IPG PHOTONICS CORP
Form 10-Q
November 08, 2011

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number 001-33155

IPG PHOTONICS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**04-3444218**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
50 Old Webster Road, Oxford, Massachusetts	**01540**
(Address of principal executive offices)	**(Zip code)**

(508) 373-1100
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 þ NO o

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

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

Large Accelerated Filer o Accelerated Filer þ Non-Accelerated Filer o Smaller Reporting Company o

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

As of November 3, 2011, there were 47,541,070 shares of the registrant s common stock issued and outstanding.

TABLE OF CONTENTS

	Page
Part I. Financial Information	
Item 1. Unaudited Interim Financial Statements	3
Consolidated Balance Sheets: September 30, 2011 and Decmber 31, 2010	3
Consolidated Statements of Income: Three and Nine Months Ended September 30, 2011 and 2010	4
Consolidated Statements of Cash Flows: Nine Months Ended September 30, 2011 and 2010	5
Consolidated Statements of Stockholders Equity and Comprehensive Income: Nine Months Ended September 30, 2011 and 2010	6
Notes to Consolidated Financial Statements	7
Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations	13
Item 3. Quantitative and Qualitative Disclosures About Market Risk	20
Item 4. Controls and Procedures	21
Part II. Other Information	
Item 1. Legal Proceedings	21
Item 1A. Risk Factors	21
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	24
Item 3. Defaults Upon Senior Securities	24
Item 4. (Removed and Reserved)	24
Item 5. Other Information	24
Item 6. Exhibits	25
Signatures	26
EX-12.1	
EX-31.1	
EX-31.2	
EX-32	
EX-101 INSTANCE DOCUMENT	
EX-101 SCHEMA DOCUMENT	
EX-101 CALCULATION LINKBASE DOCUMENT	
EX-101 LABELS LINKBASE DOCUMENT	
EX-101 PRESENTATION LINKBASE DOCUMENT	
EX-101 DEFINITION LINKBASE DOCUMENT	

Table of Contents

PART I FINANCIAL INFORMATION

ITEM 1. UNAUDITED INTERIM FINANCIAL STATEMENTS

IPG PHOTONICS CORPORATION

CONSOLIDATED BALANCE SHEETS

	September 30, 2011	December 31, 2010
	(In thousands, except share and per share data)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 196,586	$ 147,860
Accounts receivable, net	80,361	55,399
Inventories, net	117,276	72,470
Prepaid income taxes and income taxes receivable	14,494	2,663
Prepaid expenses and other current assets	13,532	13,816
Deferred income taxes, net	9,363	8,593
Total current assets	431,612	300,801
DEFERRED INCOME TAXES, NET	4,763	4,489
INTANGIBLE ASSETS, NET	6,954	7,131
PROPERTY, PLANT AND EQUIPMENT, NET	143,339	120,683
OTHER ASSETS	9,656	8,751
TOTAL	$ 596,324	$ 441,855
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Revolving line-of-credit facilities	$ 7,731	$ 6,841
Current portion of long-term debt	1,546	1,333
Accounts payable	15,241	9,510
Accrued expenses and other liabilities	51,248	50,105
Deferred income taxes, net	5,863	3,387
Income taxes payable	29,029	11,594
Total current liabilities	110,658	82,770
OTHER LONG-TERM LIABILITIES	4,756	1,735
LONG-TERM DEBT, NET OF CURRENT PORTION	16,296	15,644
REDEEMABLE NONCONTROLLING INTERESTS	45,651	24,903
Total liabilities	177,361	125,052
COMMITMENTS AND CONTINGENCIES (NOTE 13)		
IPG PHOTONICS CORPORATION STOCKHOLDERS EQUITY:		
Common stock, $0.0001 par value, 175,000,000 shares authorized; 47,526,216 shares issued and outstanding at September 30, 2011; 46,988,566 shares issued and outstanding at December 31, 2010	5	5

Additional paid-in capital	329,416	310,218
Retained earnings	91,753	5,567
Accumulated other comprehensive (loss) income	(2,447)	810
Total IPG Photonics Corporation stockholders equity	418,727	316,600
NONCONTROLLING INTERESTS	236	203
Total stockholders equity	418,963	316,803
TOTAL	$ 596,324	$ 441,855

See notes to consolidated financial statements.

Table of Contents

IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands, except per share data)			
NET SALES	$ 129,064	$ 79,809	$ 350,958	$ 198,271
COST OF SALES	58,605	39,878	160,127	107,332
GROSS PROFIT	70,459	39,931	190,831	90,939
OPERATING EXPENSES:				
Sales and marketing	5,656	4,527	16,451	13,797
Research and development	6,501	4,981	18,842	13,868
General and administrative	10,997	7,800	27,499	22,012
(Gain) loss on foreign exchange	(1,927)	2,078	(1,413)	(325)
Total operating expenses	21,227	19,386	61,379	49,352
OPERATING INCOME	49,232	20,545	129,452	41,587
OTHER EXPENSE, Net:				
Interest expense, net	(209)	(350)	(585)	(749)
Other income (expense), net	145	(322)	(465)	(414)
Total other expense	(64)	(672)	(1,050)	(1,163)
INCOME BEFORE PROVISION FOR INCOME TAXES	49,168	19,873	128,402	40,424
PROVISION FOR INCOME TAXES	(14,899)	(6,558)	(39,248)	(13,340)
NET INCOME	34,269	13,315	89,154	27,084
LESS: NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	1,400	89	2,481	155
NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION	$ 32,869	$ 13,226	$ 86,673	$ 26,929
NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION PER SHARE:				
Basic	$ 0.68	$ 0.28	$ 1.82	$ 0.58
Diluted	$ 0.66	$ 0.28	$ 1.77	$ 0.57
WEIGHTED AVERAGE SHARES OUTSTANDING:				
Basic	47,483	46,533	47,298	46,285

Diluted	48,747	47,700	48,684	47,410

See notes to consolidated financial statements.

Table of Contents

IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,	
	2011	2010
	(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 89,154	$ 27,084
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	18,182	16,098
Deferred income taxes	564	(2,073)
Stock-based compensation	6,180	2,478
Gains on foreign currency transactions	(182)	(325)
Other	548	142
Provisions for inventory, warranty & bad debt	11,859	8,110
Changes in assets and liabilities that provided (used) cash:		
Accounts receivable	(26,221)	(24,105)
Inventories	(52,261)	(18,005)
Prepaid expenses and other current assets	(1,748)	(969)
Accounts payable	5,475	3,470
Accrued expenses and other liabilities	(2,473)	15,962
Income and other taxes payable	6,918	1,540
Net cash provided by operating activities	55,995	29,407
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment and intangible assets	(34,750)	(14,201)
Acquisition of businesses, net of cash acquired	(450)	(4,108)
Other	189	171
Net cash used in investing activities	(35,011)	(18,138)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from line-of-credit facilities	8,683	9,147
Payments on line-of-credit facilities	(8,098)	(10,629)
Sale of redeemable noncontrolling interests	19,973	
Principal payments on long-term borrowings	(1,046)	(1,000)
Exercise of employee stock options, issuances under employee stock purchase plan and related tax benefit from exercise	12,001	6,714
Other		(100)
Net cash provided by financing activities	31,513	4,132
	(3,771)	(1,691)

EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS		
NET INCREASE IN CASH AND CASH EQUIVALENTS	48,726	13,710
CASH AND CASH EQUIVALENTS Beginning of period	147,860	82,920
CASH AND CASH EQUIVALENTS End of period	$ 196,586	$ 96,630
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid for interest	$ 809	$ 757
Cash paid for income taxes	$ 19,465	$ 6,363
Non-cash transactions:		
Demonstration units transferred from inventory to other assets	$ 2,185	$ 1,462
Amounts related to acquisition of businesses included in accounts payable and accrued expenses and other liabilities	$ 882	$ 1,120
Additions to property, plant and equipment included in accounts payable	$ 782	$ 530
Change in fair value of warrant	$ 570	$
Property purchase financed with debt	$ 1,853	$

See notes to consolidated financial statements.

