our ability to use our cash flows, use our available financings to the fullest extent possible, or obtain additional financing for future working capital, capital expenditures, acquisitions or other general corporate purposes;

limit our flexibility to plan for, or react to, changes in our business and industry;

place us at a competitive disadvantage compared to our less leveraged competitors; and

increase our vulnerability to the impact of adverse economic and industry conditions.

Financial market conditions may impede access to or increase the cost of financing operations and investments.

The recent changes in U.S. and global financial and equity markets, including market disruptions and tightening of the credit markets, may make it more difficult for us to obtain financing for our operations or investments or increase the cost of obtaining financing. In addition, our borrowing costs can be affected by short and long-term debt ratings assigned by independent rating agencies which are based, in significant part, on our performance as measured by credit metrics such as interest coverage and leverage ratios. A decrease in these ratings could increase our cost of borrowing or make it more difficult for us to obtain financing, which would materially adversely affect us.

We are currently party to and intend to enter into debt arrangements in the future, each of which may subject us to restrictive covenants which could limit our ability to operate our business.

We are party to a $175.0 million senior secured revolving credit facility that imposes various restrictions and covenants on us that limits our ability to:

enter into any mergers, consolidations or sales of property, or sales of inventory, equipment and assets except in the ordinary course of business;

make any distributions except for distributions from Spansion LLC to us in specified circumstances;

make investments, except for the purchase of inventory, equipment and intellectual property in the ordinary course of business, unless we meet minimum liquidity requirements consisting of availability under the revolving credit facility and domestic cash of at least $200.0 million, provided, however, that investments are limited to no more than a total of $50.0 million while the reduced minimum liquidity requirement is in place;

incur additional debt, enter into capital leases and, in limited cases, make loans to subsidiaries;

engage in transactions with affiliates unless the transactions are in the normal course of business, negotiated at arms-length and disclosed to the agent for the lenders;

incur any new liens except for equipment leases and loans; and

prepay any debt, except that debt of foreign subsidiaries may be prepaid by the applicable foreign subsidiary and we may prepay any debt as long as after such repayment we meet minimum liquidity requirements consisting of availability under the revolving credit facility plus domestic cash of at least $250.0 million.

In addition, the indentures governing Spansion LLC s $250.0 million principal amount of 11.25% Senior Notes due 2016 and Spansion LLC s $625.0 million aggregate principal amount of Senior Secured Floating Rate Notes due 2013 impose substantially similar restrictions and covenants on us which could limit our ability to respond to market conditions, make capital investments or take advantage of business opportunities.

In the future, we will likely incur additional indebtedness through arrangements such as credit agreements or term loans that may also impose similar restrictions and covenants. These restrictions and covenants limit, and

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any future covenants and restrictions likely will limit, our ability to respond to market conditions, to make capital investments or to take advantage of business opportunities. Any debt arrangements we enter into would likely require us to make regular interest payments, which would adversely affect our results of operations.

As of December 30, 2007, we were in compliance with the financial covenants under our debt instruments. However, we cannot assure you that in the future we will be able to satisfy the covenants, financial tests and ratios of our debt instruments, which can be affected by events beyond our control. If we fail to comply with such covenants, we cannot assure you that we will be able to obtain waivers for any future failures to comply with our financial covenants, or amendments which will prevent a failure to comply in the future. A breach of any of the covenants, financial tests or ratios under our debt instruments could result in a default under the applicable agreement, which in turn could trigger cross-defaults under our other debt instruments, any of which would materially adversely affect us.

If we cannot generate sufficient operating cash flows and obtain external financing, we may be unable to make all of our planned capital expenditures.

Our ability to fund anticipated capital expenditures depends on generating sufficient cash flows from operations and the continued availability of external financing. We expect our total capital expenditures for fiscal 2008 to be approximately $535.0 million. Our capital expenditures, together with ongoing operating expenses, will be a substantial drain on our cash flows and may decrease our cash balances. The timing and amount of our capital requirements cannot be precisely determined at this time and will depend on a number of factors, including demand for our products, product mix, changes in industry conditions and market competition.

We may assess markets for external financing opportunities, including debt and equity. Such financing may not be available when needed or, if available, may not be available on satisfactory terms. Moreover, the funds availability under our existing $175.0 million senior secured revolving credit facility may be adversely affected by our financial condition, results of operations and incurrence or maintenance of additional debt, such as our 11.25% Senior Notes due 2016 and our 2.25% Exchangeable Senior Secured Debentures. Also, funds availability under the Spansion Japan 2007 Credit Facility are based on capital deliveries, which may not be made in a timely manner, to SP1, our Flash memory manufacturing facility in Aizu-Wakamatsu, Japan. Finally, any equity financing may not be desirable because of resulting dilution to our stockholders. Our inability to obtain needed financing or to generate sufficient cash from operations may require us to abandon projects or curtail capital expenditures. If we cannot generate sufficient operating cash flows or obtain external financing, we may be delayed in achieving, or may not achieve, needed manufacturing capacity, and we could be materially adversely affected.

If we are unable to timely and efficiently expand our manufacturing capacity to implement 300-millimeter wafer capacity at SP1, and achieve a competitive wafer cost for SP1 output, our business and financial results could be materially adversely affected.

We have expanded our manufacturing capacity to produce 300-millimeter wafers at SP1. In fiscal 2006, we commenced a plan to spend approximately $1.2 billion over three years to construct and equip SP1 for production of 65-nanometer process technology on 300-millimeter wafers, and we expect to sample 45-nanometer process technology on 300-millimeter wafer capacity in late 2008. In order for SP1 to produce wafers at a competitive cost, we must achieve suitable economies of scale which we anticipate will require additional capital expenditures at SP1 to reach our planned manufacturing capacity. Financing may not be available when needed or, if available, may not be available on satisfactory terms. If we do not achieve our desired capacity at the anticipated cost, or if we cannot obtain suitable financing, we could be materially adversely affected.

The timing for implementing 300-millimeter capacity in SP1 will also depend in part on our ability to execute our plan for equipping the facility and other factors that may be beyond our control, such as delivery schedules for the required machinery and equipment and construction schedules. If we are delayed in

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implementing this capability or are unable to obtain foundry services at competitive rates or to timely and efficiently ramp production on 300-millimeter wafers, we will not achieve anticipated cost savings associated with this technology and our gross margins could decline. Even if we are successful in implementing this capacity, if the demand for our products is not sufficient to support the additional capacity when it becomes available, we could be materially and adversely affected.

The loss of a significant customer or a reduction in demand for our Flash memory products from a significant customer could have a material adverse effect on us.

We serve our customers worldwide directly through our sales force and indirectly through our distributors, who purchase products from us and sell them to customers, either directly or through their distributors. Our customers consist of OEMs, ODMs and contract manufacturers. In fiscal 2007, fiscal 2006 and fiscal 2005, the five largest of these customers accounted for a significant portion of end sales of our products. If one of these customers stopped purchasing our Flash memory products, or if one of these customers were to materially reduce its demand for our products, we could be materially adversely affected. For example, in the fourth quarter of fiscal 2006 we were materially adversely affected by the reduced customer demand for some of our custom high density NOR-based Flash memory solutions.

Our business strategy is to continue to maintain and increase our market share, diversify our customer base in the integrated category of the Flash memory market, and enter new markets enabled by our MirrorBit technology. We cannot assure you that we will be successful in implementing this strategy, and if we are unsuccessful, we could be materially adversely affected. If we fail to successfully diversify our customer base and we lose a significant customer or suffer a reduction in demand from a significant customer, our business may be materially adversely affected.

If we fail to successfully develop, introduce and commercialize new products and technologies or to accelerate our product development cycle, we may be materially adversely affected.

Our success depends to a significant extent on the development, qualification, production, introduction and acceptance of new product designs and improvements that provide value to Flash memory customers. We must also be able to accomplish this process at a faster pace than we currently do. For example, we introduced products on 90-nanometer process technology in fiscal 2006, plan production on 65-nanometer process technology in the first quarter of fiscal 2008, and plan to introduce products on 45-nanometer process technology in late fiscal 2008. Our ability to develop and qualify new products and related technologies to meet evolving industry requirements, at prices acceptable to our customers and on a timely basis are significant factors in determining our competitiveness in our target markets. If we are delayed in developing or qualifying new products or technologies, we could be materially adversely affected. For example, during the first quarter of fiscal 2005, we experienced a delay in qualifying and introducing a new Flash memory product based on our MirrorBit technology for wireless Flash memory customers. The delay, which was due to our having to re-design the product in order to achieve higher performance specifications under all temperature conditions, contributed to lower than anticipated net sales during first six months of fiscal 2005 and caused us to lose market share.

Competitors may introduce new memory or other technologies that may make our Flash memory products uncompetitive or obsolete.

Our competitors are working on a number of new technologies, including FRAM, MRAM, polymer, charge trapping and phase-change based memory technologies. Some of our competitors have announced plans to bring to market products based on phase-change based memory technology in 2008. If such products are successfully developed and commercialized as a viable alternative to MirrorBit or floating gate Flash memory, these other products could pose a competitive threat to a number of Flash memory companies, including us. In addition, some of Saifun s licensees and customers are our competitors or work with our competitors and have licensed Flash memory intellectual property associated with NROM technology from Saifun. Use of this NROM

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intellectual property or use of independently developed charge trapping Flash memory technology by our competitors, if successfully developed and commercialized, may allow these competitors to develop Flash memory technology that may compete with our proprietary MirrorBit technology.

If we fail to successfully develop products based on our new MirrorBit ORNAND, MirrorBit Eclipse, MirrorBit Quad or MirrorBit ORNAND2 architectures, or if there is a lack of market acceptance of these products, our future operating results would be materially adversely affected.

We are positioning ourselves to address the increasing demand for data optimized Flash memory by offering higher density, lower cost and more versatile products based on our new MirrorBit ORNAND, MirrorBit Quad, MirrorBit Eclipse and MirrorBit ORNAND2 architectures. The success of these architectures requires that we timely and cost effectively develop, manufacture and market products based on these architectures that are competitive with floating gate NAND-based Flash memory solutions. We began commercial shipments of MirrorBit ORNAND-based products in the second quarter of fiscal 2006 and began commercial shipments of MirrorBit Quad-based products in the first quarter of fiscal 2007. However, if we fail to develop and commercialize these products and additional products based on these architectures on a timely basis, our future operating results would be materially adversely affected. Furthermore, if market acceptance of products based on our MirrorBit architectures occurs at a slower rate than we anticipate, our ability to compete will be reduced, and we would be materially adversely affected. If we do not achieve market acceptance of these architectures or subsequent MirrorBit products, our future operating results would be materially adversely affected.

Manufacturing capacity constraints may adversely affect us.

There may be situations in which our manufacturing capacity is inadequate to meet the demand for some of our products. We continue to depend on foundry, subcontractor and similar arrangements with third parties to meet demand. Our arrangements with third-party suppliers do not necessarily include capacity guarantees. If a third-party manufacturer on which we rely does not have the capacity to deliver an adequate amount of product to meet actual demand, we may not be able to obtain the manufacturing capacity, either in our own facilities or through other third-party arrangements, to meet such demand. During fiscal 2006, demand for certain of our products exceeded the available supply. As a result, we were unable to meet the demand of some of our customers for these products. This adversely impacted our relationships with these customers, and comparable situations in the future could cause harm to our reputation in the marketplace, cause these customers to move future business to our competitors or cause us to make financial concessions to our customers. Any of these occurrences could have a material adverse effect on us. Also, in the third and fourth quarters of fiscal 2005 and fiscal 2006, we experienced capacity constraints for final test and assembly of some of our products. While we have worked internally and with subcontractors to increase capacity to meet anticipated demand, we cannot assure you that we will not experience similar constraints in the future. These capacity constraints limit our ability to respond to rapid and short-term surges or changes in demand for our products. If we are unable to obtain sufficient manufacturing capacity to meet anticipated demand, either in our own facilities or through foundry, subcontractor or similar arrangements with third parties, or if we are unable to obtain foundry services at competitive rates, our business may be materially adversely affected.

Our increased reliance on third-party manufacturers entails risks that could materially adversely affect us.

We currently obtain foundry services from other companies, including Taiwan Semiconductor Manufacturing Company Limited and Fujitsu (as a result of the sale of our JV1/JV2 manufacturing facilities in April 2007). In addition, we recently entered into an agreement with Semiconductor Manufacturing International Corporation under which we may obtain foundry services in the future. We also use independent contractors to perform some of the assembly, testing and packaging of our products. Third-party manufacturers are often under no obligation to provide us with any specified minimum quantity of product. We depend on these manufacturers to allocate to us a portion of their manufacturing capacity sufficient to meet our needs, to produce products of acceptable quality and at acceptable manufacturing yields and to deliver those products to us on a timely basis at

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acceptable prices. We cannot assure you that these manufacturers will be able to meet our near-term or long-term manufacturing requirements.

These manufacturers also make products for other companies, including certain of our competitors, and/or for themselves and could choose to prioritize capacity for themselves or other customers beyond any minimum guaranteed amounts, reduce deliveries to us or, in the absence of price guarantees, increase the prices they charge us on short notice, such that we may not be able to pass cost increases on to our customers. Because it could take several quarters or more to establish a relationship with a new manufacturing partner, we may be unable to secure an alternative supply for specific products in a short timeframe or at all at an acceptable cost to satisfy our production requirements. In addition, we may be required to incur additional development, manufacturing and other costs to establish alternative sources of supply. Other risks associated with our increased dependence on third-party manufacturers include: their ability to adapt to our proprietary technology, reduced control over delivery schedules, quality assurance, manufacturing yields and cost, lack of capacity in periods of excess demand, misappropriation of our intellectual property, reduced ability to manage inventory and parts and risks associated with operating in foreign countries. If we are unable to secure sufficient or reliable suppliers of wafers or obtain the necessary assembling, testing and packaging services, our ability to meet customer demand for our products may be adversely affected, which could have a material adverse effect on us.

Industry overcapacity could require us to lower our prices and have a material adverse effect on us.

Semiconductor companies with their own manufacturing facilities and specialist semiconductor foundries, which are subcontractors that manufacture semiconductors designed by others, have added significant capacity in recent years and are expected to continue to do so. In the past, capacity additions sometimes exceeded demand requirements leading to oversupply situations and downturns in the industry. Fluctuations in the growth rate of industry capacity relative to the growth rate in demand for Flash memory products contribute to cyclicality in the Flash memory market, which may in the future negatively impact our average selling prices and materially adversely affect us.

Industry overcapacity could cause us to under-utilize our manufacturing capacity and have a material adverse effect on us.

It is difficult to predict future growth or decline in the markets we serve, making it very difficult to estimate requirements for production capacity. If our target markets do not grow as we anticipate, we may under-utilize our manufacturing capacity. This may result in write-downs or write-offs of inventories and losses on products the demand for which is lower than we anticipate. In addition, during periods of industry overcapacity, such as we have recently experienced, customers do not generally order products as far in advance of the scheduled shipment date as they do during periods when our industry is operating closer to capacity, which can exacerbate the difficulty in forecasting capacity requirements.

Many of our costs are fixed. Additionally, pursuant to some of our subcontractor and foundry arrangements with third parties we may incur and pay penalties, according to which we have agreed to pay for a certain amount of product even if we do not accept delivery of all of such amount. Accordingly, during periods in which we under-utilize our manufacturing capacity as a result of reduced demand for some of our products, our costs cannot be reduced in proportion to the reduced revenues for such periods. When this occurs, our operating results are materially adversely affected.

Our customers ability to change booked orders may lead to excess inventory.

Because our manufacturing processes require long lead times, we use indicators such as booking rates and book-to-bill ratios, in conjunction with other business metrics, to schedule production in our fabrication facilities. Consequently, when customers change orders booked by us, our planned manufacturing capacity may be greater or less than actual demand, resulting in less than optimal inventory levels. When this occurs, we adjust our

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production levels but such adjustments may not prevent our production of excess inventory in environments when bookings and book-to-bill ratios are strong. As a result, our business may be materially adversely affected.

Intense competition in the Flash memory market could materially adversely affect us.

Our principal NOR Flash memory competitors are Intel Corporation, Samsung Electronics Co., Ltd. and STMicroelectronics. In the future, our principal NOR Flash memory competitors may also include Numonyx, the announced joint venture between Intel, STMicroelectronics and Francisco Partners. Additional significant NOR Flash memory competitors include Silicon Storage Technology, Inc., Macronix International Co., Ltd., Toshiba Corporation and Sharp Electronics Corp.

