

AVG Technologies N.V.
Form 6-K
October 31, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

October 31, 2012

Commission File Number: 001-35408

AVG TECHNOLOGIES N.V.

Gatwickstraat 9-39

1043 GL Amsterdam

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The Netherlands

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Item

1. Press release

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Item 1

AVG Reports Third Quarter 2012 Financial Results

Revenue Grows 34 Percent in Q3 Year Over Year; Reports Q3 GAAP EPS of \$0.35 and Non-GAAP

EPS of \$0.43; Raises Fiscal Year 2012 Outlook

AMSTERDAM, October 31, 2012 / PRNewswire / AVG Technologies N.V. (NYSE: AVG) today reported results for the third quarter ended September 30, 2012.

AVG's financial results well exceeded our expectations for the third quarter, driven by strong growth in both our subscription and platform derived businesses, stated J.R. Smith, chief executive officer of AVG. During the quarter, we enhanced our portfolio of products and services with the launch of AVG 2013. Our latest line of products and services focuses on protection, performance and privacy as well as the introduction of free phone support for even our free customers. Also in the quarter, we continued to increase our active user count to 143 million, including 20 million mobile users. Considering our strong execution, we are again raising our outlook for the fiscal year 2012.

Revenue for the third quarter of 2012 was \$95.3 million, compared with \$71.2 million for the third quarter of 2011, an increase of 34 percent.

Net income for the third quarter of 2012 was \$19.0 million, or \$0.35 per diluted ordinary share, based on 54.7 million weighted-average diluted shares outstanding. This compares to net income of \$6.7 million, or \$0.09 per diluted share, and 39.1 million weighted-average diluted shares outstanding for the third quarter of 2011.

Non-GAAP adjusted net income for the third quarter of 2012 was \$23.4 million, or \$0.43 per diluted share. This compares to non-GAAP adjusted net income of \$10.5 million, or \$0.20 per diluted share, for the same period of the prior year¹. Non-GAAP results for the third quarter of 2012 exclude \$2.7 million in share-based compensation expense and \$1.9 million in acquisition amortization and reflect a \$0.2 million adjustment to normalize to a tax rate of 14 percent.

Deferred revenue as of September 30, 2012 was \$162.2 million. Cash and cash equivalents totaled \$86.7 million as of September 30, 2012. Net debt² was \$66.2 million as of September 30, 2012, compared to \$73.7 million at June 30, 2012.

AVG generated \$25.3 million in cash from operating activities in the third quarter of 2012, and \$27.2 million in non-GAAP unlevered free cash flow. This represents a 29 percent revenue to non-GAAP unlevered free cash flow conversion rate.

¹ Non-GAAP adjusted net income per non-GAAP diluted share is calculated based on adjusted net income including earnings attributable to preferred shares in 2011. For further details, see the reconciliation note at the end of this press release.

² Net debt represents current and non-current debt less cash and cash equivalents.

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Financial Outlook

Based on information available as of October 31, 2012, AVG is providing the following financial outlook for the fourth quarter of 2012:

Revenue is expected to be in the range of \$94.0 million to \$98.0 million.

Net income is expected to be in the range of \$9.0 million to \$10.0 million; diluted EPS is expected to be in the range of \$0.16 to \$0.18.

Non-GAAP adjusted net income is expected to be in the range of \$14.0 million to \$15.0 million; non-GAAP diluted EPS is expected to be in the range of \$0.25 to \$0.27.

AVG's expectation of non-GAAP adjusted net income for the fourth quarter of 2012 excludes share-based compensation expense and acquisition amortization and assumes a tax rate of 14 percent. For the purpose of calculating diluted EPS and non-GAAP diluted EPS in the fourth quarter, the company assumes approximately 55.5 million weighted-average shares outstanding.

Based on information available as of October 31, 2012, AVG is increasing its financial outlook for fiscal year 2012 as follows:

Revenue is expected to be in the range of \$354.0 million to \$358.0 million.

Net income is expected to be in the range of \$50.0 million to \$51.0 million; diluted EPS is expected to be in the range of \$0.91 to \$0.93.

Non-GAAP adjusted net income is expected to be in the range of \$73.0 million to \$74.0 million; non-GAAP diluted EPS is expected to be in the range of \$1.34 to \$1.36.

Operating cash flow is expected to be in the range of \$110.0 million to \$114.0 million; non-GAAP unlevered free cash flow is expected to be in the range of \$111.0 million to \$115.0 million.