Table of Contents

IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY AND COMPREHENSIVE INCOME

	Nine Months Ended September 30,			
	2011		2010	
	(In thousands, except share and per share data)			
	Shares	Amount	Shares	Amount
COMMON STOCK				
Balance, beginning of year	46,988,566	$ 5	46,076,472	$ 5
Exercise of stock options	521,578		638,611	
Common stock issued under employee stock purchase plan	16,072		24,829	
Balance, end of period	47,526,216	5	46,739,912	5
ADDITIONAL PAID-IN CAPITAL				
Balance, beginning of year		310,218		293,743
Stock-based compensation		6,180		2,477
Exercise of stock options and related tax benefit from exercise		11,583		6,393
Common stock issued under employee stock purchase plan		418		321
Fair value of warrant transferred to additional paid-in capital upon exercise		674		
Sale of redeemable noncontrolling interests (NCI)		10,138		
Increase redeemable NCI to initial redemption value		(9,795)		
Balance, end of period		329,416		302,934
RETAINED EARNINGS (ACCUMULATED DEFICIT)				
Balance, beginning of year		5,567		(48,424)
Net income attributable to IPG Photonics Corporation		86,673		26,929
Adjustments to redemption value of redeemable noncontrolling interests		(487)		
Balance, end of period		91,753		(21,495)
ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME				
Balance, beginning of year		810		11,106
Translation adjustments		(5,324)		(7,162)
Unrealized loss on derivatives, net of tax		(111)		(232)
Change in carrying value of auction rate securities		363		

Attribution to NCI & redeemable NCI	1,815	
Balance, end of period	(2,447)	3,712
TOTAL IPG PHOTONICS CORPORATION STOCKHOLDERS EQUITY	418,727	285,156
NONCONTROLLING INTERESTS		
Balance, beginning of year	203	141
Net income attributable to NCI	45	155
Other comprehensive (loss) income attributable to NCI	(12)	
Balance, end of period	236	296
TOTAL STOCKHOLDERS EQUITY	$ 418,963	$ 285,452
COMPREHENSIVE INCOME		
Net income	$ 89,154	$ 27,084
Other comprehensive loss:		
Translation adjustments	(5,324)	(7,162)
Unrealized loss on derivatives, net of tax	(111)	(232)
Change in carrying value of auction rate securities	363	
Change in cumulative translation adjustment attributable to NCI & redeemable NCI	1,815	
Total comprehensive income	$ 85,897	$ 19,690

See notes to consolidated financial statements.

Table of Contents

IPG PHOTONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared by IPG Photonics Corporation, or IPG , we , our , or the Company . Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). The consolidated financial statements include our accounts and those of our subsidiaries. All intercompany balances have been eliminated in consolidation. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2010.

In the opinion of our management, the unaudited financial information for the interim periods presented reflects all adjustments necessary for a fair presentation of our financial position, results of operations and cash flows. The results reported in these consolidated financial statements are not necessarily indicative of results that may be expected for the entire year.

We have evaluated subsequent events through the time of filing this Quarterly Report on Form 10-Q with the SEC.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In October 2009, the Financial Accounting Standards Board issued new accounting guidance for revenue recognition related to multiple element arrangements. This guidance established a selling price hierarchy, which allows the use of estimated selling prices to allocate arrangement consideration to deliverables in cases where neither vendor-specific objective evidence nor third-party evidence is available. The new guidance is effective for the Company prospectively for revenue arrangements entered into or materially modified beginning in the first quarter of fiscal 2011. The adoption of this accounting guidance did not have a material impact on the Company s consolidated financial statements and is not expected to have a material effect on the Company s consolidated financial statements in subsequent periods.

Revenue from orders with multiple deliverables is divided into separate units of accounting when certain criteria are met. These separate units generally consist of equipment and installation. The consideration for the arrangement is then allocated to the separate units of accounting based on their relative selling prices. The selling price of equipment is based on vendor specific objective evidence and the selling price of installation is based on third party evidence. Applicable revenue recognition criteria are then applied separately for each separate unit of accounting. Equipment revenue is generally recognized upon the transfer of ownership which is typically at the time of shipment. Installation revenue is recognized upon completion of the installation service which is typically completed within 30 to 90 days of delivery. Returns and customer credits are infrequent and are recorded as a reduction to revenue. Rights of return are generally not included in sales arrangements.

3. INVENTORIES, NET

Inventories consist of the following (in thousands):

	September 30, 2011	December 31, 2010
Components and raw materials	$ 42,428	$ 25,126
Work-in-process	39,300	24,392
Finished goods	35,548	22,952
Total	$ 117,276	$ 72,470

The Company recorded inventory provisions totaling $4.2 million and $2.2 million for the nine months ended September 30, 2011 and 2010, respectively. These provisions related to the recoverability of the value of inventories due to technological changes and excess quantities. These provisions are reported as a reduction to components and

raw materials and finished goods.

4. ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities consist of the following (in thousands):

Table of Contents

	September 30, 2011	December 31, 2010
Accrued Compensation	$ 21,229	$ 16,065
Customer Deposits and Deferred Revenue	15,827	20,685
Current Portion of Accrued Warranty	6,584	6,917
Other	7,608	6,438
Total	$ 51,248	$ 50,105

5. FINANCING ARRANGEMENTS

The Company s borrowings under existing financing arrangements consist of the following (in thousands):

	September 30, 2011	December 31, 2010
Revolving Line-of-Credit Facilities:		
Euro Overdraft Facilities	$ 2,636	$ 1,882
Foreign subsidiary drawings on U.S. Line of Credit	5,095	4,959
Total	$ 7,731	$ 6,841
Term Debt:		
U.S. Long-Term Note	$ 15,667	$ 16,666
Other notes payable	2,175	311
Less: current portion	(1,546)	(1,333)
Total long-term debt	$ 16,296	$ 15,644

The U.S. line of credit is available to certain foreign subsidiaries and allows for borrowings in the local currencies of those subsidiaries.

6. NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION PER SHARE

The following table sets forth the computation of basic and diluted net income attributable to IPG Photonics Corporation per share (in thousands, except per share data):

Table of Contents

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net income attributable to IPG Photonics Corporation	$ 32,869	$ 13,226	$ 86,673	$ 26,929
Adjustments to redemption value of redeemable noncontrolling interests	(487)		(487)	
Net income attributable to common stockholders	32,382	13,226	86,186	26,929
Weighted average shares	47,483	46,533	47,298	46,285
Dilutive effect of common stock equivalents	1,264	1,167	1,386	1,125
Diluted weighted average common shares	48,747	47,700	48,684	47,410
Basic net income attributable to IPG Photonics Corporation per share	$ 0.69	$ 0.28	$ 1.83	$ 0.58
Adjustments to redemption value of redeemable noncontrolling interests	(0.01)		(0.01)	
Basic net income attributable to common stockholders	$ 0.68	$ 0.28	$ 1.82	$ 0.58
Diluted net income attributable to IPG Photonics Corporation per share	$ 0.67	$ 0.28	$ 1.78	$ 0.57
Adjustments to redemption value of redeemable noncontrolling interests	(0.01)		(0.01)	
Diluted net income attributable to common stockholders	$ 0.66	$ 0.28	$ 1.77	$ 0.57

The computation of diluted weighted average common shares excludes options to purchase 128,000 and 205,000 shares for the three months and nine months ended September 30, 2011 and 2010, respectively, because the effect would be anti-dilutive.

7. DERIVATIVE FINANCIAL INSTRUMENTS

Our primary market exposures are to interest rates and foreign exchange rates. We use certain derivative financial instruments to help manage these exposures. We execute these instruments with financial institutions we judge to be credit-worthy. We do not hold or issue derivative financial instruments for trading or speculative purposes.

We recognize all derivative financial instruments as either assets or liabilities at fair value in the consolidated balance sheets. We have used foreign currency forward contracts as cash flow hedges of forecasted intercompany settlements denominated in foreign currencies of major industrial countries. We have no outstanding foreign currency forward contracts. We have interest rate swaps that are classified as a cash flow hedge of our variable rate debt. All derivatives are accounted for as a hedging instrument.