We increasingly compete with NAND Flash memory manufacturers where NAND Flash memory has the ability to replace NOR Flash memory in customer applications and as we develop data storage solutions based on our MirrorBit ORNAND, MirrorBit Quad, MirrorBit Eclipse and MirrorBit ORNAND2 architectures for the integrated category and select portions of the removable category of the Flash memory market. Our principal NAND Flash memory competitors include Samsung Electronics Co., Ltd, Toshiba Corporation, Hynix Semiconductor Inc. and STMicroelectronics. In the future our principal NAND Flash memory competitors may include Intel Corporation, Micron Technology, Inc., IM Flash Technology LLC, the joint venture between Intel and Micron Technology, Inc., Numonyx and SanDisk Corporation.

The Flash memory market is characterized by intense competition. The basis of competition is cost, selling price, performance, quality, customer relationships and ability to provide value-added solutions. In particular, in the past, our competitors have aggressively priced their products, which resulted in decreased average selling prices for our products in the first half of fiscal 2007 and adversely impacted our results of operations. Some of our competitors, including Intel, Samsung, STMicroelectronics, Toshiba, and Sharp, are more diversified than we are and may be able to sustain lower operating margins in their Flash memory business based on the profitability of their other, non-Flash memory businesses. In addition, recent capital investments by competitors have resulted in substantial industry manufacturing capacity, which may further contribute to a competitive pricing environment. Some of our competitors are able to manufacture floating gate NAND-based Flash memory products on 300-millimeter wafers produced in much larger capacity fabs than our SP1 fab or may choose to utilize more advanced manufacturing process technologies than we use today to offer products competitive to ours at a lower cost. Moreover, products based on our MirrorBit ORNAND-, MirrorBit Quad-, MirrorBit Eclipse- and MirrorBit ORNAND2-based architectures may not have the price, performance, quality and other features necessary to compete successfully for these applications.

We expect competition in the market for Flash memory devices to intensify as existing manufacturers introduce new products, new manufacturers enter the market, industry-wide production capacity increases and competitors aggressively price their Flash memory products to increase market share. Competition also may increase if NOR memory vendors merge, if NAND memory vendors acquire NOR businesses or other NAND businesses, or if our competitors otherwise consolidate their operations. Furthermore, we face increasing competition from NAND Flash memory vendors in some portions of the integrated Flash memory market.

To compete successfully, we must decrease our manufacturing costs and develop, introduce and sell products at competitive prices that meet the increasing demand for greater Flash memory content in mobile phones, consumer electronics, automotive and other applications. If we are unable to compete effectively, we could be materially adversely affected.

We cannot be certain that our substantial investments in research and development will lead to timely improvements in technology or that we will have sufficient resources to invest in the level of research and development that is required to remain competitive.

We make substantial investments in research and development for design, process technologies and production in an effort to design and manufacture advanced Flash memory products. For example, in fiscal 2006

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and fiscal 2007, our research and development expenses were approximately $342.0 million and $436.8 million, respectively, or approximately 13 and 17 percent, respectively, of our net sales.

Currently, we are developing new non-volatile memory process technologies, including 65-nanometer and 45-nanometer process technologies. Our Submicron Development Center facility is developing manufacturing process technologies on 300-millimeter wafers. We cannot assure you that we will have sufficient resources to maintain the level of investment in research and development that is required for us to remain competitive, which could materially adversely affect us. Further, we cannot assure you that our investments in research and development will result in increased sales or competitive advantage, which could adversely affect our operating results.

Unless we maintain manufacturing efficiency, we may not become profitable and our future profitability could be materially adversely affected.

The Flash memory industry is characterized by rapid technological changes. For example, new manufacturing process technologies using smaller feature sizes and offering better performance characteristics are generally introduced every one to two years. The introduction of new manufacturing process technologies allows us to increase the functionality of our products while at the same time optimizing performance parameters, decreasing power consumption and/or increasing storage capacity. In addition, the reduction of feature sizes enables us to produce smaller chips offering the same functionality and thereby considerably reduces the costs per bit. In order to remain competitive, it is essential that we secure the capabilities to develop and qualify new manufacturing process technologies. For example, our leading Flash memory products must be manufactured at 65-nanometer and more advanced process technologies and on 300-millimeter wafers. If we are delayed in transitioning to these technologies and other future technologies, we could be materially adversely affected.

Manufacturing our products involves highly complex processes that require advanced equipment. Our manufacturing efficiency is an important factor in our profitability, and we cannot be sure that we will be able to maintain or increase our manufacturing efficiency to the same extent as our competitors. For example, we continuously modify our manufacturing processes in an effort to improve yields and product performance and decrease costs. We are continuing to transition products to 90-nanometer process technology and developing the 65-nanometer process technology for the manufacture of some of our products. During periods when we are implementing new process technologies, manufacturing facilities may not be fully productive. We may fail to achieve acceptable yields or may experience product delivery delays as a result of, among other things, capacity constraints, delays in the development of new process technologies, changes in our process technologies, upgrades or expansion of existing facilities, impurities or other difficulties in the manufacturing process. Any of these occurrences could adversely impact our relationships with customers, cause harm to our reputation in the marketplace, cause customers to move future business to our competitors or cause us to make financial concessions to our customers. For example, in the third quarter of fiscal 2006, we had lower than expected yields on 12,000 raw wafers and, as a result, we were unable to meet the demand of some of our customers, including in Japan, and our revenue and gross margins were adversely affected.

Improving our manufacturing efficiency in future periods is dependent on our ability to:

- develop advanced process technologies and advanced products that utilize those technologies;
- successfully transition to 65-nanometer and more advanced process technologies;
- continue to reduce test times;
- ramp product and process technology improvements rapidly and effectively to commercial volumes across our facilities;
- achieve acceptable levels of manufacturing wafer output and yields, which may decrease as we implement more advanced technologies; and

maintain our quality controls and rely upon the quality and process controls of our suppliers.

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If we cannot adequately protect our technology or other intellectual property in the United States and abroad, through patents, copyrights, trade secrets, trademarks and other measures, we may lose a competitive advantage and incur significant expenses.

We rely on a combination of protections provided by contracts, including confidentiality and non-disclosure agreements, copyrights, patents, trademarks and common law rights, such as trade secrets, to protect our intellectual property. However, we cannot assure you that we will be able to adequately protect our technology or other intellectual property from third-party infringement or from misappropriation in the United States and abroad. Any patent owned or licensed by us or issued to us could be challenged, invalidated or circumvented or rights granted under these patents or licenses may not provide a competitive advantage to us. Furthermore, patent applications that we file may not result in issuance of a patent or, if a patent is issued, the patent may not be issued in a form that is advantageous to us. Despite our efforts to protect our intellectual property rights, others may independently develop similar products, duplicate our products or design around our patents and other intellectual property rights. In addition, it is difficult to monitor compliance with, and enforce, our intellectual property on a worldwide basis in a cost-effective manner. Foreign laws may provide less intellectual property protection than afforded in the United States. If we cannot adequately protect our technology or other intellectual property rights in the United States and abroad, we may be materially adversely affected.

We are party to intellectual property litigation and may become party to other intellectual property claims or litigation that could cause us to incur substantial costs or pay substantial damages or prohibit us from selling our products.

We provide indemnities relating to non-infringement of patents and other intellectual property indemnities to certain of our customers in connection with the delivery, design, manufacture and sale of our products. From time to time, we may be notified, or third parties may bring actions against us based on allegations, that we are infringing the intellectual property rights of others. If any such claims are asserted against us, we may seek to obtain a license under the third party s intellectual property rights. We cannot assure you that we will be able to obtain all of the necessary licenses on satisfactory terms, if at all. In the event that we cannot obtain a license, these parties may file lawsuits against us seeking damages (potentially including treble damages) or an injunction against the sale of our products that incorporate allegedly infringed intellectual property or against the operation of our business as presently conducted, which could result in our having to stop the sale of some of our products, increase the costs of selling some of our products, or cause damage to our reputation. The award of damages, including material royalty payments, or the entry of an injunction against the manufacture and sale of some or all of our products, would have a material adverse effect on us. We could decide, in the alternative, to redesign our products or to resort to litigation to challenge or defend such claims, either of which could be expensive and time-consuming and may have a material adverse effect on us.

For example, Tessera, Inc. filed lawsuits against us alleging that we have infringed certain of Tessera s patents. Tessera has sought to enjoin such alleged infringements, to recover an unspecified amount of damages, and to bar our importation and sale of allegedly infringing products. In addition, Fujitsu has informed us that Texas Instruments has asserted that a number of our products infringe some of Texas Instruments patents. Fujitsu has also informed us that it expects us to defend and indemnify Fujitsu against Texas Instruments claims. Fujitsu has provided us with formal notice that they believe we have a duty to defend or indemnify Fujitsu under the terms of our distribution agreement. Since then, we and Fujitsu have been discussing the issues raised by this notice, and if Fujitsu were to terminate our distribution agreement, we could be materially adversely affected. Defending these alleged infringement claims and similar claims could be extremely expensive and time-consuming and an award of damages or an injunction could have a material adverse effect on us. We cannot assure you that litigation related to the intellectual property rights of ours or others can be avoided or will be successfully concluded.

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Our inability to design and implement new enterprise-wide information systems in a timely and cost-effective manner could materially adversely affect us.

Although we have completed our physical separation from AMD s information systems, we are continuing to design and implement our own enterprise-wide information systems. These systems have been designed to automate more fully our business processes and affect most of our functional areas including sales, finance, procurement, inventory control, collections, order processing and manufacturing. In connection with the implementation of these information systems, we may experience functional and performance problems, including problems relating to the information systems response time and data integrity. In addition, resolution of any such problems could entail significant additional costs. We cannot assure you that we will be able to implement these information systems successfully or on a timely basis and in a cost-effective manner or that these information systems will not fail or prove to be unsuitable for our needs. Our inability to implement or resolve problems with these information systems in a timely and cost-effective manner could materially adversely affect us.

If essential equipment or adequate supplies of satisfactory materials are not available to manufacture our products, we could be materially adversely affected.

Our manufacturing operations depend upon obtaining deliveries of equipment and adequate supplies of materials on a timely basis. We purchase equipment and materials from a number of suppliers. From time to time, suppliers may extend lead times, limit supply to us or increase prices due to capacity constraints or other factors. Because the equipment that we purchase is complex, it is difficult for us to substitute one supplier for another or one piece of equipment for another. Some raw materials we use in the manufacture of our products are available from a limited number of suppliers. Our manufacturing operations also depend upon the quality and usability of the materials we use in our products, including raw materials and wafers we receive from our suppliers. For example, in the third quarter of fiscal 2006, we had lower than expected yields on 12,000 raw wafers received from one of our suppliers and our revenue and gross margins were adversely affected. If the materials we receive from our suppliers do not meet our manufacturing requirements or product specifications, we may be materially adversely affected.

We also rely on purchasing commercial memory die such as DRAMs from third-party suppliers to incorporate these die into multi-chip package, or MCP, products. The availability of these third-party purchased commercial die is subject to market availability, and the process technology roadmaps and manufacturing capacities of our vendors. In addition, some of our major suppliers, including Samsung, are also our competitors. Interruption of supply from a competitor that is a supplier or otherwise or increased demand in the industry could cause shortages and price increases in various essential materials. If we are unable to procure these materials, or if the materials we receive from our suppliers do not meet our production requirements or product specifications, we may have to reduce our manufacturing operations or our manufacturing yields may be adversely affected. Such a reduction and yield issues have in the past and could in the future have a material adverse effect on us.

Our inability to continue to attract, retain and motivate qualified personnel could impact our business.

Our future success depends upon the continued service of numerous qualified engineering, manufacturing, marketing, sales and executive personnel. We cannot assure you that our equity incentive plan or our employee benefit plans will be effective in motivating or retaining our employees or attracting new employees. Competition for qualified employees among companies that rely heavily on engineering and technology is intense, and the loss of key employees or executive personnel or an inability to attract, retain and motivate additional highly skilled employees could materially adversely affect us.

Costs related to defective products could have a material adverse effect on us.

One or more of our products may be found to be defective after the product has been shipped to customers in volume. The cost of product replacements or product returns may be substantial, and our reputation with our

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customers would be damaged. In addition, we could incur substantial costs to implement modifications to fix defects. Any of these problems could materially adversely affect us.

Uncertainties involving the ordering of our products could materially adversely affect us.

Flash memory suppliers compete in part on the basis of their ability to deliver products to end customers on short lead times and it is common for prevailing lead times in the market to be shorter than the minimum manufacturing cycle time. To deliver products with competitive lead times, we must maintain a buffer stock of product to fulfill customer orders. Because our buffer stock must be produced before customer orders are received, our production levels are based on forecasts of customer demand. Generally, we sell our products pursuant to individual purchase orders from our direct customers, distributors and our distributors customers. Generally, these customers and distributors may cancel their orders for standard products thirty days prior to shipment without incurring a significant penalty.

Customer demand for our products may be difficult to predict because such customers may change their inventory practices on short notice for any reason or they may cancel or defer product orders. Inaccurate forecasts of customer demand or cancellation or deferral of product orders could result in excess or obsolete inventory, which could result in write-downs of inventory. Because market conditions are uncertain, we could be materially adversely affected if we are unable to accurately predict demand for our products.

Our investments in marketable debt securities are subject to risks which may cause losses and affect the liquidity of these investments.

Our cash and cash equivalents as of December 30, 2007, totaled $199.1 million and consisted of cash, money market funds and commercial paper. Our marketable securities totaled $216.7 million, and included student loan backed and municipal bond backed auction rate securities. These marketable securities are subject to general credit, liquidity, market risks and interest rate fluctuations that have affected various sectors of the financial markets and caused overall tightening of the credit markets. Although during fiscal 2007, we had no declines in the fair value of any of our marketable securities, we cannot assure you that the market risks associated with our investment portfolio will not in the future have a negative adverse effect on our results of operations, liquidity and financial condition.

As of February 20, 2008, within our marketable securities portfolio we held approximately $122.0 million of AAA/Aaa securities with auction reset features (auction rate securities) whose underlying assets are student loans and are substantially backed by the U.S. government Federal Family Education Loan Program. Since the end of fiscal 2007, we have liquidated a significant portion of our auction rate securities, but we recently were unsuccessful in liquidating a part of our remaining portfolio. Although our auction rate securities are sponsored by the U.S. government and are currently rated AAA/Aaa, our ability to liquidate these investments in the near term may be limited. We cannot assure you that auctions on our auction rate securities holdings will succeed in the near future. Any delays in liquidating these securities in the future could have a material adverse effect on us.

Unfavorable currency exchange rate fluctuations could adversely affect us.

As a result of our foreign operations, we have sales, expenses, assets and liabilities that are denominated in Japanese yen and other foreign currencies. For example,

- some of our manufacturing costs are denominated in Japanese yen, Chinese renminbi, and other foreign currencies such as the Thai baht and Malaysian ringgit;
- sales of our products to Fujitsu are denominated in both US dollars and Japanese yen; and
- some fixed asset purchases are denominated in Japanese yen and European Union euros.

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Consequently, movements in exchange rates could cause our net sales and expenses to fluctuate, affecting our profitability and cash flows. We use foreign currency forward contracts to reduce our exposure to foreign currency exchange rate fluctuations. The objective of these contracts is to reduce the impact of foreign currency exchange rate movements on our operating results and on the cost of capital asset acquisitions. We do not use these contracts for speculative or trading purposes. We cannot assure you that these activities will be successful in reducing our foreign currency exchange rate exposure. Failure to do so could have a material adverse effect on us.

Worldwide economic and political conditions may adversely affect demand for our products.

Worldwide economic conditions may adversely affect demand for our products. Because our sales are primarily to customers purchasing Flash memory that addresses the wireless and embedded applications, our business depends on the overall economic conditions and the economic and business conditions within our customers industries. A weakening of the worldwide economy or the demand for our customers products may cause a decrease in demand for our products, which could materially adversely affect us.

Our consolidated financial results could also be significantly and adversely affected by geopolitical concerns and world events, such as wars and terrorist attacks. Our revenues and financial results have been and could be negatively affected to the extent geopolitical concerns continue and similar events occur or are anticipated to occur. In particular, consequences of military action in the Middle East have in the past, and may in the future, adversely affect demand for our products and our relationship with various third parties with which we collaborate. In addition, terrorist attacks may negatively affect our operations, directly or indirectly, and such attacks or related armed conflicts may directly impact our physical facilities or those of our suppliers or customers. Furthermore, these attacks may make travel and the transportation of our products more difficult and more expensive, which could materially adversely affect us.