AVG's expectation of non-GAAP adjusted net income for the fiscal year 2012 excludes share-based compensation expense and acquisition amortization and assumes a tax rate of 14 percent. For the purpose of calculating diluted EPS and non-GAAP diluted EPS for 2012, the company assumes approximately 54.5 million weighted-average shares outstanding.

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Conference Call Information

AVG will hold its quarterly conference call today at 22:00 CET/5:00 p.m. ET/2:00 p.m. PT to discuss its third quarter financial results, business highlights and outlook. The conference call may be accessed via webcast at <http://investors.avg.com> or by calling +1 (877) 941-1427 (United States and Canada) or +1 (480) 629-9664 (International).

A replay of the webcast can be accessed via <http://investors.avg.com>. Additionally, an audio replay of the conference call will be available through November 7, 2012 by calling +1 (800) 406-7325 (United States and Canada) or +1 (303) 590-3030 (International), (conference passcode required: 4568939#).

Use of Non-GAAP Financial Information

This press release contains supplemental non-GAAP financial measures including the following: non-GAAP adjusted net income, non-GAAP adjusted net income per diluted share and non-GAAP unlevered free cash flow. The presentation of this supplemental non-GAAP financial information, which is not prepared under any comprehensive set of accounting rules or principles, is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with generally accepted accounting principles in the United States. In particular, adjusted net income, adjusted net income per diluted share and unlevered free cash flow should not be considered as measurements of the company's financial performance or liquidity under U.S. GAAP, as alternatives to income, operating income, cash flow from operation or any other performance measures derived in accordance with U.S. GAAP or as alternatives to cash flow from operating activities as a measure of the company's liquidity. Adjusted net income, adjusted net income per diluted share and unlevered free cash flow have limitations as analytical tools and should not be considered in isolation from, or as substitutes for, analysis of AVG's results of operations, including its cash flows, as reported under U.S. GAAP. Some of the limitations of adjusted net income, adjusted net income per diluted share and unlevered free cash flow as financial measures are:

they do not reflect the company's future requirements for capital expenditure or contractual commitments, nor, in the case of the income measures, do they reflect the actual cash contributions received from customers;

except in the case of free cash flow, they do not reflect changes in, or cash requirements for, the company's working capital needs;

they do not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on the company's debt;

although amortization and share-based compensation are non-cash charges, the assets being amortized will often have to be replaced in the future and such measures do not reflect any cash requirements for such replacements; and

other companies in AVG's industry may calculate these measures differently than AVG does, limiting their usefulness as comparative measures.

Because of these limitations, investors should rely on AVG's consolidated financial statements prepared in accordance with U.S. GAAP and treat the company's non-GAAP financial measures as supplemental information only.

AVG is providing these non-GAAP financial measures because it believes that such measures provide important supplemental information to management and investors about the company's core operating results, primarily because the non-GAAP financial measures exclude certain expenses and other amounts that management does not consider to be indicative of the company's core operating results or business outlook. AVG management uses these non-GAAP financial measures, in addition to the corresponding U.S. GAAP financial measures, in evaluating the company's operating performance, in planning and forecasting future periods, in making decisions regarding business operations and allocation of resources, and in comparing the company's performance against its historical performance.

For a reconciliation of these non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with U.S. GAAP, please see "Reconciliation of U.S. GAAP to non-GAAP Financial Measures." All non-GAAP financial measures should be read in

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conjunction with the comparable information presented in accordance with U.S. GAAP.

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Forward-Looking Statements

This press release contains forward-looking statements within the Private Securities Litigation Reform Act of 1995, including those relating to an expected range of revenue, net income, EPS, operating cash flow, non-GAAP adjusted net income, non-GAAP EPS and non-GAAP unlevered free cash flow for the three-month period ending December 31, 2012 and/or the fiscal year ending December 31, 2012. Words such as expects, expectation, intends, assumes, believes and estimates, variations of such words and similar expressions are also intended to identify forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated herein. Factors that could cause or contribute to such differences include but are not limited to: changes in the company's growth strategies; changes in the company's future prospects, business development, results of operations and financial condition; changes to the online and computer threat environment and the endpoint security industry; competition from local and international companies, new entrants in the market and changes to the competitive landscape; the adoption of new, or changes to existing, laws and regulations; flaws in the assumptions underlying the calculation of the number of the company's active users; the termination of or changes to the company's relationships with its partners and other third parties; changes in the company's and its partners' responses to privacy concerns; the company's plans to launch new products and online services and monetize its full user base; the company's ability to attract and retain active and subscription users; the company's ability to retain key personnel and attract new talent; the company's ability to adequately protect its intellectual property; flaws in the company's internal controls or IT systems; the company's geographic expansion plans; the anticipated costs and benefits of the company's acquisitions; the outcome of ongoing or any future litigation or arbitration, including litigation or arbitration relating to intellectual property rights; the company's legal and regulatory compliance efforts; and worldwide economic conditions and their impact on demand for the company's products and services. Given these risks and uncertainties, you should not place undue reliance on these forward-looking statements.