Cash flow hedges **-** Our cash flow hedges are interest rate swaps under which we pay fixed rates of interest. The fair value amounts in the consolidated balance sheet were (in thousands):

	Deferred Income Taxes and Other

	Notional Amounts[1]		Other Assets		Long-Term Liabilities	
	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010
Interest rate swap(s)	$ 15,667	$ 16,666	$	$	$ 1,333	$ 1,156
Total	$ 15,667	$ 16,666	$	$	$ 1,333	$ 1,156

(1) Notional amounts represent the gross contract/notional amount of the derivatives outstanding

The derivative gains (losses) in the consolidated statements of income related to our interest rate swap contracts were as follows (in thousands):

Table of Contents

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Effective portion recognized in other comprehensive (loss) gain, pretax:				
Interest rate swap	$ (38)	$ 90	$ 302	$ 141
Effective portion reclassified from other comprehensive (loss) gain to interest expense, pretax:				
Interest rate swap	$ (160)	$ (171)	$ (479)	$ (517)
Ineffective portion recognized in income:				
Interest rate swap	$	$	$	$

8. REDEEMABLE NONCONTROLLING INTERESTS

Redeemable noncontrolling interests reported in the accompanying consolidated financial statements as of September 30, 2011 consist of 22.5% of the Company s Russian subsidiary, NTO IRE-Polus (NTO).

	Redeemable Noncontrolling Interest
Balance at January 1, 2011	$ 24,903
Initial interest in book value of subsidiary	10,178
Increase to the initial redemption value	9,795
Net income attributable to redeemable NCI	2,435
Adjustments to redemption value	487
Other comprehensive income attributable to redeemable NCI	(2,147)
Balance at September 30, 2011	$ 45,651

In December 2010, the Company entered into an investment agreement with an unrelated third party, The Russian Corporation for Nanotechnology (Rusnano) (the Investment Agreement). Under the Investment Agreement, Rusnano acquired a 12.5% noncontrolling interest (NCI) in NTO and warrants to purchase up to an additional 12.5% of NTO in three tranches (two additional 5% interests for a purchase price of $10 million each, and a 2.5% interest for $5 million) if certain sales targets are achieved before December 2015. In June 2011, Rusnano exercised their warrants to purchase an additional 10% of NTO, as sales targets had been achieved related to the first two tranches. Rusnano invested $25 million and $20 million in NTO in December 2010 and June 2011, respectively.

After allocating net income and other comprehensive income to the NCI, the carrying amount of the redeemable NCI was less than the accreted redemption value at September 30, 2011. Therefore, the Company recorded an adjustment of $0.5 million to increase the carrying value of the redeemable NCI and charged retained earnings. The charge is a non-fair value adjustment and is therefore also reflected in the EPS calculation.

9. FAIR VALUE MEASUREMENTS

Our financial instruments consist of accounts receivable, auction rate securities, accounts payable, drawings on revolving lines of credit, long-term debt and certain derivative instruments.

The valuation techniques used to measure fair value are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. These two types of inputs create the following fair value hierarchy: Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own

assumptions.

Table of Contents

The carrying amounts of accounts receivable, accounts payable and drawings on revolving lines of credit are considered reasonable estimates of their fair market value, due to the short maturity of these instruments or as a result of the competitive market interest rates, which have been negotiated.

The following table presents information about our assets and liabilities measured at fair value (in thousands):

		Fair Value Measurements at September 30, 2011		
	Total	**Level 1**	**Level 2**	**Level 3**
Assets				
Money market funds	$ 28,515	$ 28,515	$	$
Treasury bills	59,983	59,983		
Auction rate securities	1,233			1,233
Total assets	$ 89,731	$ 88,498	$	$ 1,233
Liabilities				
Contingent purchase consideration	$ 1,028	$	$	$ 1,028
Warrant	77			77
Interest rate swaps	1,333		1,333	
Total liabilities	$ 2,438	$	$ 1,333	$ 1,105

		Fair Value Measurements at December 31, 2010		
	Total	**Level 1**	**Level 2**	**Level 3**
Assets				
Money market funds	$ 4,223	$ 4,223	$	$
Treasury bills	55,679	55,679		
Auction rate securities	921			921
Total assets	$ 60,823	$ 59,902	$	$ 921
Liabilities				
Contingent purchase consideration	$ 685	$	$	$ 685
Warrant	180			180
Interest rate swaps	1,156		1,156	
Total liabilities	$ 2,021	$	$ 1,156	$ 865

The fair value of the auction rate securities considered prices observed in secondary markets for the securities held by the Company.

The fair value of the accrued contingent purchase consideration incurred was determined using an income approach at the acquisition date and reporting date. That approach is based on significant inputs that are not observable in the market. Key assumptions include assessing the probability of meeting certain milestones required to earn the contingent consideration. As of September 30, 2011, the Company has accrued a liability of $1.0 million for the estimated fair value of contingent considerations expected to be payable upon the acquired company reaching specific performance metrics over a three year period. As of September 30, 2011, the ranges of outcomes and key assumptions have not changed materially.

Table of Contents

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Auction Rate Securities				
Balance, beginning of period	$ 870	$ 1,284	$ 921	$ 1,284
Period transactions				
Change in fair value	363	(244)	312	(244)
Redeemed by issuers at par		(25)		(25)
Balance, end of period	$ 1,233	$ 1,015	$ 1,233	$ 1,015
Contingent Purchase Consideration				
Balance, beginning of period	$ 1,047	$ 289	$ 685	$
Period transactions		381	282	670
Change in fair value	(19)		61	
Balance, end of period	$ 1,028	$ 670	$ 1,028	$ 670
Warrant				
Balance, beginning of period	$ 160	$	$ 180	$
Period transactions			(674)	
Change in fair value	(83)		571	
Balance, end of period	$ 77	$	$ 77	$

10. INTANGIBLES

	September 30, 2011				December 31, 2010			
(In thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives
Amortizable intangible assets								
Patents	$ 4,664	$ (3,048)	$ 1,616	6 Years	$ 4,664	$ (2,361)	$ 2,303	6 Years
Customer relationships	3,715	(1,471)	2,244	5 Years	3,633	(998)	2,635	5 Years
Production know-how	2,566	(484)	2,082	9 Years	2,518	(335)	2,183	9 Years
	1,202	(200)	1,002	4 Years				

Technology license						
Other identifiable intangibles	10		10	10		10
	$ 12,157	$ (5,203)	$ 6,954	$ 10,825	$ (3,694)	$ 7,131

The Company completed an acquisition through its Italian subsidiary in the first quarter of 2011. Consideration included cash payments aggregating $0.9 million and contingent consideration with an aggregate fair value of $0.3 million. Net assets acquired primarily consisted of intangible assets related to design license rights aggregating $1.2 million.

The Company completed two acquisitions in 2010, one in the U.S. in the first quarter and one in Germany in the second quarter. Consideration paid included cash payments aggregating $4.5 million and contingent consideration and seller provided financing with an aggregate fair value of $1.0 million. Net assets acquired primarily consisted of intangible assets (patents, customer relationships, and production know-how with weighted-average estimated useful lives of 10 years, 5 years and 9 years, respectively) aggregating $5.2 million.

Amortization expense for the three months and nine months ended September 30, 2011 was $0.4 million and $1.5 million, respectively. The estimated future amortization expense for intangibles as of September 30, 2011 and for the remainder of 2011 and subsequent years is as follows (in thousands):

2011	**2012**	**2013**	**2014**	**2015**	**Thereafter**	**Total**
$574	$2,011	$1,392	$1,233	$507	$1,237	$6,954

Table of Contents

11. PRODUCT WARRANTIES

The Company typically provides one to three-year parts and service warranties on lasers and amplifiers. Most of the Company s sales offices provide support to customers in their respective geographic areas. Warranty reserves have generally been sufficient to cover product warranty repair and replacement costs. The following table summarizes product warranty activity recorded during the nine months ended September 30, 2011 and 2010 (in thousands).