The United States has been and may continue to be involved in armed conflicts that could have a further impact on our sales and our supply chain. Political and economic instability in some regions of the world may also result and could negatively impact our business. The consequences of armed conflicts are unpredictable, and we may not be able to foresee events that could have a material adverse effect on us. More generally, any of these events could cause consumer confidence and spending to decrease or result in increased volatility in the U.S. economy and worldwide financial markets. Any of these occurrences could have a material adverse effect on us.

Our operations in foreign countries are subject to political and economic risks, which could have a material adverse effect on us.

The majority of our wafer fabrication capacity is located in Japan and nearly all final test and assembly of our products is performed at our facilities in China, Malaysia and Thailand and by third parties in Taiwan and Japan. In addition, we have international sales operations and, as part of our business strategy, we are continuing to seek to expand our product sales in high growth markets. The political and economic risks associated with our sales to, and operations in, foreign countries include:

- expropriation;
- changes in political or economic conditions;
- changes in tax laws, trade protection measures and import or export licensing requirements;
- difficulties in protecting our intellectual property;
- difficulties in achieving headcount reductions;
- changes in foreign currency exchange rates;

restrictions on transfers of funds and other assets of our subsidiaries between jurisdictions;

changes in freight and interest rates;

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disruption in air transportation between the United States and our overseas facilities; and

loss or modification of exemptions for taxes and tariffs.

Any conflict or uncertainty in the countries in which we operate, including public health or safety concerns, natural disasters or general economic factors, could have a material adverse effect on our business. Any of the above risks, should they occur, could have a material adverse effect on us.

We are subject to a variety of environmental laws that could result in liabilities.

Our properties and many aspects of our business operations are subject to various domestic and international environmental laws and regulations, including those relating to materials used in our products and manufacturing processes; chemical use and handling; waste minimization; discharge of pollutants into the environment; the treatment, transport, storage and disposal of solid and hazardous wastes; and remediation of contamination. Certain of these laws and regulations require us to obtain permits for our operations, including permits related to the discharge of air pollutants and wastewater. From time to time, our facilities are subject to investigation by governmental regulators. Environmental compliance obligations and liability risks are inherent in many of our manufacturing and other activities. Any failure to comply with applicable environmental laws, regulations or permits may subject us to a range of consequences, including fines, suspension of production, alteration of manufacturing processes, sales limitations, and criminal and civil liabilities or other sanctions. We could also be held liable for any and all consequences arising out of exposure to hazardous materials used, stored, released, disposed of by us or located at or under our facilities, or for other environmental or natural resource damage.

Certain environmental laws, including the U.S. Comprehensive, Environmental Response, Compensation and Liability Act of 1980, or the Superfund Act, impose joint and several liability on current and previous owners or operators of real property for the cost of removal or remediation of hazardous substances and costs related to damages to natural resources. Liability can attach even if the owner or operator did not know of, or was not responsible for, the release of such hazardous substances. These environmental laws also can result in liability for persons, like us, who arrange for hazardous substances to be sent to disposal or treatment facilities, in the event such facilities are found to be contaminated. Such persons can be responsible for cleanup costs at a disposal or treatment facility, even if they never owned or operated the contaminated facility. One property where we currently conduct research and development operations is listed on the U.S. Environmental Protection Agency s Superfund National Priorities List. However, other parties currently are responsible for all investigation, cleanup and remediation activities. Although we have not been named a responsible party at this site, if we were so named, costs associated with the cleanup of the site could have material adverse effect upon us.

We have not been named a responsible party at any Superfund or other contaminated site. If we were ever so named, costs associated with the cleanup of the site could be material. Additionally, contamination that has not yet been identified could exist at one or more of our facilities, and identification of such contamination could have a material adverse effect on us.

Our business is subject to complex and dynamic environmental regulatory schemes. While we have budgeted for reasonably foreseeable environmental expenditures, we cannot assure you that environmental laws will not change or become more stringent in the future. Future environmental regulations could require us to procure expensive pollution abatement or remediation equipment; to modify product designs; or to incur other expenses associated with compliance with such regulations. For example, the European Union and China recently began imposing stricter requirements regarding reduced lead content in semiconductor packaging. Therefore, we cannot assure you that our costs of complying with current and future environmental and health and safety laws, or liabilities arising from past or future releases of, or exposure to, hazardous substances, will not have a material adverse effect on our business.

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Our worldwide operations and the operations of our suppliers could be subject to natural disasters and other business disruptions, which could harm our future revenue and financial condition and increase our costs and expenses.

Our worldwide operations could be subject to natural disasters and other business disruptions, such as a world health crisis, fire, earthquake, tsunami, volcano eruption, flood, hurricane, power loss, power shortage, telecommunications failure or similar events, which could harm our future revenue and financial condition and increase our costs and expenses. For example, our corporate headquarters are located near major earthquake fault lines in California, and one of our two wafer fabrication facilities, as well as our new 300-millimeter wafer fabrication facility, SP1, are located near major earthquake fault lines in Japan. In addition, our assembly and test facilities located in China, Malaysia and Thailand may be affected by tsunamis. In the event of a major earthquake or tsunami, we could experience loss of life of our employees, destruction of facilities or other business interruptions. If such business disruptions result in cancellations of customer orders or contribute to a general decrease in economic activity or demand for our products, or directly impact our marketing, manufacturing, financial, and logistics functions, our results of operations and financial condition could be materially adversely affected.

Furthermore, the operations of our suppliers could be subject to natural disasters and other business disruptions, which could cause shortages and price increases in various essential materials, such as liquid hydrogen, which are required to manufacture our products or commercial memory die such as DRAMs for incorporation into our MCP products. If we are unable to procure an adequate supply of materials that are required for us to manufacture our products, or if the operations of our other suppliers of such materials are affected by an event that causes a significant business disruption, then we may have to reduce our manufacturing operations. Such a reduction could in the future have a material adverse effect on us.

We may be delayed or prevented from taking actions that require the consent of AMD and Fujitsu, whose interests may differ from or conflict with our interests or those of our other stockholders, which could decrease the value of your shares.

Our bylaws provide that for so long as AMD or Fujitsu maintains an aggregate ownership interest in us of at least 10 percent, we will not be able to amend our certificate of incorporation or bylaws or effect any resolution to wind up Spansion Inc. or any other subsidiary without their prior consent.

We cannot assure you that the interests of AMD and Fujitsu will be aligned with our interests or those of our other stockholders with respect to such decisions. As a result, we may be unable to take steps that we believe are desirable and in the best interests of our stockholders. In addition, these consent rights could make an acquisition of us more difficult, even if the acquisition may be considered beneficial by some stockholders.

The interests of AMD and Fujitsu, and our director nominated by Fujitsu, may differ from or conflict with our interests or those of our other stockholders.

When exercising their rights as our stockholders, either alone or in concert, AMD and Fujitsu may take into account not only our interests but also their interests and the interests of their other affiliates. Our interests and the interests of AMD and Fujitsu may at times conflict since the growth of our business depends, in part, on successful competition with other semiconductor companies. These conflicts may result in lost corporate opportunities for us, including opportunities to enter into lines of business that may overlap with those pursued by AMD and Fujitsu. We may not be able to resolve any potential conflicts, and, even if we do so, the resolution may be less favorable to us than if we were dealing with unaffiliated parties.

Various other conflicts of interest between AMD, Fujitsu and us may arise in the future in a number of areas relating to our business and relationships, including potential acquisitions of businesses or properties, intellectual property matters, transfers by AMD or Fujitsu of all or any portion of its ownership interest in us or its other

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assets, which could be to one of our competitors, indemnity arrangements, service arrangements and business opportunities that may be attractive to AMD, Fujitsu and us.

AMD and Fujitsu are two of our largest stockholders. Fujitsu has the right to elect one member to our board of directors. Each stockholder s ability to elect directors is subject to reduction based on the amount of our common stock that they own and this right terminates when their ownership in us falls below 10 percent.

Individuals who are our directors and also officers of Fujitsu have a duty of care and loyalty to us when acting in their capacities as our directors and a duty of care and loyalty to Fujitsu when acting as their officers or directors. However, our certificate of incorporation provides that in the event a director or officer of our company who is also a director or officer of Fujitsu acquires knowledge of a potential business opportunity that may be deemed a corporate opportunity of our company and Fujitsu, such opportunity will belong to Fujitsu, as applicable, unless it has been expressly offered to such director or officer in writing solely in his or her capacity as a director or officer of our company. Ownership of AMD common stock by any of our officers could create, or appear to create, potential conflicts of interest when those directors and officers are faced with decisions that could have different implications for AMD than they do for us.

Our stock price may decline as a result of sales of common stock by us, AMD or Fujitsu.

Our reorganization in 2003 was the commencement of AMD s and Fujitsu s respective divestures of their Flash memory businesses. Our initial public offering in December 2005 and our secondary stock offering in November 2006 have been vehicles by which AMD and Fujitsu further reduced their holdings in us. In early 2007, AMD also sold large numbers of our shares in the public market under Rule 144, and we expect AMD to continue its divesture. Sales of substantial amounts of our common stock, or the possibility of such sales, could adversely affect the market price of our common stock and impede our ability to raise capital through the issuance of additional equity securities. We cannot predict with any certainty the effects of AMD s sales; however, any further sale by AMD, or a sale by Fujitsu or us of our common stock in the public market, or the perception that sales could occur, could adversely affect prevailing market prices for our common stock. In addition, we could issue and sell additional shares of our common stock. Any sale by us of our common stock would have a dilutive effect on the outstanding shares, and could adversely affect the prevailing market prices for our common stock.

Third parties may seek to hold us responsible for liabilities of AMD and Fujitsu that we did not assume in our agreements.

Under our agreements with AMD and Fujitsu, we agreed to assume liabilities related to our business after June 30, 2003, and liabilities related to our business prior to June 30, 2003 if such liabilities were reflected as accruals or reserves on the AMD and Fujitsu contributed balance sheets. Our assumed liabilities include claims made with respect to Flash memory products sold after June 30, 2003, even if such products were manufactured prior to June 30, 2003, and warranty claims with respect to products sold prior to June 30, 2003 to the extent such warranty claims were reflected as accruals or reserves on the AMD and Fujitsu contributed balance sheets. The allocation of assets and liabilities between AMD, Fujitsu and us may not reflect the allocation that would have been reached between unaffiliated parties and may be less favorable to us as a result. Third parties may seek to hold us responsible for AMD s and Fujitsu s retained liabilities. If our losses for AMD s and Fujitsu s retained liabilities were significant and we were ultimately held liable for them, we cannot assure you that we would be able to recover the full amount of our losses.

We rely on Fujitsu to be our sole distributor in Japan.

We currently rely on Fujitsu to act as the sole distributor of our products to customers in Japan, which was one of our most important geographic markets in fiscal 2006 and in fiscal 2007. Under our distribution agreement with Fujitsu, Fujitsu has agreed to use its best efforts to promote the sale of our products in Japan and to other

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customers served by Fujitsu. In the event that we reasonably determine that Fujitsu s sales performance in Japan and to those customers served by Fujitsu is not satisfactory based on specified criteria, then we have the right to require Fujitsu to propose and implement an agreed-upon corrective action plan. If we reasonably believe that the corrective action plan is inadequate, we can take steps to remedy deficiencies ourselves through means that include appointing another distributor as a supplementary distributor to sell products in Japan and to customers served by Fujitsu. Pursuing these actions would be costly and disruptive to the sales of our products in Japan. If Fujitsu s sales performance in Japan is unsatisfactory or if we are unable to successfully maintain our distribution agreement and relationship with Fujitsu, as a result of its seeking indemnity from us in respect of certain infringement claims made by Texas Instruments or otherwise, and we can not timely find a suitable supplementary distributor, we could be materially adversely affected.

On December 28, 2007, we entered into an amendment to our distribution agreement with Fujitsu which provides, among other terms, that Fujitsu no longer has territorial exclusivity in Japan and that effective April 1, 2008 we may enter into distribution agreements with Fujitsu s sub-distributors in Japan. We also agreed to negotiate in good faith a successor distribution agreement with Fujitsu Electronics, Inc., or such other semiconductor sales group affiliate of Fujitsu. If Fujitsu, Fujitsu Electronics, Inc., or another semiconductor sales group affiliate of Fujitsu unexpectedly or abruptly terminates its distribution agreement with us, or otherwise ceases its support of our customers in Japan, we would be required to rely on a relationship with another distributor or establish our own local sales organization and support functions. Although we are currently establishing a sales organization and infrastructure in Japan, we cannot be certain that we will be successful in selling our products to customers currently served by Fujitsu or new customers. If customers currently served by Fujitsu, or potential new customers, refuse to purchase our products directly from us or from another distributor, our sales in Japan may decline, and we could be materially adversely affected.

AMD and Fujitsu may continue to use all of our intellectual property and the intellectual property they have transferred to us.

In connection with our reorganization as Spansion LLC in June 2003, AMD and Fujitsu transferred approximately 400 patents and patent applications to us. In addition, AMD and Fujitsu contributed additional patents to us at the time of our initial public offering. However, both AMD and Fujitsu have retained the rights to use any patents contributed to us for an unlimited period of time. In addition, under their respective patent cross-license agreements with us, AMD and Fujitsu have also obtained licenses to our present and future patents with effective filing dates prior to the later of June 30, 2013, or such date on which they have transferred all of their shares in us, although the scope of patents under license can be impacted by a change in control of the parties or their semiconductor groups. These licenses continue until the last to expire of the patents under license expires and provide AMD and Fujitsu with licenses to all of our present and future patents in existence through such cross-license termination date. Furthermore, we entered into an Amended and Restated Intellectual Property Contribution and Ancillary Matters Agreement with AMD and Fujitsu in connection with our reorganization as Spansion Inc. in December 2005. Pursuant to that agreement, subject to our confidentiality obligations to third parties, and only for so long as AMD s and Fujitsu s ownership interests in us remain above specific minimum levels, we are obligated to identify any of our technology to each of AMD and Fujitsu, and to provide copies of and training with respect to that technology to them. In addition, pursuant to this agreement we have granted a non-exclusive, perpetual, irrevocable fully paid and royalty-free license of our rights, other than patent and trademark rights, in that technology to each of AMD and Fujitsu.

Under our non-competition agreement, both AMD and Fujitsu have agreed that they will not directly or indirectly engage in a business, and have agreed to divest any acquired business, that manufactures or supplies standalone semiconductor devices (including single chip, multiple chip or system devices) containing certain Flash memory, which is the business in which we primarily compete. With respect to each of AMD and Fujitsu, this non-competition restriction will last until the earlier of (i) two years from the date such stockholder s ownership in us falls to or below five percent, or (ii) the dissolution of our company. After that time, should they ever decide to re-enter the Flash memory business, AMD or Fujitsu could use our present and future patents and

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technologies licensed by us to AMD and Fujitsu under the cross licenses and our Amended and Restated Intellectual Property Contribution and Ancillary Matters Agreement to compete against us. If either AMD or Fujitsu were to compete with us, we could be materially adversely affected.

Our stock price may be volatile, and stockholders may lose all or part of their investment.

The market price of shares of our common stock has been volatile and may in the future be subject to wide fluctuations in response to many risk factors listed in this section, and others beyond our control, including:

- actual or anticipated changes in our operating results;
- changes in financial estimates by securities analysts;
- fluctuations in the valuation of companies perceived to be comparable to us;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives; and
- stock price and volume fluctuations attributable to inconsistent trading volume levels or other factors.

Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of shares of our common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management s attention from other business concerns, which could materially adversely affect us.

If securities or industry analysts publish negative reports about our business, the price and trading volume of our securities could decline.

The trading market for our securities depends, in part, on the research reports and ratings that securities or industry analysts or ratings agencies publish about us, our business and the Flash memory market in general. We do not have any control over these analysts or agencies. If one or more of the analysts or agencies who cover us downgrades us or our securities, the price of our securities may decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause the price of our securities or trading volume to decline.

We currently do not intend to pay dividends on our common stock and, consequently, our stockholders only opportunity to achieve a return on their investment is through appreciation in the price of our common stock.

We currently do not plan to pay dividends on shares of our common stock in the foreseeable future and are currently prohibited from doing so in specific circumstances under agreements governing our borrowing arrangements. The terms of our senior secured revolving credit facility limit our ability to pay cash dividends on any shares of our common stock. Furthermore, if we are in default under this credit facility, our ability to pay cash dividends will be limited in the absence of a waiver of that default or an amendment to that facility. Similar prohibitions are applicable under the indenture governing the outstanding notes issued by Spansion LLC. In addition, because we are a holding company, our ability to pay cash dividends on shares of our common stock may be limited by restrictions on our ability to obtain sufficient funds through dividends from our subsidiaries, including the restrictions under the indenture governing the notes. Our common stock will rank junior as to payment of dividends to any series of preferred stock that we may issue in the future. Generally, unless full dividends including any cumulative dividends still owing on all outstanding shares of any preferred stock have

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been paid, no dividends will be declared or paid on our common stock. Consequently, your only opportunity to achieve a return on your investment in our company will be if the market price of our common stock appreciates.

Any future issuance of our preferred stock could adversely affect holders of our common stock.

Our board of directors is authorized to issue shares of preferred stock without any action on the part of our stockholders. Our board of directors also has the power, without stockholder approval, to set the terms of any such series of shares of preferred stock that may be issued, including voting rights, dividend rights and preferences over our common stock with respect to dividends or if we liquidate, dissolve or wind up our business and other terms. If we issue preferred stock in the future that has preference over our common stock with respect to the payment of dividends or upon our liquidation, dissolution or winding up of our affairs, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of our common stock or the market price of our common stock could be adversely affected.

The use of our net operating loss carryforwards may be limited.

If we conduct an offering of our common stock, we may experience an ownership change as defined in the Internal Revenue Code such that our ability to utilize our federal net operating loss carryforwards of approximately $594.4 million as of December 30, 2007 may be limited under certain provisions of the Internal Revenue Code. As a result, we may incur greater tax liabilities than we would in the absence of such a limitation and any increased liabilities could materially adversely affect us.

Provisions in our corporate governance documents as well as Delaware law may delay or prevent an acquisition of us that stockholders may consider favorable, which could decrease the value of your shares.

Our certificate of incorporation and bylaws and Delaware law contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors. These provisions include restrictions on the ability of our stockholders to remove directors, a classified board of directors and limitations on action by our stockholders by written consent. In addition, our board of directors has the right to issue preferred stock without stockholder approval, which could be used to make an acquisition of us more difficult. Although we believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics and thereby provide for an opportunity to receive a higher bid by requiring potential acquirers to negotiate with our board of directors, these provisions apply even if the offer may be considered beneficial by some stockholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal engineering, manufacturing and administrative facilities comprise approximately 4.8 million square feet and are located in the United States, France, Japan, Korea, Malaysia, Thailand and China. Over 4.3 million square feet of this space is in buildings we own. The remainder of this space is leased. We lease from Fujitsu Limited (Fujitsu) approximately 1.3 million square feet of land in Aizu-Wakamatsu, Japan for our wafer fabs including the land upon which JV3 and SP1 are located and we lease office space in Aichi, Japan from a subsidiary of Fujitsu, Fujitsu VLSI. We lease approximately 635,000 square feet of land in Suzhou, China for our assembly and test facility. Our Fab 25 facility in Austin, Texas and our facility in Sunnyvale, California are encumbered by liens securing our senior secured term loan facility and our senior secured floating rate notes. See Management s Discussion and Analysis of Financial Condition and Results of Operations Contractual Obligations.

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Our facility leases have terms of generally one to five years. We currently do not anticipate difficulty in either retaining occupancy of any of our facilities through lease renewals prior to expiration or through month-to-month occupancy or replacing them with equivalent facilities. Our land lease in Aizu-Wakamatsu expires in 2033.

ITEM 3. LEGAL PROCEEDINGS

Tessera, Inc. v. Spansion LLC, et al., Civil Action No. 05-04063 (CW), in the United States District Court for the Northern District of California

On October 7, 2005, Tessera, Inc. filed a complaint, Civil Action No. 05-04063, for patent infringement against Spansion LLC in the United States District Court for the Northern District of California under the patent laws of the United States of America, 35 U.S.C. section 1, *et seq.*, including 35 U.S.C. section 271. The complaint alleges that Spansion LLC s Ball Grid Array (BGA) and multichip packages infringe the following Tessera patents: United States Patent No. 5,679,977, United States Patent No. 5,852,326, United States Patent No. 6,433,419 and United States Patent No. 6,465,893. On December 16, 2005, Tessera filed a First Amended Complaint naming Spansion Inc. and Spansion Technology Inc., our wholly owned subsidiary, as defendants. On January 31, 2006, Tessera filed a Second Amended Complaint adding Advanced Semiconductor Engineering, Inc., Chipmos Technologies, Inc., Chipmos U.S.A., Inc., Silicon Precision Industries Co., Ltd., Siliconware USA, Inc., ST Microelectronics N.V., ST Microelectronics, Inc., Stats Chippac Ltd., Stats Chippac, Inc., and Stats 34 Chippac (BVI) Limited. The Second Amended Complaint alleges that Spansion LLC s BGA and multichip packages infringe the four Tessera patents identified above. The Second Amended Complaint further alleges that each of the newly named defendants is in breach of a Tessera license agreement and is infringing on a fifth Tessera patent, United States Patent No. 6,133,627. The Second Amended Complaint seeks unspecified damages and injunctive relief. On February 9, 2006, Spansion filed an answer to the Second Amended Complaint and asserted counterclaims against Tessera. On April 18, 2006, U.S. District Court Judge Claudia Wilken issued a Case Management Order that set a trial date of January 28, 2008. On March 13, 2007, Judge Wilken issued an order vacating the trial date. On April 12, 2007, Judge Wilken issued an order referring case management scheduling issues to a Special Master, and directing that the court will appoint an expert in the case to testify on the ultimate merits of the technical issues relating to infringement and patent validity. On April 26, 2007, Spansion, along with other defendants, filed a motion to stay the District Court action pending resolution of the proceeding before the International Trade Commission described below. On May 24, 2007, Judge Wilken issued an order staying the District Court action until final resolution of the ITC action.

Tessera has requested the following findings and remedies in this District Court action:

a finding that Tessera s patents are valid and enforceable and that we are deliberately and willfully infringing Tessera s patents;

injunctive relief prohibiting us from engaging in any further conduct that would infringe Tessera s patents;

An award to Tessera to recover all damages, including interest on damages, from the alleged infringement;

An award of treble damages for deliberate and willful conduct;

a finding that the case is exceptional, in which case attorney fees should be awarded to the prevailing party; and

An unspecified award of attorneys fees and costs.

We believe that we have meritorious defenses against Tessera s claims and we intend to defend the lawsuit vigorously.

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In the Matter of Certain Semiconductor Chips with Minimized Chip Package Size and Products Containing Same, in the United States International Trade Commission

On April 17, 2007, Tessera, Inc. filed a complaint under section 337 of the Tariff Act of 1930, 19 U.S.C. § 1337, in the United States International Trade Commission against respondents ATI Technologies, Inc., Freescale Semiconductor, Inc., Motorola, Inc., Qualcomm, Inc., Spansion Inc., Spansion LLC and STMicroelectronics N.V. Tessera claims that face up and stacked-chip small format laminate Ball Grid Array (BGA) packages, including the Spansion 5185941F60 chip assembly, infringe certain specified claims of United States Patent Nos. 5,852,326 and 6,433,419 (the Asserted Patents). The complaint requests that the International Trade Commission institute an investigation into the matter.

Tessera has requested the following relief in the International Trade Commission action:

a permanent exclusion order pursuant to section 337(d) of the Tariff Act of 1930, as amended, excluding from entry into the United States all semiconductor chips with small format laminate BGA semiconductor packaging that infringe any of the Asserted Patents, and all products containing such infringing small format laminate BGA semiconductor packaged chips; and

a permanent cease and desist order pursuant to section 337(f) of the Tariff Act of 1930, as amended, directing respondents with respect to their domestic inventories to cease and desist from marketing, advertising, demonstrating, sampling, warehousing inventory for distribution, offering for sale, selling, distributing, licensing, or using any semiconductor chips with small format laminate BGA semiconductor packaging that infringe any of the Asserted Patents, and/or products containing such semiconductor chips.

On May 15, 2007, the International Trade Commission instituted an investigation pursuant to 19 U.S.C. § 1337, entitled *In the Matter of Certain Semiconductor Chips with Minimized Chip Package Size and Products Containing Same*, Inv. No. 337-TA-605. On June 8, 2007, the respondents in this matter filed a motion to stay the International Trade Commission investigation pending reexamination of the Asserted Patents by the U.S. Patent and Trademark Office. On July 11, 2007, the administrative law judge ordered that an Initial Determination shall be due on May 21, 2008 and that a target date for completion of the investigation shall be August 21, 2008. On October 17, 2007, the International Trade Commission investigation was reassigned to Administrative Law Judge Theodore Essex, who set a hearing for February 25, 2008. On February 26, 2008, Judge Essex issued an Initial Determination granting respondents motion for a stay of the ITC investigation pending completion of the reexamination of the Asserted Patents by the United States Patent & Trademark Office.

We believe that we have meritorious defenses against Tessera s claims and we intend to defend this proceeding vigorously.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

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PART II

ITEM 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Price of Common Stock

Our Class A common stock has been traded on The NASDAQ Global Select Market under the symbol SPSN since December 15, 2005. The following table sets forth the high and low per shares sales prices for our Class A common stock for fiscal 2007 and fiscal 2006 as reported on the NASDAQ Global Select Market.

	High	Low
Fiscal Year Ended December 30, 2007		
Fourth Quarter	$ 8.68	$ 3.96
Third Quarter	12.64	7.86
Second Quarter	12.83	9.49
First Quarter	15.05	11.32

	High	Low
Fiscal Year Ended December 31, 2006		
Fourth Quarter	$ 17.94	$ 13.35
Third Quarter	18.50	13.18
Second Quarter	18.59	12.90
First Quarter	16.19	12.31

As of February 26, 2008, there were six holders of record of our Class A common stock. Because many of our shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these recordholders.

We currently do not plan to pay dividends on shares of our common stock in the foreseeable future and are currently prohibited from doing so in specific circumstances under agreements governing our borrowing arrangements.

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Stock Performance Graph

This performance graph shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference into any filing of Spansion under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The following graph shows a comparison from December 16, 2005 (the date our Class A common stock commenced trading on the Nasdaq Global Select Market) through December 30, 2007 of the cumulative total return for our Class A common stock, The Nasdaq Market Index and the S&P 500 Semiconductors Index. Such returns are based on historical results and are not intended to suggest future performance. Data for The Nasdaq Market Index and the S&P 500 Semiconductors Index assume reinvestment of dividends. We have never paid dividends on our Class A common stock and have no present plans to do so.

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ITEM 6. SELECTED FINANCIAL DATA

The following summary historical financial data should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this Form 10-K.

Effective June 30, 2003, we adopted a fiscal year ending the last Sunday of December. Fiscal 2003 was therefore a transition year beginning April 1, 2003 and ending December 28, 2003 and included approximately 39 weeks. Fiscal 2004 and fiscal 2005 included 52 weeks each. Fiscal 2006 and fiscal 2007 included 53 weeks and 52 weeks, respectively.

	Year Ended Dec. 30, 2007	Year Ended Dec. 31, 2006	Year Ended Dec. 25, 2005	Year Ended Dec. 26, 2004	Nine Months Ended Dec. 28, 2003
	(in thousands, except per share amounts)				
Statement of Operations Data:					
Net sales	$ 1,627,253	$ 1,310,479	$	$	$
Net sales to related parties/members	873,560	1,268,795	2,002,805	2,262,227	1,193,212
Total net sales	2,500,813	2,579,274	2,002,805	2,262,227	1,193,212
Cost of sales	2,065,143	2,063,639	1,809,929	1,840,862	1,086,030
Gross profit	435,670	515,635	192,876	421,365	107,182
Other expenses:					
Research and development	436,785	342,033	292,926	280,954	146,947
Sales, general and administrative	239,317	264,358	184,833	137,159	74,200
Operating income (loss)	(240,432)	(90,756)	(284,883)	3,252	(113,965)
Interest and other income (expense), net	32,595	11,681	3,173	3,198	1,335
Interest expense	(80,803)	(70,903)	(45,032)	(40,165)	(20,733)
Loss before income taxes	(288,640)	(149,978)	(326,742)	(33,715)	(133,363)
Benefit for income taxes	25,144	2,215	22,626	14,013	4,420
Net loss	$ (263,496)	$ (147,763)	$ (304,116)	$ (19,702)	$ (128,943)
Net loss per common share					
Basic and Diluted[1]	$ (1.95)	$ (1.15)	$ (4.15)	$ (0.27)	$ (1.78)
Shares used in per share calculation:					
Basic and Diluted[1]	134,924	128,965	73,311	72,549	72,549

	Dec. 30, 2007	Dec. 31, 2006	Dec. 25, 2005	Dec. 26, 2004	Dec. 28, 2003
Balance Sheet Data:					
Cash, cash equivalents and marketable securities	$ 415,742	$ 885,769	$ 725,816	$ 196,138	$ 329,544
Working capital	592,518	1,085,027	881,902	359,420	640,184
Total assets	3,815,645	3,549,717	3,301,965	2,919,515	3,125,623
Long-term debt and capital lease obligations, including current portion, and notes payable to banks under revolving loans	1,401,333	1,118,047	759,613	773,597	899,684
Total stockholders equity/members capital	1,632,448	1,845,760	1,921,977	1,647,207	1,657,595

(1) Diluted net loss per share is computed using the weighted-average number of common shares and excludes potential common shares, as their effect is antidilutive. The potential common shares that were antidilutive for fiscal 2007, fiscal 2006 and fiscal 2005 were approximately 18.4 million, 16.8 million and 5.5 million shares, respectively, issuable upon exercise of outstanding stock options, upon vesting of outstanding restricted stock units and upon conversion of Spansion LLC s 2.25% Exchangeable Senior Subordinated Debentures.

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ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and related notes as of December 30, 2007 and December 31, 2006 and for the fiscal years ended December 30, 2007, December 31, 2006 and December 25, 2005, which are included in this annual report.

Overview

We are a semiconductor device company exclusively dedicated to designing, developing, manufacturing, marketing and selling Flash memory solutions. There are two major architectures of Flash memory in the market today: NOR Flash memory, which is primarily used for code and data storage in mobile phones and primarily for code storage in consumer and industrial electronics, and NAND Flash memory, which is primarily used for data storage in removable memory applications, such as Flash memory cards and USB drives, and is increasingly being used in high-end mobile phones and embedded applications such as MP3 players. Global demand for NAND Flash memory has grown much faster than that of NOR Flash memory largely on the strength of growth in multimedia consumer applications such as MP3 audio players and video players together with removable storage in applications such as Flash memory cards for digital photography, USB storage for general purpose use and an emerging trend for solid state drive solutions to replace hard drives in portable computer applications.

The Flash memory market can be divided into two major categories based on application: the integrated category, which includes wireless and embedded applications, and the removable storage category. Within the integrated category, portable, battery-powered communications applications are referred to as wireless and all other applications, such as consumer, industrial, telecommunications and automotive electronics, are referred to as embedded. Within the removable storage category applications include Flash memory cards and USB drives.

We focus primarily on the integrated category of the Flash memory market, including the wireless and embedded portions. More than two thirds of our net sales are based on our products containing our two or more-bit-per cell MirrorBit technology, and the balance of our net sales are based on single-bit-per-cell floating gate technology. We expect that products using our MirrorBit technology will continue to represent the substantial majority of total net sales. Our Flash memory is integrated into a broad range of electronic products, including mobile phones, consumer electronics, automotive electronics, networking and telecommunications equipment, and personal computer peripherals.

Through April 2, 2007, we operated four Flash memory wafer fabrication facilities, or fabs, four assembly and test sites and a development fab, known as our Submicron Development Center, or SDC. On April 2, 2007, we sold two fabs located in Japan to Fujitsu Limited (Fujitsu), and in fiscal 2007 we started to equip and test our new 300-millimeter fab, SP1, in Japan. We currently operate three Flash memory wafer fabrication facilities, one in the US and two in Japan. Our headquarters are located in Sunnyvale, California. In fiscal 2007, we sold products on technology nodes ranging from 320-nanometer to 65-nanometer, utilizing MirrorBit and floating gate cell technology. We serve our customers worldwide directly or through our distributors, including Fujitsu, who buy products from us and resell them to their customers, either directly or through third-party distributors. Customers for our products consist of OEMs, original design manufacturers or ODMs and contract manufacturers.