	2011	2010
Balance at January 1	$ 6,917	$ 3,886
Provision for warranty accrual	5,599	4,580
Warranty claims and other reductions	(3,354)	(2,267)
Foreign currency translation	30	(82)
Balance at September 30	$ 9,192	$ 6,117

Accrued warranty reported in the accompanying consolidated financial statements as of September 30, 2011 consists of $6.6 million in accrued expenses and other liabilities and $2.6 million in other long-term liabilities.

12. INCOME TAXES

A reconciliation of the total amounts of unrecognized tax benefits is as follows (in thousands):

	2011
Balance at January 1	$ 2,951
Gross decreases tax positions in prior periods	
Gross increases tax positions in prior periods	1,013
Balance at September 30	$ 3,964

Substantially all of the liability for uncertain tax benefits related to various federal, state and foreign income tax matters, would benefit the Company s effective tax rate, if recognized.

13. COMMITMENTS AND CONTINGENCIES

In November 2006, the Company was sued for patent infringement relating to certain of its U.S. products. The plaintiff sought damages, including for alleged lost profits, of over $26 million through June 2011, treble damages and attorneys fees for alleged willful infringement and injunctive relief. After the trial in September-October 2011, the jury returned a unanimous verdict that the Company did not infringe. The plaintiff has stated that it intends to file certain post-trial motions, and also has the right to appeal the verdict, but has not done either. The Company plans to vigorously contest any such post-trial motions and appeals. No loss is deemed probable at September 30, 2011 and no amounts have been accrued in respect of this contingency.

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

You should read the following discussion in conjunction with our consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward looking statements that are based on management s current expectations, estimates and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements. See Cautionary Statement Regarding Forward-Looking Statements.

Overview

We develop and manufacture a broad line of high-performance fiber lasers, fiber amplifiers and diode lasers for diverse applications in numerous markets. Our diverse lines of low, mid and high-power lasers and amplifiers are used in materials processing, advanced, communications and medical applications. We sell our products globally to original equipment manufacturers, or OEMs, system integrators and end users. We market our products internationally primarily through our direct sales force and also through agreements with independent sales representatives and

distributors.

Table of Contents

We are vertically integrated such that we design and manufacture most of our key components used in our finished products, from semiconductor diodes to optical fiber preforms, finished fiber lasers and amplifiers. Since our formation in 1990, we have been focused on developing and manufacturing high-power fiber lasers and amplifiers.

Factors and Trends That Affect Our Operations and Financial Results

In reading our financial statements, you should be aware of the following factors and trends that our management believes are important in understanding our financial performance.

Net sales. Our net sales have historically fluctuated from quarter to quarter. The increase or decrease in sales from a prior quarter can be affected by the timing of orders received from customers, the shipment, installation and acceptance of products at our customers facilities, the mix of OEM orders and one-time orders for products with large purchase prices, and seasonal factors such as the purchasing patterns and levels of activity throughout the year in the regions where we operate. Historically, our net sales have been higher in the second half of the year than in the first half of the year. Furthermore, net sales can be affected by the time taken to qualify our products for use in new applications in the end markets that we serve. The adoption of our products by a new customer or qualification of a new application can lead to an increase in net sales for a period, which may then slow until we further penetrate new markets or obtain new customers. Our net sales can also be affected from quarter to quarter by the general level of worldwide economic activity, including economic expansion or contraction, and expenditures on capital equipment. In general, increases in worldwide economic activity have a positive effect on our sales and decreases in economic activity have a negative effect on our sales.

Gross margin. Our total gross margin in any period can be affected by total net sales in any period, product mix, that is, the percentage of our revenue in that period that is attributable to higher or lower-power products, production volumes, changes to the sales prices of our products in response to the competitive environment and other factors, some of which are not under our control. Our product mix affects our margins because the selling price per watt is higher for low-power and mid-power devices than for high-power devices. The overall cost of high-power lasers may be partially offset by improved absorption of fixed overhead costs associated with sales of larger volumes of higher-power products.

A high proportion of our costs is fixed so they are generally difficult or slow to adjust in response to changes in demand. In addition, our fixed costs increase as we expand our capacity. Gross margins generally decline if production volumes are lower as a result of a decrease in sales or inventory because the absorption of fixed manufacturing costs will be reduced. Gross margins generally improve when the opposite occurs. In addition, absorption of fixed costs can benefit gross margins due to an increase in production that is not sold and placed into inventory. If both sales and inventory decrease in the same period, the decline in gross margin may be greater if we cannot reduce fixed costs or choose not to reduce fixed costs to match the decrease in the level of production. We also regularly review our inventory for items that are slow-moving, have been rendered obsolete or determined to be excess. If we experience a decline in sales that reduces absorption of our fixed costs, or if we have production issues or inventory write-downs, our gross margins will be negatively affected.

Sales and marketing expense. We expect to continue to expand our worldwide direct sales organization, build and expand applications centers, hire additional personnel involved in marketing in our existing and new geographic locations, increase the number of units used for demonstration purposes and otherwise increase expenditures on sales and marketing activities in order to support the growth in our net sales. As such, we expect that our sales and marketing expenses will increase in the aggregate.

Research and development expense. We plan to continue to invest in research and development to improve our existing components and products and develop new components and products. We plan to increase the personnel involved in research and development and expect to increase other research and development expenses. As such, we expect that our research and development expenses will increase in the aggregate.

General and administrative expense. We expect our general and administrative expenses to increase moderately as we continue to invest in systems and resources to support our worldwide operations. Legal expenses vary from quarter to quarter based upon the stage of litigation and associated level of legal activity.

Major customers. While we have historically depended on a few customers for a large percentage of our annual net sales, the composition of this group can change from year to year. Net sales derived from our five largest customers as

a percentage of our net sales were 20% for the nine months ended September 30, 2011, 19% during 2010, 12% in 2009 and 17% in 2008. We seek to add new customers and to expand our relationships with existing customers. We anticipate that

Table of Contents

the composition of our significant customers will continue to change. If any of our significant customers were to substantially reduce their purchases from us, our results would be adversely affected.

Results of Operations for the Three Months Ended September 30, 2011 compared to the Three Months Ended September 30, 2010

Net sales. Net sales increased by $49.3 million, or 61.7%, to $129.1 million for the three months ended September 30, 2011 from $79.8 million for the three months ended September 30, 2010 (in thousands).

	Three Months Ended September 30,					
	2011		2010		Change	
		% of Total		% of Total		
Materials processing	$ 114,292	88.5%	$ 67,540	84.7%	$ 46,752	69.2%
Advanced applications	5,017	3.9%	5,684	7.1%	(667)	-11.7%
Communications	7,352	5.7%	5,206	6.5%	2,146	41.2%
Medical	2,403	1.9%	1,379	1.7%	1,024	74.3%
Total	$ 129,064	100.0%	$ 79,809	100.0%	$ 49,255	61.7%

Sales for materials processing applications increased due to substantially increased sales of high power lasers used in cutting and welding applications and pulsed lasers used in marking and engraving applications both due to the continued economic recovery and, in the high power product line, due to increased acceptance of fiber laser technology. An increasing number of OEM customers have developed cutting systems that use our high power lasers and sales of these systems are displacing gas laser systems. In addition, new welding processes using fiber lasers have been developed, increasing sales of lasers for this application which are replacing traditional laser and non-laser welding technologies. Sales for communications applications increased due to increased sales of broad-band systems in Russia. Sales for medical applications increased due to increased demand from our established customer in the United States and increased sales to a European OEM medical customer. The decrease in sales of advanced applications was due to decreased sales for optical trapping in research and development applications and optical pumping of high-power lasers used in government applications.