Fiscal 2007 was a particularly difficult year for the Flash memory semiconductor industry as a whole, as blended average selling prices (ASPs) for Flash memory devices fell at a rate greater than experienced historically. With the significant decrease in ASPs, a direct result of increased competitive pricing behavior, we intensified our efforts to accelerate cost reductions at a pace faster than the ASP decline. Although we believe we achieved significant cost reductions, our financial results nonetheless were negatively impacted because the rate of ASP decline was greater than the rate at which we were able to reduce our costs. Despite the challenges we faced during fiscal 2007, we continued to evolve our technology and increase our share of the NOR flash

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segment. During fiscal 2007, we introduced technology advancements and achieved customer acceptance of our products manufactured using our 90-nanometer MirrorBit technology node process technology.

During fiscal 2007, we focused a significant portion of our efforts in several areas: SP1, our new 300-millimeter fab in Aizu-Wakamatsu, Japan; our disposition of our JV1 and JV2 wafer fabrication facilities in Aizu-Wakamatsu, Japan; cost reductions; development of new technologies and architectures; and the acquisition of Saifun Semiconductors Ltd.:

- We concentrated much of our capital expenditure investments in SP1, which we believe will be an important contributor to our future financial performance. In order to gain technological and cost-effectiveness advantages, we equipped SP1, allowing us to begin manufacturing 300-millimeter wafers in first quarter of fiscal 2008 at technology nodes of 65-nanometers. Additionally, we expect to begin introducing production at the 45-nanometer node in late fiscal 2008. By using advance manufacturing process technology and larger wafers, we believe we can attain important cost savings, and offer advanced products to our customers.

- In April 2007, we sold our older JV1 and JV2 wafer fabrication facilities in Aizu-Wakamatsu, Japan to Fujitsu. Concurrently with the closing of the sale, we entered into a foundry arrangement with Fujitsu for products to be manufactured at the JV1 and JV2 facilities. The sale of JV1 and JV2 enabled us to redeploy our capital toward leading-edge technologies, while we believe the foundry arrangement maintains our access to legacy products to augment manufacturing capabilities during peak demand periods and to provide our customers with long-term supply stability.

- We intensified and accelerated our cost reduction efforts in response to the changing business environment and increased ASP declines. The fiscal 2007 cost reduction actions included increased productivity and output of internal wafer fabs, improvement of cumulative product yields, test time reductions and price reductions with external suppliers.

- During fiscal 2007, we began recognizing revenue from sales of products employing our 90-nanometer MirrorBit technology including products based on our ORNAND architecture and introduced certain technologies which we believe will be important to our future success including our MirrorBit Eclipse and our MirrorBit ORNAND2 architectures.

- In October 2007, we announced that we entered into a definitive merger agreement for us to acquire Saifun Semiconductors Ltd. We believe the acquisition of Saifun is an opportunity for future growth and improved financial performance, by serving as a vehicle for our entry into the Flash memory technology licensing business.

In fiscal 2007, the sales from products based on MirrorBit technology exceeded two-thirds of our total net sales. The percentage of our total net sales attributable to MirrorBit products grew from approximately 23 percent in fiscal 2005 to approximately 50 percent in fiscal 2006 to approximately 71 percent in fiscal 2007. In fiscal 2008, we expect the trend of our customers adoption of MirrorBit technology to continue and sales of MirrorBit products to increase. Moreover, we intend to introduce products based on our MirrorBit Eclipse architecture in early 2008. We believe these products will reduce our customers costs, enable increased memory capacity and higher performance, greater customer product flexibility, which could contribute to sales growth for our company.

For fiscal 2007, our net sales were approximately $2.5 billion and our net loss was approximately $263.5 million. For fiscal 2006, our net sales were approximately $2.6 billion and our net loss was approximately $147.8 million. For fiscal 2005, our net sales were approximately $2.0 billion and our net loss was approximately $304.1 million. Total net sales for fiscal 2007 decreased three percent compared to the corresponding period of fiscal 2006, primarily attributable to a 10 percent decline in blended average selling prices, which was partially offset by an increase of seven percent in unit shipments in fiscal 2007.

Our results for fiscal 2007 reflected an increase in unit shipments and sales from products based on our MirrorBit technology, which represented approximately 71 percent of total net sales and 46 percent of total units

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shipped for fiscal 2007, compared with approximately 50 percent of total net sales and 30 percent of total units shipped for fiscal 2006. We expect this trend of increased unit shipments and sales generated from such products to continue in fiscal 2008.

Our cash and cash equivalents at December 30, 2007, totaled $199.1 million and consisted of cash, money market funds and commercial paper and our marketable securities totaled $216.7 million at December 30, 2007. We believe that our anticipated cash flows from operations and current cash balances, our existing credit facilities and available external financing will be sufficient to fund working capital requirements, capital investments, debt service and operations, and to meet our cash needs for at least the next twelve months.

Our ability to fund our cash needs over the long term will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive and other factors, such as those discussed in Part I, Item 1A Risk Factors, many of which are beyond our control. Should we require additional funding, such as to satisfy our short-term and long-term debt obligations when due or to make additional capital investments, we may need to raise the required additional funds through additional bank borrowings or public or private sales of debt or equity securities. We cannot assure you that such funding will be available in needed quantities or on terms favorable to us, if at all.

Basis of Presentation

Fiscal 2007, fiscal 2006 and fiscal 2005

Our fiscal years end on the last Sunday of December. Fiscal 2007, fiscal 2006 and fiscal 2005 consisted of 52, 53 and 52 weeks, respectively.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts in our consolidated financial statements. We evaluate our estimates on an on-going basis, including those related to our revenues, inventories, asset impairments, income taxes and pension benefits. We base our estimates on experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. The actual results may differ from these estimates or our estimates may be affected by different assumptions or conditions.

We believe the following critical accounting policies are the most significant to the presentation of our financial statements and require the most difficult, subjective and complex judgments.

Estimates of Sales Returns and Allowances

From time to time we may accept sales returns or provide pricing adjustments to customers who do not have contractual return or pricing adjustment rights. We record a provision for estimated sales returns and allowances on product sales in the same period that the related revenues are recorded, which primarily impacts gross margin. We base these estimates on actual historical sales returns, allowances, historical price reductions, market activity, and other known or anticipated trends and factors. These estimates are subject to management s judgment, and actual provisions could be different from our estimates and current provisions, resulting in future adjustments to our revenues and operating results.

Impairment of Long-Lived Assets

We have significant investments in long-lived assets, principally capital equipment, which could be exposed to impairment. Therefore, we consider at each balance sheet date whether indicators of impairment of long-lived

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assets are present. These indicators may include, but are not limited to significant under-performance of a business or product line in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in our use of the assets. If we identify indicators of impairment, recoverability of an asset that will continue to be used in our operations is measured by comparing the carrying amount of the asset in question to our estimate of the related total future undiscounted net cash flows attributable to the asset. If an asset carrying value is not recoverable through the related undiscounted cash flows, the asset is considered to be impaired. The impairment is measured by the difference between the asset s carrying amount and its fair value. Fair value is determined by discounted future cash flow modeling, appraisals or other methods. Estimated future cash flows, terminal values and discount rates used in valuation models require significant management judgment. We may incur impairment losses in future periods if factors influencing our estimates of the undiscounted cash flows change. Impairment losses were not material in any of the periods presented.

Income Taxes

Prior to our reorganization into Spansion Inc. we operated as a Delaware limited liability company that had elected to be treated as a partnership for U.S. federal tax reporting purposes and therefore, we were not a U.S. taxable entity. We now operate as Spansion Inc., which is a taxable entity for U.S. federal tax reporting purposes. Our foreign subsidiaries are wholly owned and are taxable as corporations in their respective foreign countries of formation. In determining taxable income for financial statement reporting purposes, we must make estimates and judgments. These estimates and judgments are applied in the calculation of specific tax liabilities and in the determination of the recoverability of deferred tax assets, which arise from temporary differences between the recognition of assets and liabilities for tax and financial statement reporting purposes. The recognition and measurement of current and deferred income tax assets and liabilities impact our tax provision.

We must assess the likelihood that we will be able to recover our deferred tax assets. Unless recovery of these deferred tax assets is considered more likely than not, we must increase our provision for taxes by recording a charge to income tax expense, in the form of a valuation allowance against those deferred tax assets for which we believe it is not more likely than not they will be realized. We consider past performance, future expected taxable income and prudent and feasible tax planning strategies in determining the need for a valuation allowance.

In addition, the calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax rules and the potential for future adjustment by the relevant tax jurisdiction. If our estimates of these taxes are greater or less than actual results, an additional tax benefit or charge will result.

Inventory Valuation

The valuation of inventory impacts gross margin. At each balance sheet date, we evaluate our ending inventories for excess quantities and obsolescence. This evaluation includes analysis of sales levels by product and projections of future demand. These projections assist us in determining the carrying value of our inventory and are also used for near-term factory production planning. We do not value inventories on hand in excess of forecasted demand of six months. In addition, we write off inventories that we consider obsolete. We adjust remaining specific inventory balances to approximate the lower of our standard manufacturing cost or market value. Among other factors, management considers forecasted demand in relation to the inventory on hand, competitiveness of product offerings, market conditions and product life cycles when determining obsolescence and net realizable value. If we anticipate future demand or market conditions to be less favorable than our previous projections, additional inventory write-downs may be required and would be reflected in cost of sales in the period the revision is made. This would have a negative impact on our gross margin in that period. If in any period we are able to sell inventories that were not valued or that had been written down in a previous period, related revenues would be recorded without any offsetting charge to cost of sales, resulting in a net benefit to our gross margin in that period.

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Pension and Post-retirement Benefits

We provide a pension plan for certain employees of Spansion Japan, and as a result, we have significant pension benefit costs and credits that are computed and recorded in our financial statements based on actuarial valuations. The actuarial valuations require assumptions and methods which must be used to develop the best estimate of the benefit costs. These valuation assumptions include salary growth, long-term return on plan assets, discount rates and other factors. The salary growth assumptions reflect our future and near-term outlook for salary growth within the industry. Long-term return on plan assets is determined based on historical results in the debt and equity markets and management s expectation of the current economic environment and the allocation target and expected future yields of each asset class. The discount rate assumption is based on current investment yields on Japanese government long-term bonds, as no deep corporate market exists for high quality corporate debt instruments. Actual results that differ from these assumptions are accumulated and amortized over the future life of the plan participants. While we believe that the assumptions used are appropriate, significant differences in actual experience or significant changes in assumptions would affect the pension costs and obligations.

Stock-Based Compensation Expenses

Effective December 26, 2005, we adopted Financial Accounting Standards Board (FASB) Statement No. 123(R), Share-Based Payment, which requires a public entity to reflect on its income statement, instead of pro forma disclosures in its financial footnotes, the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. Statement 123(R) supersedes our previous accounting under Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, for periods beginning in fiscal 2006. The valuation and recognition of share-based compensation impact gross margin, research and development expenses, and sales, general and administrative expenses.

We estimated the fair value of our stock-based awards to employees using the Black-Scholes-Merton option pricing model, which requires the use of input assumptions, including expected volatility, expected life, expected dividend rate, and expected risk-free rate of return. The assumptions for expected volatility and expected life are the two assumptions that significantly affect the grant date fair value. Stock-based compensation expense recognized during a period is based on the higher of the grant-date fair value of the portion of share-based payment awards that is ultimately expected to vest, or actually vest, during the period. Compensation expense for all share-based payment awards was recognized using the straight-line attribution method reduced for estimated forfeitures.

We estimate volatility based on our recent historical volatility and the volatilities of our competitors who are in the same industry sector with similar characteristics (guideline companies) because of the lack of historical realized volatility data on our business. We use the simplified calculation of expected life described in the Securities and Exchange Commission s Staff Accounting Bulletin 107, due to changes in the vesting terms and contractual life of current option grants compared to our historical grants. If we determined that another method used to estimate expected volatility or expected life was more reasonable than our current methods, or if another method for calculating these input assumptions was prescribed by authoritative guidance, the fair value calculated for share-based awards could change significantly. Higher volatility and longer expected lives result in an increase to share-based compensation determined at the date of grant. In addition, Statement No. 123(R) requires us to develop an estimate of the number of share-based awards that will be forfeited due to employee turnover. Prior to the fourth quarter of fiscal 2007, we did not have sufficient historical forfeiture experience related to our own stock-based awards and therefore, estimated our forfeitures based on the average of our own fiscal 2006 forfeiture rate and historical forfeiture rates for Advanced Micro Devices, Inc. (AMD), as we believed these forfeiture rates to be the most indicative of our own expected forfeiture rate. Beginning the fourth quarter of fiscal 2007, we estimated forfeitures based on the weighted average of our own fiscal 2007 and 2006 forfeiture rates. Statement 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

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Results of Operations

Total Net Sales for fiscal 2007, fiscal 2006 and fiscal 2005

The following is a summary of our total net sales for fiscal 2007, fiscal 2006 and fiscal 2005.

	Year Ended		
	Dec. 30, 2007	Dec. 31, 2006	Dec. 25, 2005
	(in thousands)		
Total net sales	$ 2,500,813	$ 2,579,274	$ 2,002,805

Total Net Sales Comparison for Fiscal 2007 and Fiscal 2006

Total net sales of approximately $2,500.8 million in fiscal 2007 decreased three percent compared to total net sales in fiscal 2006. The decrease in total net sales was primarily attributable to an approximately 10 percent decrease in blended ASPs (defined as total net sales divided by total unit shipments), which was partially offset by an approximately seven percent increase in unit shipments. The decrease in blended ASPs was primarily the result of unusually high price declines in the overall semiconductor memory industry during fiscal 2007. We believe our increase in unit shipments resulted in large part from our increased share in the NOR segment of the Flash memory market. We also believe that increased sales of MirrorBit products, which rose from approximately 50 percent of total net sales in fiscal 2006 to approximately 71 percent of total net sales in fiscal 2007, were the primary reason for our increasing share of the NOR segment of the Flash memory market. Under another measure, our ASP per bit (defined as total net sales divided by total Flash memory bits shipped) declined approximately 38 percent in fiscal 2007 compared to fiscal 2006 also reflecting the unusually high price declines in the overall semiconductor memory industry during fiscal 2007.

Total Net Sales Comparison for Fiscal 2006 and Fiscal 2005

Total net sales of approximately $2,579.3 million in fiscal 2006 reflected an increase of approximately 29 percent compared to total net sales in fiscal 2005. The increase in total net sales was primarily attributable to an approximately 28 percent increase in unit shipments. We believe the increase was primarily driven by higher demand for MirrorBit products which rose from approximately 23 percent of total net sales in fiscal 2005 to approximately 50 percent of total net sales in fiscal 2006. Blended ASPs in fiscal 2006 as compared to fiscal 2005 were relatively flat. While we experienced an increase in ASPs of our MirrorBit products, the increases were offset by a decrease in ASPs of our other products.

Net Sales Comparison WSD and CSID for Fiscal 2007 and Fiscal 2006

	Year Ended			
	Dec. 30, 2007	Dec. 31, 2006	Variance in Dollars	Variance in Percent
	(in thousands)			
Wireless Solutions Division (WSD)	$ 1,362,508	$ 1,549,155	$ (186,647)	(12)%
Consumer, Set Top Box and Industrial Division (CSID)	1,130,265	1,025,229	105,036	10%
Other	8,040	4,890	3,150	64%
Total net sales	$ 2,500,813	$ 2,579,274	$ (78,461)	(3)%

Net sales in our Wireless Solutions Division (WSD) decreased approximately 12 percent in fiscal 2007 as compared to fiscal 2006. The overall unexpectedly high ASP degradation experienced in fiscal 2007 was focused on the more competitive wireless market, resulting in our WSD net sales decline.

Net sales in our Consumer, Set Top Box and Industrial Division (CSID) increased 10 percent in fiscal 2007 as compared to fiscal 2006. The ASP decline was less severe in this business unit and the increase in CSID net

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sales was due to a higher acceptance of our high density MirrorBit products by our customers in the CSID business, which is a significant change from our historical trend of net sales of mid- and lower-density products. In addition, CSID has been successful in expanding in the serial peripheral interface market with our MirrorBit technology.

For fiscal 2007, our WSD business accounted for approximately 54 percent of our total net sales, and our CSID business accounted for approximately 45 percent of our total net sales, as compared to 60 percent and 40 percent, respectively for fiscal 2006. We believe a combination of business conditions in the overall Flash memory market and our efforts to sell our products containing MirrorBit technology led to the large percentage shift between our two primary business units.

Gross Margin; Operating Expenses; Interest and Other Income (Expense), Net; Interest Expense and Income Taxes Benefit

The following is a summary of gross margin; operating expenses; interest and other income, net; interest expense and (benefit) provision for income taxes for fiscal 2007, fiscal 2006 and fiscal 2005.

	Year Ended		
	Dec. 30, 2007	Dec. 31, 2006	Dec. 25, 2005
		(in thousands)	
Net sales[(1)]	$ 2,500,813	$ 2,579,274	$ 2,002,805
Cost of sales	2,065,143	2,063,639	1,809,929
Gross margin	17%	20%	10%
Research and development	436,785	342,033	292,926
Sales, general and administrative	239,317	264,358	184,833
Operating loss	(240,432)	(90,756)	(284,883)
Interest and other income (expense), net	32,595	11,681	3,173
Interest expense	(80,803)	(70,903)	(45,032)
Income taxes benefit	25,144	2,215	22,626

The decrease in gross margin in fiscal 2007 was primarily due to the unusually high price declines in the flash memory industry. Our ASP per bit declined by 38 percent in fiscal 2007 as compared to fiscal 2006. During fiscal 2007, we reduced our cost per bit (defined as total cost of sales divided by total bits shipped) by 36 percent as compared to fiscal 2006, as we executed cost reduction plans that included increased productivity and output of internal wafer fabs, improvement of cumulative product yields, test time reductions and price negotiations with external suppliers. However, the significant reduction in our cost per bit was not sufficient to offset the rate of decline in ASP per bit during fiscal 2007. This resulted in a decline in our gross margin.

The increase in gross margin in fiscal 2006 was primarily due to an increase in the sales of our higher margin MirrorBit products and improved factory utilization. MirrorBit sales represented approximately 50 percent of sales in fiscal 2006 compared to approximately 23 percent of sales in fiscal 2005.

Research and development expenses of approximately $436.8 million in fiscal 2007 reflected an increase of 28 percent compared to approximately $342.0 million in fiscal 2006. The increase in research and development expense in fiscal 2007 was primarily due to an increase in 300-millimeter development costs at SP1 and the SDC, which together represented approximately 66 percent of the increase for fiscal 2007. During fiscal 2007, development costs from SP1 were included in research and development expenses, which in part caused the increase from fiscal 2006 research and development expenses. Also, approximately 20 percent of the increase was due to higher labor costs during fiscal 2007, primarily related to increased headcount during the period, and approximately 12 percent of the increase was due to a gain on the sale of our 200-millimeter equipment of approximately $11.5 million in fiscal 2006 with no comparable gain in fiscal 2007. We expect research and development expenses to decrease as a percent of net sales in fiscal 2008.

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Research and development expenses of approximately $342.0 million in fiscal 2006 increased 17 percent compared to approximately $292.9 million in fiscal 2005. Approximately 40 percent of the increase was due to an increase in 300-millimeter development costs in SDC in fiscal 2006, offset in part by a gain on the sale of our 200-millimeter equipment of approximately $11.5 million. Also, approximately 30 percent of the increase was due to higher labor costs during fiscal 2006, primarily related to increased headcount during the period and the impact of an extra work week in fiscal 2006. Research and development expense included $4.7 million of stock-based compensation expense in fiscal 2006. We did not have a comparable charge for the corresponding period of fiscal 2005.

Sales, general and administrative expenses of approximately $239.3 million in fiscal 2007 decreased 9 percent compared to approximately $264.4 million in fiscal 2006. Approximately 60 percent of the decrease was due to lower information technology and other administrative expenses as a result of the reduction in services provided by AMD. Since fiscal 2006, we have expanded our administrative functions and significantly reduced our reliance on administrative services provided by AMD. Also, approximately 24 percent of the decrease was due to outside consulting charges that were primarily related to operational efficiency initiatives incurred in fiscal 2006 which were not incurred in fiscal 2007. We expect sales, general and administrative expenses will be approximately flat as a percent of net sales in fiscal 2008.

Sales, general and administrative expenses of approximately $264.4 million in fiscal 2006 increased 43 percent compared to approximately $184.8 million in fiscal 2005. The increase was primarily due to expenses incurred as a result of the formation of our own sales force and additional information technology, legal and consulting fees incurred as a new public entity. These additional costs accounted for approximately 73 percent of the increase in fiscal 2006. Sales, general and administrative expense included $7.0 million of stock-based compensation expense in fiscal, 2006. We did not have a comparable charge for the corresponding period of fiscal 2005.

Interest and other income (expense), net, increased by $20.9 million in fiscal 2007 compared to fiscal 2006, primarily due to a $13.9 million decrease in loss on early extinguishment of debt and a $6.3 million increase in interest income for fiscal 2007 due to the combined effect of increases in our invested cash, cash equivalents and marketable securities balances, and an increase in our average investment portfolio yield of approximately 0.4 percent. The increase in interest and other income (expense), net for fiscal 2007 was also partially due to a $7.5 million gain realized on the sale of land in Asia in the second quarter of fiscal 2007 as compared to a $6.9 million gain on the sale of marketable securities in the second quarter of fiscal 2006.

Interest and other income (expense), net increased by $8.5 million in fiscal 2006 compared to fiscal 2005, primarily due to an increase of $18.7 million of interest income generated from a portion of the proceeds from our Senior Secured Term Loan Facility and initial public offering in December 2005 that was invested in cash equivalents and marketable securities, and $6.9 million of realized gain from the sale of marketable securities. This increase was partially offset by a $17.3 million loss on early extinguishment of debt as a result of the repurchase and cancellation of the 12.75% Senior Subordinated Notes.

Interest expense increased by approximately $9.9 million in fiscal 2007 as compared to fiscal 2006, primarily due to the increase in average debt balances. The increase in the debt balance was primarily attributable to a borrowing of $500.0 million under the Senior Secured Term Loan Facility during the fourth quarter of fiscal 2006, subsequently replaced by the $625.0 million Senior Secured Floating Rate Notes during the second quarter of fiscal 2007, and a borrowing of $256.5 million under our Spansion Japan 2007 Credit Facility in 2007. The increase in interest expense incurred was partially offset by approximately $16.9 million of interest capitalized related to the build out of SP1, an approximately $8.2 million reduction in interest expense related to an adjustment to a capital lease obligation during fiscal 2007, and a lower average interest rate on our debt portfolio. The average interest rates for fiscal 2007 were 7.58 percent as compared to 7.85 percent for fiscal 2006. We do not anticipate interest capitalization after the first quarter of fiscal 2008 due to the expected completion of the build out of SP1 during that quarter.

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Interest expense increased by $25.9 million in fiscal 2006 as compared to fiscal 2005, primarily due to the additional interest expense on the 11.25% Senior Notes and 12.75% Senior Subordinated Notes issued by Spansion LLC, our wholly owned operating company subsidiary, at the end of the fourth quarter of fiscal 2005. The Senior Subordinated Notes were repurchased in the second quarter of fiscal 2006 in connection with the issuance of our 2.25% Exchangeable Senior Subordinated Debentures. The increase in fiscal 2006 was also due to the additional interest expense incurred on the borrowing of $500.0 million under the Senior Secured Term Loan Facility in the fourth quarter of fiscal 2006.

We recorded income tax benefits of approximately $25.1 million in fiscal 2007, approximately $2.2 million in fiscal 2006, and approximately $22.6 million in fiscal 2005.

The benefit for income taxes recorded for fiscal 2007 differs from the benefit for income taxes that would be derived by applying a U.S. statutory 35 percent rate to the loss before income taxes primarily due to our inability to benefit from U.S. operating losses due to lack of a history of earnings, a decrease of $21.0 million in the valuation allowance associated with deferred tax assets of our Japanese subsidiary and income that was incurred and tax effected in foreign jurisdictions with different tax rates.

The decrease of $21.0 million in the valuation allowance associated with deferred tax assets of our Japanese subsidiary was recorded due to our change in judgment about the realizability of our Japanese deferred tax assets. This amount included the effect of the change in the beginning of the year balance of the valuation allowance that will be realized in future years, and the portion of the valuation allowance that was recognized in the current year as part of the effective tax rate.

The benefit for income taxes recorded for fiscal 2006 and 2005 differs from the benefit for income taxes that would be derived by applying a U.S. statutory 35 percent rate to the loss before income taxes primarily due to our inability to benefit from U.S. operating losses due to lack of a history of earnings, and income that was incurred and tax effected in foreign jurisdictions with different tax rates.

As of December 30, 2007, we recorded a valuation allowance of approximately $238.2 million against our U.S. deferred tax assets, net of deferred tax liabilities. This valuation allowance offsets all of our net U.S. deferred tax assets. As of December 30, 2007, we have also recorded valuation allowances of approximately $35.5 million against various foreign deferred tax assets for which we believe it is not more likely than not that they will be realized.

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Other Items

In the second quarter of fiscal 2006, we began selling our products directly to AMD s former customers and customers not served solely by Fujitsu. The following table summarizes net sales by geographic areas for the periods presented:

	Year ended		
	Dec. 30, 2007	Dec. 31, 2006	Dec. 25, 2005
		(in thousands)	
Geographical sales [1]:			
Net sales to end customers[2]:			
North America	$ 295,632	$ 174,930	$
China	658,205	479,040	
Korea	260,854	282,596	
EMEA	333,430	312,114	
Others	79,132	61,799	
Net sales to related parties:			
United States *(net sales to AMD)*[3]		336,172	1,114,150
Japan (*net sales to Fujitsu*)	873,560	932,623	888,655
Total	$ 2,500,813	$ 2,579,274	$ 2,002,805

(1) Geographical sales are based on the customer s bill-to location.
(2) Net sales to end customers represent sales since the end of the first quarter of fiscal 2006 to AMD s former customers and customers not served solely by Fujitsu.
(3) For fiscal 2006, these represent sales during the first quarter.

The impact on our operating results from changes in foreign currency exchange rates has not been material, principally because our expenses denominated in yen are generally comparable to our sales denominated in yen, and we enter into foreign currency exchange contracts to mitigate our exposure when yen denominated expenses and sales are not comparable.

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Contractual Obligations

The following table summarizes our contractual obligations at December 30, 2007. The table is supplemented by the discussion following the table.

	Total	2008	2009	2010	2011	2012	2013 and Beyond
				(in thousands)			
Senior Secured Floating Rate Notes	$ 625,000	$	$	$	$	$	$ 625,000
Spansion Japan 2007 Credit Facility	256,503	61,561	82,081	112,861			
Senior Notes	250,000						250,000
Exchangeable Senior Subordinated Debentures	207,000						207,000
Capital lease obligations	74,012	33,092	25,616	8,774	6,530		
Other Credit Facility Subsidiaries	7,433	7,143	290				
Total principal contractual obligations	1,419,948	101,796	107,987	121,635	6,530		1,082,000
Operating leases	25,511	12,888	8,085	2,205	805	625	903
Unconditional purchase commitments[(1)]	612,305	313,644	190,061	61,510	31,845	15,025	220
Interest payments on debt and capital leases	592,089	96,451	93,312	88,268	85,509	85,274	143,275
Total contractual obligations	$ 2,649,853	$ 524,779	$ 399,445	$ 273,618	$ 124,689	$ 100,924	$ 1,226,398

(1) Unconditional purchase commitments include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Unconditional purchase commitments exclude agreements that are cancelable without penalty. These agreements are related principally to inventory and other items.

Senior Secured Floating Rate Notes

In May 2007, Spansion LLC, issued $625.0 million aggregate principal amount of the Senior Secured Floating Rate Notes due 2013 (the Notes). Interest on the Notes accrues at a rate per annum, reset quarterly, equal to the three-month London Interbank Offered Rate plus 3.125 percent. Interest is payable on March 1, June 1, September 1 and December 1 of each year beginning September 1, 2007 until the maturity date of June 1, 2013. As of December 30, 2007, the Notes bear interest at approximately 8.25 percent.

In connection with the issuance of the Notes, we, Spansion LLC and Spansion Technology Inc. (STI), our indirect wholly owned subsidiary, executed a pledge and security agreement pursuant to which and subject to exceptions specified therein, the Notes are secured by a first priority lien on all of Spansion LLC s inventory (excluding returned inventory), equipment and real property and proceeds thereof (excluding receivables or proceeds arising from sales of inventory in the ordinary course of business), presently owned or acquired in the future by Spansion LLC and by each of the current and any future guarantors. The Notes are also secured by a second-priority lien that is junior to the liens securing Spansion LLC s Revolving Credit Agreement dated as of September 19, 2005, as amended, on substantially all other real and personal property and proceeds thereof, including receivables or proceeds arising from sales of inventory in the ordinary course of business presently owned or acquired in the future by us and by each of the current and any future guarantors. The Notes are further secured by certain deeds of trust related to real property owned by Spansion LLC in California and Texas. As of

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December 30, 2007, the Notes are collateralized by a first priority lien on our inventory and property, plant and equipment with a total net book value of approximately $1.2 billion, and by a second priority lien on our accounts receivable with a net book value of approximately $217.0 million.

Upon the occurrence of a change of control of Spansion LLC, holders of the Notes may require Spansion LLC to repurchase the Notes for cash equal to 101 percent of the aggregate principal amount to be repurchased plus accrued and unpaid interest. Beginning June 1, 2008, Spansion LLC may redeem all or any portion of the Notes, at any time or from time to time at redemption prices specified therein. Prior to June 1, 2008, Spansion LLC may redeem up to 35 percent of the Notes from the proceeds of certain equity offerings at a redemption price of 100 percent.

Certain events are considered Events of Default, which may result in the accelerated maturity of the Notes, including:

Spansion LLC s failure to pay when due the principal or premium amount on any of the Notes at maturity, upon acceleration, redemption, optional redemption, required repurchase or otherwise;

Spansion LLC s failure to pay interest on any of the Notes for 30 days after the date when due;

Spansion LLC s or the guarantors failure to comply with certain restrictions on Spansion LLC s or Guarantors ability to merge, consolidate or sell substantially all of its assets;

Spansion LLC s failure to perform or observe any other covenant or agreement in the Notes or in the Indenture for a period of 45 days after receiving notice of such failure;

A default by Spansion LLC or any restricted subsidiary (as defined in the Indenture) under any indebtedness that results in acceleration of such indebtedness, or the failure to pay any such indebtedness at maturity, in an aggregate principal amount in excess of $50.0 million (or its foreign equivalent at the time);

If any judgment or judgments for the payment of money in an aggregate amount in excess of $50.0 million (or its foreign equivalent at the time) is rendered against Spansion LLC, the guarantors or any significant subsidiary and is not waived, satisfied or discharged for any period of 60 consecutive days during which a stay of enforcement is not in effect;

Certain events of bankruptcy, insolvency or reorganization with respect to Spansion LLC or any significant subsidiary;

If any note guaranty ceases to be in full force and effect, other than in accordance with the terms of the Indenture, or a guarantor denies or disaffirms its obligations under its note guaranty, other than in accordance with the terms of the Indenture; or

Any lien securing the collateral underlying the Notes at any time ceases to be in full force and effect, and does not constitute a valid and perfected lien on any material portion of the collateral intended to be covered thereby, if such default continues for 30 days after notice.

Spansion Japan 2007 Credit Facility

On March 30, 2007, Spansion Japan, our indirect wholly owned subsidiary, entered into an agreement with certain Japanese financial institutions that provides Spansion Japan with a committed 48.4 billion yen senior secured term loan facility (approximately $431.0 million as of December 30, 2007).

Spansion Japan may, pursuant to the terms of this facility, borrow amounts in increments of 1.0 billion yen (approximately $8.9 million as of December 30, 2007). Amounts borrowed under this facility bear interest at a rate equal to the Japanese yen three-month Tokyo Interbank Offered Rate, or TIBOR, at the time of the drawdown, plus a margin of two percent per annum, which will reset quarterly. Borrowing availability is based on capital deliveries for Spansion Japan s SP1 facility.