Cost of sales and gross margin. Cost of sales increased by $18.7 million, or 47.0%, to $58.6 million for the three months ended September 30, 2011 from $39.9 million for the three months ended September 30, 2010. Our gross margin increased to 54.6% for the three months ended September 30, 2011 from 50.0% for the three months ended September 30, 2010. Gross margin increased due to an improvement in manufacturing efficiency because the increase in manufacturing expenses was less than the increase in net sales. Absorption of our fixed manufacturing costs was also more favorable due to an increase in production volume, part of which was sold and part of which was placed in inventory. In addition, cost of sales benefited from a reduction in the cost per watt of our diodes and a decrease in the cost of internally manufactured optical components and accessories. Expenses related to inventory reserves and other valuation adjustments increased by $1.3 million to $2.0 million, or 1.5% of sales for the three months ended September 30, 2011, as compared to $0.7 million, or 0.9% of sales for the three months ended September 30, 2010.

Sales and marketing expense. Sales and marketing expense increased by $1.2 million, or 24.9%, to $5.7 million for the three months ended September 30, 2011 from $4.5 million for the three months ended September 30, 2010, primarily as a result of an increase in personnel costs due to an increase in headcount, stock-based compensation and bonus accruals. Bonus accruals increased due to an increase in net sales and headcount. Stock-based compensation increased primarily due to increased fair value of stock options and restricted stock issued during 2011. As a percentage of sales, sales and marketing expense decreased to 4.4% for the three months ended September 30, 2011 from 5.7% for the three months ended September 30, 2010.

Research and development expense. Research and development expense increased $1.5 million, or 30.5%, to $6.5 million for the three months ended September 30, 2011, compared to $5.0 million for the three months ended September 30, 2010, primarily as a result of an increase in personnel costs and material expenses. Research and

development activity continues to focus on enhancing the performance of our internally manufactured components, refining production processes to improve manufacturing yields, the development of integrated systems and new products operating at different wavelengths and higher output powers and new complementary accessories to be used with our products. As a percentage of sales, research and development expense decreased to 5.0% for the three months ended September 30, 2011 from 6.2% for the three months ended September 30, 2010.

Table of Contents

General and administrative expense. General and administrative expense increased by $3.2 million, or 41.0%, to $11.0 million for the three months ended September 30, 2011 from $7.8 million for the three months ended September 30, 2010, primarily due to an increase in legal fees and personnel costs resulting from an increase in headcount, stock-based compensation and accruals for bonuses. The preparation for and patent litigation trial at the end of the third quarter caused legal fees to increase substantially over the prior year. Bonus compensation increased due to an improvement in our financial results. Stock-based compensation increased primarily due to an increase in the fair value of stock options and restricted stock. As a percentage of sales, general and administrative expense decreased to 8.5% for the three months ended September 30, 2011 from 9.8% for the three months ended September 30, 2010.

Effect of exchange rates on net sales, gross profit and operating expenses. We estimate that, if exchange rates had been the same as one year ago, net sales for the three months ended September 30, 2011 would have been $7.3 million lower, gross profit would have been $3.4 million lower and total operating expenses would have been $0.9 million lower.

(Gain) loss on foreign exchange. Foreign exchange gain was $1.9 million for the three months ended September 30, 2011 as compared to an exchange loss of $2.1 million for the three months ended September 30, 2010 primarily due to the appreciation of the US Dollar as compared to the Euro during the three months ended September 30, 2011 and the depreciation of the US Dollar as compared to the Euro for the three months ended September 30, 2010. At the end of the third quarter our primary exposure to foreign exchange risk was due to our net dollar denominated assets held by subsidiaries with a Euro functional currency and net dollar denominated liabilities held by our Chinese subsidiary with a Yuan functional currency.

Interest expense, net. Interest expense, net decreased to $0.2 million for the three months ended September 30, 2011 compared to $0.4 million for the three months ended September 30, 2010.

Provision for income taxes. Provision for income taxes was $14.9 million for the three months ended September 30, 2011 compared to $6.6 million for the three months ended September 30, 2010, representing an effective tax rate of 30.3% and 33.0% for the three months ended September 30, 2011 and 2010, respectively. The increase in the provision for income taxes was primarily the result of increased income before provision for income taxes. The decrease in effective rate was due primarily to the mix of income earned in various tax jurisdictions and the benefit of qualified production activities income deductions in the United States.

Net income attributable to IPG Photonics Corporation. Net income attributable to IPG Photonics Corporation increased by $19.7 million to $32.9 million for the three months ended September 30, 2011 compared to $13.2 million for the three months ended September 30, 2010. Net income attributable to IPG Photonics Corporation as a percentage of our net sales increased by 8.9 percentage points to 25.5% for the three months ended September 30, 2011 from 16.6% for the three months ended September 30, 2010 due to the factors described above.

Results of Operations for the Nine Months Ended September 30, 2011 compared to the Nine Months Ended September 30, 2010

Net sales. Net sales increased by $152.7 million, or 77.0%, to $351.0 million for the nine months ended September 30, 2011 from $198.3 million for the nine months ended September 30, 2010.

	Nine Months Ended September 30,					
	2011		2010		Change	
		% of Total		% of Total		
Materials processing	$ 308,542	87.9%	$ 167,546	84.6%	$ 140,996	84.2%
Advanced applications	19,550	5.6%	15,749	7.9%	3,801	24.1%
Communications	16,419	4.7%	9,192	4.6%	7,227	78.6%
Medical	6,447	1.8%	5,784	2.9%	663	11.5%
Total	$ 350,958	100.0%	$ 198,271	100.0%	$ 152,687	77.0%

Sales for materials processing applications increased due to substantially increased sales of high power lasers used in cutting and welding applications and pulsed lasers used in marking and engraving applications both due to the continued economic recovery and increased acceptance of fiber laser technology. An increasing number of OEM customers have developed cutting systems that use our high power lasers and sales of these systems are displacing sales from gas laser systems. In addition, new welding

Table of Contents

processes using fiber lasers have been developed increasing sales of lasers for this application which are replacing traditional laser and non-laser welding technologies. Sales for communications applications increased due to increased sales of broad-band systems in Russia. The increase in sales of advanced applications was due to increased sales for optical pumping and research and development applications and higher sales of high-power lasers used in government applications. Sales for medical applications increased due to increased sales to a European OEM medical customer.

Cost of sales and gross margin. Cost of sales increased by $52.8 million, or 49.2%, to $160.1 million for the nine months ended September 30, 2011 from $107.3 million for the nine months ended September 30, 2010. Our gross margin increased to 54.4% for the nine months ended September 30, 2011 from 45.9% for the nine months ended September 30, 2010. Gross margin increased due to an improvement in manufacturing efficiency because the increase in manufacturing expenses was less than the increase in net sales. Absorption of our fixed manufacturing costs was also more favorable due to an increase in production volume, part of which was sold and part of which was placed in inventory. In addition, cost of sales benefited from a reduction in the cost per watt of our diodes and a decrease in the cost of internally manufactured optical components and accessories. Expenses related to inventory reserves and other valuation adjustments increased by $2.0 million to $4.2 million, or 1.2% of sales for the nine months ended September 30, 2011 as compared to $2.2 million, or 1.1%, of sales for the nine months ended September 30, 2010.

Sales and marketing expense. Sales and marketing expense increased by $2.7 million, or 19.2%, to $16.5 million for the nine months ended September 30, 2011 from $13.8 million for the nine months ended September 30, 2010, primarily as a result of an increase in personnel costs due to an increase in headcount, stock-based compensation and bonus accruals, partially offset by a decrease in depreciation expense related to products used for demonstration purposes. As a percentage of sales, sales and marketing expense decreased to 4.7% for the nine months ended September 30, 2011 from 7.0% for the nine months ended September 30, 2010.

Research and development expense. Research and development expense increased $4.9 million, or 35.9%, to $18.8 million for the nine months ended September 30, 2011, compared to $13.9 million for the nine months ended September 30, 2010, primarily as a result of an increase in personnel costs and material expenses. Research and development activity continues to focus on enhancing the performance of our internally manufactured components, refining production processes to improve manufacturing yields, the development of integrated systems and new products operating at different wavelengths and higher output powers and new complementary accessories to be used with our products. As a percentage of sales, research and development expense decreased to 5.4% for the nine months ended September 30, 2011 from 7.0% for the nine months ended September 30, 2010.