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Pursuant to the terms of Spansion Japan 2007 Credit Facility, Spansion Japan is not permitted, among other things, to create any security interests or liens on any of its pledged assets and to sell or dispose of any of its pledged assets, subject to certain exceptions including JV1/JV2 Transaction. This facility may be terminated in the event of default in accordance with the terms of this facility. Events of default under the facility include, among other things, the following: a default in performance of payment; if any of debt obligations of Spansion LLC exceeding $25.0 million, or of Spansion Japan exceeding 1.0 billion yen, are not paid when due; or if any debt obligations of Spansion Japan or Spansion LLC are accelerated or otherwise become due and payable, in each case if not cured within applicable time periods set forth in the Spansion Japan 2007 Credit Facility.

As of December 30, 2007, the outstanding balance under this facility is 28.8 billion yen (approximately $256.5 million). This amount bears interest at approximately 2.87 percent. We are to pay 80 percent of the balance in ten equal, consecutive, quarterly principal installments starting from the second quarter of fiscal 2008 through the third quarter of fiscal 2010 and the remaining balance will be paid in the fourth quarter of fiscal 2010. This facility is collateralized by the assets with a net book value of 125.6 billion yen (approximately $1.1 billion as of December 30, 2007). This drawdown period will expire on March 31, 2008.

Senior Notes

On December 21, 2005, Spansion LLC completed an offering of $250 million aggregate principal amount of 11.25% Senior Notes due 2016. The Senior Notes were issued at 90.302% of face value, resulting in net proceeds of approximately $218.1 million after deducting the initial purchasers discount and estimated offering expenses. The Senior Notes are general unsecured senior obligations of Spansion LLC and will rank equal in right of payment with any of our existing and future senior debt. Interest is payable on January 15 and July 15 of each year beginning July 15, 2006 until the maturity date of January 15, 2016.

Certain events may result in the accelerated maturity of the Senior Notes, including a default in any interest, principal or premium amount payment; a merger, consolidation or sale of all or substantially all of the Spansion LLC s property; a breach of covenants in the Senior Notes or the respective indenture; a default in certain debts; or if a court enters certain orders or decrees under any bankruptcy law. Upon occurrence of one of these events, the principal of and accrued interest on all of the Senior Notes, as the case may be, may become immediately due and payable. If we, our wholly owned subsidiary, Spansion Technology Inc., or STI, or Spansion LLC incurs any judgment for the payment of money in an aggregate amount in excess of $50 million or takes certain voluntary actions in connection to insolvency, all amounts on the Senior Notes shall become due and payable immediately.

Exchangeable Senior Subordinated Debentures

In June 2006, Spansion LLC, issued $207.0 million of aggregate principal amount of 2.25% Exchangeable Senior Subordinated Debentures due 2016. The Debentures are general unsecured senior subordinated obligations and rank subordinate in right of payment to all of our senior indebtedness, including the Senior Notes, and senior in right of payment to all of our subordinated indebtedness. The Debentures bear interest at 2.25 percent per annum. Interest is payable on June 15 and December 15 of each year beginning December 15, 2006 until the maturity date of June 15, 2016.

The Debentures were not exchangeable prior to January 6, 2007. On or after January 6, 2007, the Debentures became exchangeable for shares of our Class A common stock, cash or a combination of cash and shares of such Class A common stock, at our option. Full conversion of the Debentures into shares would result in an initial exchange rate of 56.7621 shares of Class A common stock per debenture representing an initial exchange price of approximately $17.6174 per share of Class A common stock. We have reserved 11.7 million shares of Class A common stock for issuance upon conversion of the debentures. No debentures have been exchanged for our Class A common stock as of December 30, 2007.

At any time prior to maturity, we may make an irrevocable election to satisfy the exchange obligation in cash up to 100% of the principal amount of the debentures exchanged, with any remaining amount to be satisfied

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in shares of Class A common stock or a combination of cash and shares of Class A common stock at the above exchange ratio. In the event that we make this irrevocable election, debenture holders may exchange their debentures only under the following circumstances:

during any fiscal quarter after our fiscal quarter ending April 1, 2007 (and only during such fiscal quarter) if the sale price of our Class A common stock, for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the previous fiscal quarter, is greater than or equal to 120% of the conversion price per share of our Class A common stock;

subject to certain exceptions, during the five business day period following any five consecutive trading day period in which the trading price of the debentures for each day of such period was less than 98% of the product of the sale price of our Class A common stock and the number of shares issuable upon exchange of $1,000 principal amount of the debentures; or

Upon the occurrence of specified corporate events that constitute a fundamental change under certain circumstances. The holders of the Debentures will have the ability to require us to repurchase the Debentures in whole or in part for cash in the event of a fundamental change. In such case, the repurchase price would be 100 percent of the principal amount of the Debentures plus any accrued and unpaid interest.

Capital Lease Obligations

As of December 30, 2007, we had capital lease obligations of approximately $83.3 million, which included imputed interest of approximately $9.3 million. Obligations under these lease agreements are collateralized by the assets leased and are payable through 2011. Leased assets consist principally of machinery and equipment.

Other Credit Facility Subsidiaries

Certain of our subsidiaries maintain local in-country credit facilities to cover short-term liquidity requirements. During 2007, our Spansion China and Spansion Penang subsidiaries maintained credit facilities locally. As of December 30, 2007, approximately $7.4 million was outstanding on the local credit facilities. Interest rates range from approximately 5.75 percent to 6.24 percent in local currency and US dollar where applicable. All of these facilities are without parent guarantee, and callable by the lending financial institution. We have the ability to draw on the Senior Secured Revolving Credit Facility and provide intercompany funding to meet our financial obligations in our worldwide subsidiaries. We intend to continue to maintain these facilities based on cost of funds, availability and subsidiary funding requirements.

Senior Secured Revolving Credit Facility

On May 9, 2007, Spansion LLC, the agent and the other lenders party to the Senior Secured Revolving Credit Facility amended the credit agreement and the security agreement in connection therewith, and we, STI and Spansion International entered into certain new security agreements. Pursuant to the amendment to the revolving facility credit agreement, lenders consented to the incurrence of the Senior Secured Floating Rate Notes and the grant of related liens. This resulted in the revolving credit facility lenders and the Senior Secured Floating Rate Notes holders holding substantially similar security. The relative priorities of the classes of lenders in various types of collateral is set forth in an intercreditor agreement between the agent for the revolving credit facility lenders and the trustee and collateral agent for the Senior Secured Floating Rate Notes holders.

As of December 30, 2007, we have not borrowed any amounts under this revolving credit facility. We had approximately $97.5 million available under this facility at the end of fiscal year 2007. This facility will expire on September 19, 2010.

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Spansion Japan 2007 Revolving Credit Facility

On December 28, 2007, Spansion Japan entered into a Revolving Credit Facility Agreement with the several financial institutions, which provides for a revolving credit facility in the aggregate principal amount of up to 14 billion yen (approximately $124.7 million as of December 30, 2007).

Available amounts for borrowing under this credit facility are limited to the amount of trade receivables held by Spansion Japan. If at anytime the aggregate amount of borrowings under this credit facility exceeds the amount of the trade receivables, Spansion Japan is obligated to prepay an amount such that borrowings outstanding after such prepayment are below the level of the trade receivables. Borrowings may be for a term of one week or more, but not more than three months, as determined by Spansion Japan. Amounts borrowed under this credit facility bear interest at a rate equal to TIBOR, at the specified date preceding or at the time of the borrowing in accordance with the terms of this credit facility, plus a margin of 0.50 percent per annum.

Pursuant to the terms of this credit facility, Spansion Japan is not permitted, among other things, to create any security interests or liens on the trade receivables; change its primary business; subordinate the payment of its debt under this credit facility to the payment of any unsecured debts; and enter into any merger, company partition, exchange or transfer of shares, assign all or a part of its business or assets to a third party, or otherwise transfer all or a material part of its assets to a third party, subject to certain exceptions.

As of December 30, 2007, we have not borrowed any amounts under this revolving credit facility. Subject to certain limitation under Spansion Japan 2007 Credit Facility, we had 10 billion yen (approximately $89.1 million as of December 30, 2007) available under this facility as of December 30, 2007. This facility will expire on December 28, 2009 and is extendable at each anniversary with an extension fee at 0.2 percent of the commitment amount.

Other Financial Matters

JV1/JV2 Transaction

On April 2, 2007, pursuant to the terms of an Asset Purchase Agreement dated as of September 28, 2006. Spansion Japan closed the sale of JV1 and JV2, two wafer fabrication facilities located in Aizu-Wakamatsu, Japan (the JV1/JV2 Facilities), to Fujitsu together with selected manufacturing equipment, inventory and other tangible assets located at the JV1/JV2 Facilities and received proceeds of approximately $170.0 million in cash from Fujitsu (the JV1/JV2 Transaction). In conjunction with the JV1/JV2 Transaction on April 2, 2007, Spansion Japan also sold certain equipment located at the JV1/JV2 Facilities to an unrelated third party Japanese corporation for approximately $24.0 million, which is leasing the equipment to Fujitsu.

The total gain from the JV1/JV2 Transaction, which was the difference between the sales proceeds and the net book value of the assets sold under the terms of the agreement, was approximately $72.5 million. We accounted for the JV1/JV2 Transaction as a sale of real estate that included property improvements and integral equipment because the building was subject to an existing lease of the underlying land. We determined that continuing involvement existed with Fujitsu under the Foundry Agreement effective until December 2009 and, accordingly, we recognize the gain over the term of the Foundry Agreement with Fujitsu (i.e., over the period of continuing involvement).

Pending Acquisition of Saifun Semiconductors Ltd.

On October 8, 2007, we and Saifun Semiconductors Ltd. (Saifun) entered into an Agreement and Plan of Merger and Reorganization, dated as of October 7, 2007, of which certain terms, including the cash distribution,

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were amended as of December 12, 2007 (the Acquisition Agreement). Upon the consummation of the acquisition, each Saifun shareholder will receive 0.7429 shares of our Class A common stock and approximately $6.05 per share (based on Saifun s capitalization as of the amendment date of the Acquisition Agreement) in cash (representing a distribution of approximately $189.7 million of Saifun s existing cash to all holders of record immediately prior to the consummation of the acquisition) for each Saifun Ordinary Share. In addition, Saifun s stock options will convert into stock options with respect to our Class A common stock, after giving effect to the exchange ratio in the acquisition and the cash distribution. The acquisition is expected to be completed no later than the first quarter of fiscal 2008.

Liquidity and Capital Resources

Financial Condition (Sources and Uses of Cash)

Our cash and cash equivalents at December 30, 2007 totaled $199.1 million and consisted of cash, money market funds and commercial paper. Our marketable securities totaled $216.7 million at December 30, 2007 and consisted of auction rate securities which underlying assets are municipal bonds and student loans. We are subject to restrictions on our distribution of cash contained in our third-party loan agreements described under the Contractual Obligations section above.

Our cash flows for fiscal 2007, fiscal 2006 and fiscal 2005 are summarized as follows:

	Year ended		
	Dec. 30, 2007	Dec. 31, 2006	Dec. 25, 2005
		(in thousands)	
Net cash provided by operating activities	$ 216,339	$ 451,617	$ 321,313
Net cash used in investing activities	(1,015,741)	(603,547)	(553,066)
Net cash provided by financing activities	250,377	396,969	597,701
Effect of exchange rate changes on cash	(11,677)	8,316	2,303
Net increase (decrease) in cash and cash equivalents	$ (560,702)	$ 253,355	$ 368,251

Net Cash Provided by Operating Activities

Net cash provided by operating activities was approximately $216.3 million in fiscal 2007. Non-cash items included in the net loss consisted primarily of approximately $517.3 million of depreciation and amortization and approximately $16.1 million in compensation cost recognized under stock plans and an increase of approximately $41.4 million in benefit for deferred income taxes. The net changes in operating assets and liabilities in fiscal 2007 were primarily attributable to a build of our inventory of approximately $128.5 million in order to meet the demand for our higher density products in the first quarter of fiscal 2008; an increase in accounts payable and accrued liabilities of approximately $137.0 million primarily due to an increase in days of payables outstanding from 70 days in fiscal 2006 to 77 days in fiscal 2007 reflecting our continued focus on cash management in fiscal 2007; and an increase in income taxes payable of approximately $9.4 million primarily due to the gain from the JV1/JV2 Transaction consummated in the second quarter of fiscal 2007. Our days of inventory were 103 days in fiscal 2007 compared to 81 days in fiscal 2006. The days of sales outstanding were relatively flat in fiscal 2007 and approximated 54 days.

Net cash provided by operating activities was approximately $451.6 million in fiscal 2006. Non-cash charges included in the net loss consisted primarily of approximately $537.0 million of depreciation and amortization, loss on debt extinguishment of approximately $17.3 million and compensation cost recognized under stock plans of approximately $17.4 million. The net changes in operating assets and liabilities in fiscal 2006 were primarily attributable to an increase in accounts payable and accrued liabilities of approximately $41.7 million and a decrease in accounts receivable of approximately $20.4 million.

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Net Cash Used in Investing Activities

Net cash used in investing activities in fiscal 2007 was approximately $1,015.7 million, which consisted of approximately $1,115.6 million of capital expenditures used to purchase property, plant and equipment, principally related to our investment in 300-millimeter equipment at SP1 and SDC, and approximately $90.7 million used in the purchase of marketable securities, and which was offset in part by cash proceeds of approximately $190.5 million from the sale of property, plant and equipment, primarily from the JV1/JV2 Transaction.

Net cash used in investing activities was approximately $603.5 million in fiscal 2006, primarily as a result of approximately $716.6 million used to purchase property, plant and equipment, in part related to our investment in 300-millimeter equipment at SP1, and a cash used of approximately $279.6 million for the purchase of marketable securities, offset in part by a cash inflow of approximately $372.6 million from the maturities and sale of marketable securities and approximately $20.1 million in proceeds from sale of property, plant and equipment.

Net Cash Provided by (Used in) Financing Activities

Net cash provided by financing activities was approximately $250.4 million in fiscal 2007, primarily as a result of approximately $854.1 million of proceeds from the issuance of Senior Secured Floating Rate Notes, net of issuance costs, and borrowing under our Spansion Japan 2007 Credit Facility, offset in part by approximately $603.8 million in payments on debt and capital lease obligations, $500 million of which constituted repayment and early extinguishment of the Senior Secured Term Loan Facility.

Net cash provided by financing activities was approximately $397.0 million in fiscal 2006. This amount included approximately $889.7 million of proceeds received mainly from our Senior Secured Term Loan Facility and the issuance of Spansion LLC s 2.25% Exchangeable Senior Subordinated Debentures. During fiscal 2006, we also received approximately $67.8 million in net proceeds from the issuance of Class A common stock in our secondary stock offering and approximately $48.2 million of proceeds from equipment sale-leaseback transactions. These amounts were partially offset by approximately $600.3 million in payments on debt and capital lease obligations, including approximately $197.6 million in payments to AMD and Fujitsu, of which $175 million was used to repurchase Spansion LLC s 12.75% Senior Subordinated Notes. We also paid AMD approximately $8.5 million for stock-based compensation for AMD s grant of options to our employees prior to our initial public offering in December 2005.

Liquidity

Our future uses of cash are expected to be primarily for working capital, capital expenditures, debt service and other contractual obligations. Our capital expenditures during fiscal 2007 were approximately $1,115.6 million, of which approximately 64 percent was related to our 300-millimeter development and technology facilities, SP1 and SDC. We expect to spend approximately $535.0 million on capital expenditures in fiscal 2008, approximately 50 percent of which is related to SP1. We expect that our cash need for capital deliveries, the majority of which is anticipated in first half of fiscal 2008, will be financed from existing credit facilities, capital leases, and cash on hand. Timing of the payments will depend on terms negotiated with individual vendors, and will affect our cash and debt positions in the first half of fiscal 2008. Additionally, the total amount due on debt service and other contractual obligations for fiscal 2008 is approximately $524.8 million.

As of December 30, 2007, we had cash and cash equivalents of approximately $199.1 million, marketable securities of approximately $216.7 million and approximately $222.2 million available under our revolving credit facilities, totaling approximately $638.0 million. In addition, we have borrowed approximately $256.5 million of the JPY 48,400 million (approximately $431.0 million) available under our Spansion Japan 2007 Credit Facility. Additional drawing under this facility is contingent on delivery of capital equipment as collateral through the end of the first quarter of fiscal 2008. Based on expected deliveries in fiscal 2008, we believe we will borrow an additional $50 million to $70 million under this facility in fiscal 2008. The remaining undrawn amounts under

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the Spansion Japan 2007 Credit Facility after the first quarter of fiscal 2008 will be unavailable unless we are able to restructure the underlying credit agreement.