General and administrative expense. General and administrative expense increased by $5.5 million, or 24.9%, to $27.5 million for the nine months ended September 30, 2011 from $22.0 million for the nine months ended September 30, 2010, primarily due to an increase in personnel costs resulting from an increase in headcount, stock-based compensation and accruals for bonuses as well as travel expenses, partially offset by a decrease in consulting expenses and lower bad debt expense. Stock-based compensation increased in part due to changes in assumptions made during 2011 regarding how expense is recognized over the service period and an increase in the fair value of stock options and restricted stock. As a percentage of sales, general and administrative expense decreased to 7.8% for the nine months ended September 30, 2011 from 11.1% for the nine months ended September 30, 2010.

Effect of exchange rates on Sales, Gross Margin and Operating Expenses. We estimate that if exchange rates had been the same as one year ago, sales for the nine months ended September 30, 2011 would have been $15.9 million lower, gross margin would have been $6.9 million lower and operating expenses in total would have been $1.9 million lower.

(Gain) loss on foreign exchange. Foreign exchange gain was $1.4 million for the nine months ended September 30, 2011 as compared to an exchange gain of $0.3 million for the nine months ended September 30, 2010 primarily due to the depreciation of the Euro against the U.S. Dollar. At the end of the third quarter our primary exposure to foreign exchange risk was due to our net dollar denominated assets held by subsidiaries with a Euro functional currency and net dollar denominated liabilities held by our Chinese subsidiary with a Yuan functional currency.

Interest expense. Interest expense, net decreased to $0.6 million for the nine months ended September 30, 2011 from $0.7 million for the nine months ended September 30, 2010.

Provision for income taxes. Provision for income taxes was $39.2 million for the nine months ended September 30, 2011 compared to $13.3 million for the nine months ended September 30, 2010, representing an effective tax rate of 30.6% and 33.0% for the nine months ended September 30, 2011 and 2010, respectively. The decrease in effective rate was due primarily to the

Table of Contents

mix of income earned in various tax jurisdictions and the benefit of qualified production activities income deductions in the United States.

Net income attributable to IPG Photonics Corporation. Net income attributable to IPG Photonics Corporation increased by $59.8 million to $86.7 million for the nine months ended September 30, 2010 from $26.9 million for the nine months ended September 30, 2010. Net income attributable to IPG Photonics Corporation as a percentage of our net sales increased by 11.1 percentage points to 24.7% for the nine months ended September 30, 2011 from 13.6% for the nine months ended September 30, 2010 due to the factors described above.

Liquidity and Capital Resources

Our principal sources of liquidity as of September 30, 2011 consisted of cash and cash equivalents of $196.6 million, unused credit lines and overdraft facilities of $48.4 million and working capital (excluding cash) of $124.4 million. This compares to cash and cash equivalents of $147.9 million, unused credit lines and overdraft facilities of $51.5 million and working capital (excluding cash) of $70.2 million as of December 31, 2010. The increase in cash and cash equivalents of $48.7 million from December 31, 2010 relates primarily to cash provided by operating activities in the nine months ended September 30, 2011 of $56.0 million, a non-controlling equity investment of $20.0 million in our Russian subsidiary by The Russian Corporation of Nanotechnologies (Rusnano) and exercises of employee stock options and related tax benefit, offset by capital expenditures of $34.8 million. Cash provided by the Rusnano investment is being used to fund the expansion of our business in Russia, including operating expenses, investments in working capital and capital expenditures. This funding is not available for use outside of Russia. Total cash investment provided by Rusnano including investments made in 2010 is $45.0 million. As of September 30, 2011, $4.8 million of the total investment had been dispensed for operating expenses, investments in working capital and capital expenditures.

Our long-term debt consists primarily of a $15.7 million secured variable-rate note, of which $1.3 million is the current portion. During the second quarter of 2010 we renegotiated the terms of this note, extending its maturity from August 2013 to June 2015, at which time the outstanding debt balance will be $10.7 million. The variable interest rate was fixed by means of an interest rate swap through the original maturity date and that swap is still in place. In October 2010, we fixed the interest rate on this debt for the period from the original maturity date to the extended maturity date by means of a forward starting interest rate swap. The note is secured by a mortgage on real estate and buildings that we own in Massachusetts. In January 2011, we entered into a 10 year Euro 1.4 million ($2.0 million) mortgage obligation to fund the purchase of a new building in Italy, of which $0.3 million is the current portion. The interest on this mortgage obligation is fixed at 4.96% and it amortizes in full over the term of the obligation. The remaining long term debt consists of Euro 0.2 million ($0.3 million) seller provided financing relating to the purchase of Cosytronic, KG in 2010.

We expect that our existing cash and marketable securities, our cash flows from operations and our existing lines of credit will be sufficient to meet our liquidity and capital needs for the foreseeable future. Our future long-term capital requirements will depend on many factors including our level of sales, the impact of economic environment on our sales levels, the timing and extent of spending to support development efforts, the expansion of the global sales and marketing activities, the timing and introductions of new products, the need to ensure access to adequate manufacturing capacity and the continuing market acceptance of our products. We have made no arrangements to obtain additional financing, and there is no assurance that such additional financing, if required or desired, will be available in amounts or on terms acceptable to us, if at all.

The following table details our line-of-credit facilities as of September 30, 2011:

Description	Available Principal	Interest Rate	Maturity	Security
U.S. Revolving Line of Credit (1)	Up to $35 million	LIBOR plus 0.125% to 1.625%, depending on our performance	July 2015	Unsecured
Euro Credit Facility	Euro 15.0 million ($20.4 million)	Euribor + 0.85% or EONIA 1.2%	June 2012	Unsecured, guaranteed

(Germany)(2)				by parent company
Euro Overdraft Facilities	Euro 2.6 million ($3.5 million)	2.2%-6.5%	Between February 2012 and July 2012	Common pool of assets of German and Italian subsidiaries

Table of Contents

(1) $14.0 million of this credit facility is available to our foreign subsidiaries in their respective local currencies, including India, China, Japan and South Korea. Total drawings at September 30, 2011 were $5.1 million with a weighted-average interest rate of 1.3%.

(2) $4.1 million of this credit facility is available to our Russian subsidiary and $4.1 million is available to our Italian subsidiary. Total drawing at September 30, 2011 was $2.3 million with an interest rate of 2.1%.

Our largest committed credit lines are with Bank of America and Deutsche Bank in the amounts of $35.0 million and $20.4 million, respectively, and neither of them is syndicated.

We are required to meet certain financial covenants associated with our U.S. revolving line of credit and long-term debt facilities. These covenants, tested quarterly, include a debt service coverage ratio and a funded debt to earnings before interest, taxes, depreciation and amortization (EBITDA) ratio. The debt service coverage covenant requires that we maintain a trailing twelve month ratio of cash flow to debt service that is greater than 1.5:1. Debt service is defined as required principal and interest payments during the period. Cash flow is defined as EBITDA less unfunded capital expenditures. The funded debt to EBITDA covenant requires that the sum of all indebtedness for borrowed money on a consolidated basis shall be less than two times our trailing twelve months EBITDA. We were in compliance with all such financial covenants as of and for the nine months ended September 30, 2011.

The financial covenants in our loan documents may cause us to not take or to delay investments and actions that we might otherwise undertake because of limits on capital expenditures and amounts that we can borrow or lease. In the event that we do not comply with any one of these covenants, we would be in default under the loan agreement or loan agreements, which may result in acceleration of the debt, cross-defaults on other debt or a reduction in available liquidity, any of which could harm our results of operations and financial condition.