The availability under our credit facilities is subject to certain borrowing base limitations and other covenants. As of December 30, 2007, we were in compliance with all covenants under our credit facilities.

We believe that our anticipated cash flows from operations and current cash balances, our existing credit facilities and available external financing will be sufficient to fund working capital requirements, capital investments, debt service and operations and to meet our cash needs for at least the next twelve months. Our ability to fund our cash needs over the long term will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive and other factors, such as those discussed in Part II, Item 1A Risk Factors, including the risk factor described as *Our investments in marketable debt securities are subject to risks which may cause losses and affect the liquidity of these investments*, many of which are beyond our control. Should we require additional funding, such as to satisfy our short-term and long-term debt obligations when due or to make additional capital investments, we may need to raise the required additional funds through additional bank borrowings or public or private sales of debt or equity securities. Credit market conditions will affect our ability to access the capital market and/or the cost of financing. We cannot assure you that such funding will be available in needed quantities or on terms favorable to us, if at all.

Off-Balance-Sheet Arrangements

During the normal course of business, we made certain indemnities and commitments under which we may be required to make payments in relation to certain transactions. These indemnities include non-infringement of patents and intellectual property indemnities to our customers in connection with the delivery, design, manufacture and sale of our products, indemnities to various lessors in connection with facility leases for certain claims arising from such facility or lease, and indemnities to other parties to certain acquisition agreements, such as under the JV1/JV2 Transaction. The duration of these indemnities and commitments varies, and in certain cases, is indefinite. We believe that substantially all of our indemnities and commitments provide for limitations on the maximum potential future payments we could be obligated to make. However, we are unable to estimate the maximum amount of liability related to our indemnities and commitments because such liabilities are contingent upon the occurrence of events which are not reasonably determinable. Management believes that any liability for these indemnities and commitments would not be material to our accompanying consolidated financial statements.

Recently Issued Accounting Pronouncement

In June 2006, the FASB ratified the EITF Issue No. 06-2 (Issue 06-2), *Accounting for Sabbatical Leave and Other Similar Benefits Pursuant to FASB Statement No. 43*. Issue 06-2 provides guidelines under which sabbatical leave or other similar benefits provided to an employee are considered to accumulate. If such benefits are deemed to accumulate, they should be accrued for as compensation expense over the employee s requisite service period. The provisions of this Issue are effective for fiscal years beginning after December 15, 2006 and allow for either retrospective application or a cumulative effect adjustment approach upon adoption. Prior to December 30, 2007, our Sabbatical Program provided for eight weeks of paid leave for exempt US employees, and its Recognition Trip Program provided for one week of paid leave and a fixed cash compensation for non-exempt US employees, upon the completion of seven years of credited service. Effective December 29, 2007, we discontinued these programs, and implemented a new Sabbatical Program that provides for two weeks of paid leave for all regular US employees upon the completion of five years of credited service. Prior to the adoption of the Issue, we accounted for benefits under the old Sabbatical and Recognition programs only after the completion of the seven years by the eligible employees because none of the benefits vest or accrete to the employee until completion of the full seven years of service. We adopted this Issue beginning January 1, 2007 using the cumulative effect adjustment approach. With the adoption of Issue 06-2, we began accounting for those programs, and it now accounts for benefits under the new Sabbatical Program by recording the estimated total

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program payouts upon attaining the requisite service conditions as compensation expense ratably over each employee s requisite service period. The adoption of this Issue resulted in an increase to our accumulated deficit of approximately $10.2 million as of the beginning of fiscal 2007. The effect of this change on our condensed consolidated statements of operations for the year ended December 30, 2007 was not material.

In July 2006, the FASB issued Financial Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*, which clarifies the accounting for uncertainty in income taxes recognized in a company s financial statements in accordance with FASB Statement 109, *Accounting for Income Taxes*. The interpretation prescribes a recognition threshold and measurement attribute criteria for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Adoption on January 1, 2007 did not have a material effect on our consolidated financial statements. As of the date of adoption, our total gross unrecognized tax benefits were $2.7 million, of which $0.2 million, if recognized, would affect our effective tax rate. The recognition of the remaining unrecognized tax benefits would be offset by a change in valuation allowance.

In September 2006, the FASB issued Statement No. 157 (Statement 157), *Fair Value Measurements*. Statement 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. This statement does not require any new fair value measurements; rather, it applies under other accounting pronouncements that require or permit fair value measurements. The provisions of this statement are to be applied prospectively as of the beginning of the fiscal year in which this statement is initially applied, with any transition adjustment recognized as a cumulative-effect adjustment to the opening balance of retained earnings. The provisions of Statement 157 are effective for the fiscal years beginning after November 15, 2007; and we determined upon adoption of this standard as of January 1, 2008 that it did not have a material impact on our consolidated financial statements.

In February 2007, the FASB issued Statement No. 159 (Statement 159), *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115*. Under Statement 159, a company may choose, at specified election dates, to measure eligible financial instrument and certain other items at fair value that are not otherwise required to be so measured. If a company elects the fair value option for an eligible item, changes in that item s fair value in subsequent reporting periods must be recognized in current earnings. Statement 159 is effective as of the beginning of the fiscal year beginning after November 15, 2007. We are currently evaluating the impact, if any, of Statement 159 on our financial position, results of operations and cash flows.

In December 2007, the FASB issued Statement No. 160 (Statement 160), *Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51*. Statement 160 changes the accounting and reporting for minority interests, which will be recharacterized as non-controlling interests and classified as a component of equity. Statement 160 is effective for us on a prospective basis for business combinations with an acquisition date beginning in the first quarter of fiscal year 2009. As of December 30, 2007, we did not have any minority interests. The adoption of Statement 160 will not impact our consolidated financial statements.

In December 2007, the FASB issued Statement No. 141 (revised 2007), (Statement 141(R)), *Business Combinations*, which will change the accounting for business combinations. Under Statement 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions and will also change the accounting treatment and disclosure for certain specific items in a business combination. Statement 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Early adoption is not permitted and Statement 141(R) will apply to us for the fiscal year beginning January 1, 2009. We expect Statement 141(R) to have an impact on accounting for business combinations once adopted. Accordingly, any business combinations we engage in prior to the adoption of Statement 141(R) will be recorded and disclosed following existing GAAP until January 1, 2009.

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In December 2007, the Securities and Exchange Commission (SEC) staff issued Staff Accounting Bulletin No. 110 (SAB 110), which clarified the views of the SEC staff regarding the continued use of a simplified method in developing an estimate of expected term of plain vanilla share options in accordance with FASB Statement 123(R). Under the simplified method, the expected term is calculated as the midpoint between the vesting date and the end of the contractual term of a share option. The use of the simplified method, which was first described in Staff Accounting Bulletin No. 107, *Share-Based Payment,* was scheduled to expire on December 31, 2007. SAB 110 extends the use of the simplified method for plain vanilla awards in certain situations. The SEC staff does not expect the simplified method to be used when sufficient information regarding exercise behavior, such as historical exercise data or exercise information from external sources, becomes available. We have used the simplified method since our initial public offering on December 21, 2005 and believe that we will continue to use this method upon the adoption of SAB 110, which is effective January 1, 2008, as we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term since our initial public offering.

ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURE ABOUT MARKET RISK

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates to our debt and our investment portfolio.

As of December 30, 2007, all investments in our investment portfolio were either cash equivalents or marketable securities and, with the exception of auction rate securities, scheduled to mature within the next twelve months. Our investments in auction rate securities are scheduled to reset every 28 or 35 days.

As of December 30, 2007, approximately 33 percent of the principal amounts outstanding under our unrelated third party debt obligations were fixed rate. Approximately 67 percent of our total debt obligations were variable rate. Changes in interest rates associated with the variable rate portion of our debt could result in a change to our interest expense. For example, a one percent aggregate change in interest rates would increase/decrease our interest expense by $8.9 million annually. We continually monitor market conditions and may enter into hedges if deemed appropriate. We do not currently have any hedges of interest rate risk in place. We do not use derivative financial instruments for speculative or trading purposes.

Default Risk

We mitigate default risk by investing only in high credit quality securities. Our investment portfolio includes only marketable securities with active secondary or resale markets to ensure portfolio liquidity. As of February 20, 2008, within our marketable securities portfolio we held approximately $122 million of AAA/Aaa securities with auction reset features (auction rate securities) whose underlying assets are student loans and are substantially backed by the U.S. government Federal Family Education Loan Program. Since the end of fiscal 2007 we have liquidated a significant portion of our auction rate securities, but we recently were unsuccessful in liquidating a part of our remaining portfolio.

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The following table presents the cost basis, fair value and related weighted-average interest rates by year of maturity for our investment portfolio and debt obligations as of December 30, 2007 and comparable fair values as of December 31, 2006:

	2008	2009	2010	2011	2012	Thereafter	Total	2007 Fair value	2006 Fair value
	(in thousands, except for percentages)								
Investment Portfolio									
Cash equivalents:									
Fixed rate amounts	$ 29,869	$	$	$	$	$	$ 29,869	$ 29,869	$ 565,660
Weighted-average rate	4.38%						4.38%	4.38%	5.39%
Variable rate amounts	$ 66,500	$	$	$	$	$	$ 66,500	$ 66,500	$ 67,000
Weighted-average rate	4.95%						4.95%	4.95%	5.24%
Marketable Securities:									
Weighted-average rate	0.00%						0.00%	0.00%	0.00%
Variable rate amounts	$ 216,650	$	$	$	$	$	$ 216,650	$ 216,650	$ 125,975
Weighted-average rate	6.40%						6.40%	6.40%	5.33%
Total Investment Portfolio	$ 313,019	$	$	$	$	$	$ 313,019	$ 313,019	$ 758,635
Debt Obligations									
Debt fixed rate amounts	$ 1,739	$ 290	$	$	$	$ 437,628	$ 439,657	$ 327,799	$ 483,393
Weighted-average rate	5.90%	5.90%				7.49%	7.48%	13.11%	7.16%
Debt to related parties/members fixed rate amounts	$	$	$	$	$	$	$	$	$ 500
Weighted-average rate									0.00%
Debt variable rate amounts	$ 66,966	$ 82,081	$ 112,861	$	$	$ 625,756	$ 887,664	$ 824,408	$ 541,533
Weighted-average rate	3.12%	2.87%	2.87%			8.24%	6.67%	8.01%	7.89%
Total Debt Obligations	$ 68,705	$ 82,371	$ 112,861	$	$	$ 1,063,384	$ 1,327,321	$ 1,152,207	$ 1,025,426

Foreign Exchange Risk

As a result of our foreign operations, we have sales, expenses, assets and liabilities that are denominated in Japanese yen and other foreign currencies. For example,

- some of our manufacturing costs are denominated in Japanese yen, Chinese renminbi, and other foreign currencies such as the Thai baht and Malaysian ringgit;
- sales of our products to Fujitsu are denominated in both US dollars and Japanese yen; and
- some fixed asset purchases are denominated in Japanese yen and European Union euros.

Consequently, movements in exchange rates could cause our net sales and our expenses to fluctuate, affecting our profitability and cash flows. We use foreign currency forward contracts to reduce our exposure to foreign currency exchange rate fluctuations. The objective of these contracts is to reduce the impact of foreign currency exchange rate movements on our operating results and on the cost of capital asset acquisitions. We do not use these contracts for speculative or trading purposes.

We had an aggregate of $120.5 million (notional amount) of short-term foreign currency forward contracts denominated in Japanese yen outstanding as of December 30, 2007. The unrealized loss related to the foreign currency forward contracts for fiscal 2007 increased by $628,000. We do not anticipate any material adverse effect on our consolidated financial position, results of operations or cash flows resulting from the use of these instruments in the future. However, we cannot assure you that these strategies will be effective or that transaction losses can be minimized or forecasted accurately. In particular, we generally cover only a portion of our foreign currency exchange exposure.

Moreover, we determine our total foreign currency exchange exposure using projections of long-term expenditures for items such as equipment and materials used in manufacturing. We cannot assure you that these activities will eliminate foreign exchange rate exposure. Failure to eliminate this exposure could have an adverse effect on our business, financial condition and results of operations.

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The following table provides information about our foreign currency forward contracts as of December 30, 2007 and December 31, 2006. All of our foreign currency forward contracts as of December 30, 2007 mature within the next 12 months.

	As of Dec. 30, 2007			As of Dec. 31, 2006		
	Notional Amount	Average Contract Rate	Estimated Fair Value	Notional Amount	Average Contract Rate	Estimated Fair Value
	(in thousands, except contract rates)					
Foreign currency forward contracts:						
Japanese yen	$ 120,500	¥ 112.85	$ (604)	$ 10,900	¥ 118.76	$ 24

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Spansion Inc.

Consolidated Statements of Operations

	Year Ended Dec. 30, 2007	Year Ended Dec. 31, 2006	Year Ended Dec. 25, 2005
	(in thousands, except per share amounts)		
Net sales	$ 1,627,253	$ 1,310,479	$
Net sales to related parties/members	873,560	1,268,795	2,002,805
Total net sales	2,500,813	2,579,274	2,002,805
Expenses:			
Cost of sales (*including $235,263, $202,122 and $251,626 of expenses charged by related parties/members*)	2,065,143	2,063,639	1,809,929
Research and development (*including $1,155, $14,105 and $31,994 of expenses charged by related parties/members*)	436,785	342,033	292,926
Sales, general and administrative (*including $1,555 , $24,296 and $63,902 of expenses charged by related parties/members*)	239,317	264,358	184,833
Operating loss	(240,432)	(90,756)	(284,883)
Other income (expense):			
Gain on sale of marketable securities		6,884	
Loss on early extinguishment of debt (*Note 9*)	(3,435)	(17,310)	
Interest and other income (expense), net	36,030	22,107	3,173
Interest expense (*including $0, $11,998 and $25,975 of expenses charged by related parties/members*)	(80,803)	(70,903)	(45,032)
Other expense, net	(48,208)	(59,222)	(41,859)
Loss before income taxes	(288,640)	(149,978)	(326,742)
Benefit for income taxes	25,144	2,215	22,626
Net loss	$ (263,496)	$ (147,763)	$ (304,116)
Net loss per common share:			
Basic and diluted	$ (1.95)	$ (1.15)	$ (4.15)
Shares used in per share calculation:			
Basic and diluted	134,924	128,965	73,311

See accompanying notes

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Spansion Inc.

Consolidated Balance Sheets

(in thousands, except par value and share amounts)

	Dec. 30, 2007	Dec. 31, 2006
Assets		
Current assets:		
Cash and cash equivalents	$ 199,092	$ 759,794
Marketable securities	216,650	125,975
Trade accounts receivable	184,873	202,359
Trade accounts receivable from related parties (*Note 5*)	189,372	195,816
Allowance for doubtful accounts (including $2,726 and $2,088 for related parties)	(6,156)	(4,597)
Trade accounts receivable, net	368,089	393,578
Other receivables from related parties *(Note 5)*	11,873	2,325
Inventories:		
Raw materials	31,877	44,840
Work-in-process	421,765	344,603
Finished goods	130,227	66,397
Total inventories	583,869	455,840
Deferred income taxes	26,607	1,395
Prepaid expenses and other current assets	46,452	36,163
Total current assets	1,452,632	1,775,070
Property, plant and equipment:		
Land	27,662	38,828
Buildings and leasehold improvements	1,122,480	1,445,037
Equipment	4,411,666	4,601,702
Construction in progress	768,918	258,084
Total property, plant and equipment	6,330,726	6,343,651
Accumulated depreciation and amortization	(4,058,762)	(4,607,957)
Property, plant and equipment, net	2,271,964	1,735,694
Deferred income taxes	29,957	13,556
Other assets	61,092	25,397
Total assets	$ 3,815,645	$ 3,549,717
Liabilities and Stockholders Equity		
Current liabilities:		
Notes payable to banks under revolving loans	$	$ 33,608
Accounts payable	489,163	408,365
Accounts payable to related parties (*Note 5*)	56,929	14,559
Accrued compensation and benefits	60,778	51,598
Accrued liabilities to related parties (*Note 5*)	9,666	11,273
Other accrued liabilities	88,006	59,045