In December 2010, we completed the sale of a 12.5% minority interest of our Russian subsidiary, NTO IRE-Polus, to Rusnano for $25.0 million. Terms of the investment allow Rusnano to put the investment to the Company for redemption in either cash or our stock, at the option of Rusnano, from December 2015 to December 2017. The Company also has certain rights to call the investment from December 2013 to December 2017. In addition, the Company has rights to call the investment at any time if the Company is no longer permitted to consolidate the financial results of NTO IRE-Polus under accounting principles generally accepted in the United States of America. Furthermore, if Rusnano owns less than 10.01% of NTO IRE-Polus, the Company has a call option and Rusnano has a put option for Rusnano s entire share. We are required to account for the put rights on our balance sheet as a liability or other than permanent equity. Rusnano purchased an additional 10% of our Russian subsidiary in June 2011 for $20.0 million as NTO IRE-Polus attained certain minimum revenue thresholds. This additional investment is also subject to the put and call provisions described above. See Note 8 in Notes to Consolidated Financial Statements.

Operating activities. Net cash provided by operating activities increased by $26.6 million to $56.0 million for the nine months ended September 30, 2011 from $29.4 million for the nine months ended September 30, 2010, primarily resulting from:

An increase in cash provided by net income after adding back non-cash charges of $74.8 million for the nine months ended September 30, 2011 as compared to the same period in 2010;

An increase in income taxes payable of $6.9 million for the nine months ended September 30, 2011 compared to an increase in income taxes payable of $1.5 million for the nine months ended September 30, 2010; partially offset by

An increase in inventory of $52.3 million for the nine months ended September 30, 2011 compared to an increase of inventory of $18.0 million for the nine months ended September 30, 2010;

A decrease in accrued expenses and other liabilities of $2.5 million for the nine months ended September 30, 2011 compared to an increase of $16.0 million for the nine months ended September 30, 2010;

In 2010 we used substantially all of our net operating loss carry forwards and as a result the amount of income taxes paid in 2011 has increased and is expected to increase in the remainder of 2011 and in future periods. The timing and amount of these payments will depend upon the amount of income generated by the company and the amount of tax that we are required to pay in advance or arrears in each of the jurisdictions in which we operate.

Given our vertical integration, rigorous and time-consuming testing procedures for both internally manufactured and externally purchased components and the lead time required to manufacture components used in our finished products, the rate at which we turn inventory has historically been comparatively low when compared to our cost of sales. Also, our historic growth rates

Table of Contents

required investment in inventories to support future sales and enable us to quote short delivery times to our customers, providing what we believe is a competitive advantage. Furthermore, if there was a disruption to the manufacturing capacity of any of our key technologies, our inventories of components should enable us to continue to build finished products for a period of time. We believe that we will continue to maintain a relatively high level of inventory compared to our cost of sales. As a result, we expect to have a significant amount of working capital invested in inventory. A reduction in our level of net sales or the rate of growth of our net sales from their current levels would mean that the rate at which we are able to convert our inventory into cash would decrease.

Investing activities. Net cash used in investing activities was $35.0 million and $18.1 million in the nine months ended September 30, 2011 and 2010, respectively. The cash used in investing activities in 2011 related to the purchase of new buildings in Germany and Japan and start of the construction of new buildings in Russia. In the nine months ended September 30, 2010, cash used in investing activities was related to the purchase of a new building in South Korea to house a new laser application center, the acquisitions of Photonics Innovations Inc. and Cosytronic, KG and purchases of equipment primarily in the United States and Germany.

We expect to incur approximately $50 million in capital expenditures in 2011. The timing and extent of any capital expenditures in and between periods can have a significant effect on our cash flow. Many of the capital expenditure projects that we undertake have long lead times and are difficult to cancel or defer to a later period.

Financing activities. Net cash provided by financing activities was $31.5 million in the nine months ended September 30, 2011 as compared to net cash provided by financing activities of $4.1 million in the nine months ended September 30, 2010. The cash provided by financing activities in 2011 was primarily related to cash received from Rusnano for a 10% interest in our Russian subsidiary and cash provided by the exercise of stock options. The cash provided by financing activities in 2010 was primarily related to the exercise of stock options and net drawings on line-of-credit facilities.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and we intend that such forward-looking statements be subject to the safe harbors created thereby. For this purpose, any statements contained in this Quarterly Report on Form 10-Q except for historical information are forward-looking statements. Without limiting the generality of the foregoing, words such as may, will, expect, believe, anticipate, intend, estimate, or continue or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, trends in our businesses, or other characterizations of future events or circumstances are forward-looking statements.

The forward-looking statements included herein are based on current expectations of our management based on available information and involve a number of risks and uncertainties, all of which are difficult or impossible to accurately predict and many of which are beyond our control. As such, our actual results may differ significantly from those expressed in any forward-looking statements. Factors that may cause or contribute to such differences include, but are not limited to, those discussed in more detail in Item 1, Business and Item 1A, Risk Factors of Part I of our Annual Report on Form 10-K for the year ended December 31, 2010. Readers should carefully review these risks, as well as the additional risks described in other documents we file from time to time with the Securities and Exchange Commission. In light of the significant risks and uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that such results will be achieved, and readers are cautioned not to rely on such forward-looking information. We undertake no obligation to revise the forward-looking statements contained herein to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Recent Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board issued new accounting guidance for revenue recognition related to multiple element arrangements. This guidance established a selling price hierarchy, which allows the use of estimated selling prices to allocate arrangement consideration to deliverables in cases where neither vendor-specific objective evidence nor third-party evidence is available. The new guidance is effective for the Company prospectively for revenue arrangements entered into or materially modified beginning in the first quarter of

fiscal 2011. The adoption of this accounting guidance did not have a material impact on the Company s consolidated financial statements and is not expected to have a material effect on the Company s consolidated financial statements in subsequent periods.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Table of Contents

We are exposed to market risk in the ordinary course of business, which consists primarily of interest rate risk associated with our cash and cash equivalents and our debt and foreign exchange rate risk.

Interest rate risk. Our investments have limited exposure to market risk. To minimize this risk, we maintain a portfolio of cash, cash equivalents and short-term investments, consisting primarily of bank deposits, money market funds and short-term government funds. The interest rates are variable and fluctuate with current market conditions. Because of the short-term nature of these instruments, a sudden change in market interest rates would not be expected to have a material impact on our financial condition or results of operations.

We are also exposed to market risk as a result of increases or decreases in the amount of interest expense we must pay on our bank debt and borrowings on our bank credit facilities. Our interest obligations on our long-term debt are fixed by means of interest rate swap agreements. Although our U.S. revolving line of credit and our Euro credit facility have variable rates, we do not believe that a 10% change in market interest rates would have a material impact on our financial position or results of operations.

Exchange rates. Due to our international operations, a significant portion of our net sales, cost of sales and operating expenses are denominated in currencies other than the U.S. dollar, principally the Euro, the Japanese Yen, the Russian Ruble, and Chinese Yuan. As a result, our international operations give rise to transactional market risk associated with exchange rate movements of the U.S. dollar, the Euro, the Japanese Yen and the Russian Ruble. Gain on foreign exchange transactions totaled $1.9 million for the three months ended September 30, 2011. Loss on foreign exchange transactions totaled $2.1 million for the three months ended September 30, 2010. Management believes that the use of foreign currency hedging instruments reduces the risks of certain foreign currency transactions; however, these instruments provide only limited protection. We have no foreign currency hedges as of September 30, 2011, however, we will continue to analyze our exposure to currency exchange rate fluctuations and may engage in additional financial hedging techniques in the future to attempt to minimize the effect of these potential fluctuations. Exchange rate fluctuations may adversely affect our financial results in the future.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision of our chief executive officer and our chief financial officer, our management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this Quarterly Report on Form 10-Q (the Evaluation Date). Based upon that evaluation, our chief executive officer and our chief financial officer have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective.

Changes in Internal Controls

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are party to various legal proceedings and other disputes incidental to our business. There have been no material developments in the three quarters of 2011 with respect to those proceedings previously reported in our Annual Report on Form 10-K for the year ended December 31, 2010, except that the trial occurred in the IMRA America litigation and the jury returned a unanimous verdict in October 2011that the Company did not infringe the patent of IMRA America. The plaintiff has stated that it intends to file certain post-trial motions, and also has the right to appeal the verdict, but has not done either.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2010, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K

Table of Contents

and Quarterly Reports on Form 10-Q are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

We are subject to litigation alleging that we are infringing third-party intellectual property rights. Intellectual property claims could result in costly litigation and harm our business.

In recent years, there has been significant litigation involving intellectual property rights in many technology-based industries, including our own. We face risks and uncertainties in connection with such litigation, including the risk that patents issued to others may harm our ability to do business; that there could be existing patents of which we are unaware that could be pertinent to our business; and that it is not possible for us to know whether there are patent applications pending that our products might infringe upon, since patent applications often are not disclosed until a patent is issued or published. Moreover, the frequency with which new patents are granted and the diversity of jurisdictions in which they are granted make it impractical and expensive for us to monitor all patents that may be relevant to our business.

From time to time, we have been notified of allegations and claims that we may be infringing patents or intellectual property rights owned by third parties. In 2007, we settled two patent infringement lawsuits filed against us and in 2010 we settled another patent infringement lawsuit filed against us. We are presently defending one patent infringement lawsuit.

In November 2006, IMRA America, Inc. filed an action against us alleging that certain products we produce infringe one U.S. patent allegedly owned by IMRA America. IMRA America alleged willful infringement and sought damages, including for alleged lost profits, of at least $26 million through June 2011, treble damages, attorneys fees and injunctive relief. IMRA America also alleged inducement of infringement and contributory infringement. We filed an answer in which we denied infringement and also filed declaratory judgment counterclaims based on this and other defenses. This lawsuit concerns products made, used, sold or offered for sale in or imported into the United States and therefore the lawsuit affects products that account for a substantial portion of our revenues. This lawsuit does not concern products, and thus revenues that are derived from products, that are not made, used, sold or offered for sale in or imported into the United States. In June 2008, the U.S. Patent and Trademark Office (USPTO) ordered re-examination of the patent claims asserted by IMRA America against the Company. In July 2009, the USPTO confirmed the patentability of all of the claims in the IMRA America patent over the prior art cited in the re-examination, as well as of new claims added during the re-examination. In August 2009, we submitted an additional re-examination request, which was denied by the USPTO. The USPTO issued a re-examination certificate in October 2009. The U.S. District Court adopted the claim construction of IMRA America on one of the four claim terms, but did not decide the others. In March 2011, the District Court granted our motion for partial summary judgment of no marking or no statutory notice, which had the effect of precluding IMRA America from seeking damages for any alleged infringing products sold prior to November 16, 2006, the date the lawsuit was filed, with the exception of four particular alleged infringing products, as to which IMRA America is precluded from seeking damages for sales prior to August 6, 2006. The U.S. District Court denied our motions for summary judgment on non-infringement, invalidity, no willful infringement and laches, and granted IMRA America s motions for summary judgment on no invalidity for derivation and no equitable misconduct. The trial occurred in September-October 2011, and the jury returned a unanimous verdict that the Company did not infringe. IMRA America has stated that it intends to file certain post-trial motions, and also has the right to appeal the verdict, but has not done either. IMRA America has also informed us that it has patents and applications in the U.S. and in foreign jurisdictions directed to fiber lasers and fiber amplifiers, but has not asserted them against us. The Company has filed oppositions in Japan and Germany to two patents owned by IMRA America. In Japan, the patent office invalidated two claims and maintained 49 claims of the IMRA America patent, and we are appealing the decision. The German opposition is pending and there has been no decision.

There can be no assurance that we will be able to dispose without a material effect any post-trial motions or appeals made in the litigation with IMRA America, or claims or other allegations made or asserted in the future. The outcome of any litigation is uncertain. Even if we ultimately are successful on the merits of any such litigation or re-examination, legal and administrative proceedings related to intellectual property are typically expensive and

time-consuming, generate negative publicity and divert financial and managerial resources. Some litigants may have greater financial resources than we have and may be able to sustain the costs of complex intellectual property litigation more easily than we can.

If we do not prevail in any intellectual property litigation brought against us it could affect our ability to sell our products and materially harm our business, financial condition and results of operations. These developments could

Table of Contents

adversely affect our ability to compete for customers and increase our revenues. Plaintiffs in intellectual property cases often seek, and sometimes obtain, injunctive relief. Intellectual property litigation commenced against us could force us to take actions that could be harmful to our business, competitive position, results of operations and financial condition, including the following:

- stop selling our products or using the technology that contains the allegedly infringing intellectual property;
- pay actual monetary damages, royalties, lost profits or increased damages and the plaintiff s attorneys fees, which individually or in the aggregate may be substantial;
- attempt to obtain a license to use the relevant intellectual property, which may not be available on reasonable terms or at all; and

In addition, intellectual property lawsuits can be brought by third parties against OEMs and end users that incorporate our products into their systems or processes. In some cases, we indemnify OEMs against third-party infringement claims relating to our products and we often make representations affirming, among other things, that our products do not infringe the intellectual property rights of others. As a result, we may incur liabilities in connection with lawsuits against our customers. Any such lawsuits, whether or not they have merit, could be time-consuming to defend, damage our reputation or result in substantial and unanticipated costs.

Our inability to protect our intellectual property and proprietary technologies could result in the unauthorized use of our technologies by third parties, hurt our competitive position and adversely affect our operating results.

We rely on patents, trade secret laws, contractual agreements, technical know-how and other unpatented proprietary information to protect our products, product development and manufacturing activities from unauthorized copying by third parties. Although we acquired a patent portfolio in 2008 and started a program in 2007 to increase the number of patent applications we file, our patents do not cover all of our technologies, systems, products and product components and may not prevent third parties from unauthorized copying of our technologies, products and product components. We seek to protect our proprietary technology under laws affording protection for trade secrets. We also seek to protect our trade secrets and proprietary information, in part, by requiring employees to enter into agreements providing for the maintenance of confidentiality and the assignment of rights to inventions made by them while employed by us. We have significant international operations and we are subject to foreign laws which differ in many respects from U.S. laws. Policing unauthorized use of our trade secret technologies throughout the world and proving misappropriation of our technologies are particularly difficult, especially due to the number of our employees and operations in numerous foreign countries. The steps that we take to acquire ownership of our employees inventions and trade secrets in foreign countries may not have been effective under all such local laws, which could expose us to potential claims or the inability to protect intellectual property developed by our employees. Furthermore, any changes in, or unexpected interpretations of, the trade secret and other intellectual property laws in any country in which we operate may adversely affect our ability to enforce our trade secret and intellectual property positions. Costly and time-consuming litigation could be necessary to determine the scope of our confidential information and trade secret protection. We also enter into confidentiality agreements with our consultants and other suppliers to protect our confidential information that we deliver to them. However, there can be no assurance that our confidentiality agreements will not be breached, that we will be able to effectively enforce them or that we will have adequate remedies for any breach.

Given our reliance on trade secret laws, others may independently develop similar or alternative technologies or duplicate our technologies and commercialize discoveries that we have made. Therefore, our intellectual property efforts may be insufficient to maintain our competitive advantage or to stop other parties from commercializing similar products or technologies. Many countries outside of the United States afford little or no protection to trade secrets and other intellectual property rights. Intellectual property litigation can be time-consuming and expensive, and there is no guarantee that we will have the resources to fully enforce our rights. If we are unable to prevent misappropriation or infringement of our intellectual property rights, or the independent development or design of similar technologies, our competitive position and operating results could suffer.

Table of Contents

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. (Removed and Reserved)

ITEM 5. OTHER INFORMATION

None.

Table of Contents

ITEM 6. EXHIBITS

(a) Exhibits

Exhibits

No.	**Description**
12.1	Statement Re Computation of Earnings to Fixed Charges
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

IPG PHOTONICS CORPORATION

Date: November 8, 2011

By: /s/ Valentin P. Gapontsev
Valentin P. Gapontsev
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: November 8, 2011

By: /s/ Timothy P.V. Mammen
Timothy P.V. Mammen
Vice President and Chief Financial Officer
(Principal Financial Officer)