Further information on these factors and other risks that may affect the company's business is included in filings AVG makes with the Securities and Exchange Commission (SEC) from time to time, including its Annual Report on Form 20-F, particularly under the heading "Risk Factors".

The financial information contained in this press release should be read in conjunction with the consolidated financial statements and notes thereto to be included in the company's report on Form 6-K. The company's results of operations for the third quarter ended September 30, 2012 are not necessarily indicative of the company's operating results for any future periods.

These documents are available online from the SEC or in the Investor Relations section of our website at <http://investors.avg.com>. Information on our website is not part of this release. All forward-looking statements in this press release are based on information currently available to us, and we assume no obligation to update these forward-looking statements in light of new information or future events.

About AVG

AVG's mission is to simplify, optimize and secure the Internet experience, providing peace of mind to a connected world. AVG's powerful yet easy-to-use software and online services put users in control of their Internet experience. By choosing AVG's software and services, users become part of a trusted global community that benefits from inherent network effects, mutual protection and support. AVG has grown its user base to 143 million active users as of September 30, 2012 and offers a product portfolio that targets the consumer and small business markets and includes Internet security, PC performance optimization, online backup, mobile security, identity protection and family safety software.

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AVG Technologies N.V.

Condensed Consolidated Balance Sheets

(In Thousands)

	December 31, 2011	September 30, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 60,740	\$ 86,703
Trade accounts receivable, net	25,363	34,993
Inventories	883	932
Deferred income taxes	18,394	18,394
Prepaid expenses	3,975	4,841
Prepaid share issuance cost	6,820	0
Other current assets	6,363	7,153
Total current assets	122,538	153,016
Property and equipment, net	12,436	12,303
Deferred income taxes	59,750	56,770
Intangible assets, net	35,035	36,850
Goodwill	71,367	72,277
Investment in equity affiliate	511	333
Investments	9,750	9,750
Other assets	248	2,510
Total assets	\$ 311,635	\$ 343,809
LIABILITIES, PREFERRED SHARES AND SHAREHOLDERS DEFICIT		
Current liabilities:		
Accounts payable	11,035	9,983
Accrued compensation and benefits	15,941	18,876
Accrued expenses and other current liabilities	30,878	27,298
Current portion of long term debt	41,125	18,700
Income taxes payable	4,161	3,361
Deferred revenue	120,269	131,361
Total current liabilities	223,409	209,579
Long-term debt, less current portion	184,315	134,202
Deferred revenue, less current portion	30,839	30,844
Other non-current liabilities	3,397	3,646
Total liabilities	441,960	378,271
Class D preferred shares	191,954	0
Ordinary shares	476	722
Additional paid-in capital (Distributions in excess of capital)	(388,225)	(136,341)
Treasury shares	0	(3,869)
Accumulated other comprehensive loss	(6,324)	(5,129)
Retained earnings	71,794	110,155
Total shareholders deficit	(322,279)	(34,462)

Total liabilities, preferred shares and shareholders deficit	\$	311,635	\$	343,809
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	Three months ended September 30,		Nine months ended September 30,	
	2011	2012	2011	2012
Revenue:				
Subscription	\$ 43,942	\$ 49,226	\$ 130,071	\$ 143,210
Platform-derived	27,228	46,027	68,022	117,551
Total revenue	71,170	95,253	198,093	260,761
Cost of revenue:				
Subscription	5,832	5,794	17,287	19,597
Platform-derived	3,352	9,548	6,517	20,214
Total cost of revenue	9,184	15,342	23,804	39,811
Gross profit	61,986	79,911	174,289	220,950
Operating expenses:				
Sales and marketing	19,190	22,298	53,904	63,710
Research and development	8,835	11,833	24,478	38,981
General and administrative	18,332	16,784	35,984	48,588
Total operating expenses	46,357	50,915	114,366	151,279
Operating income	15,629	28,996	59,923	69,671
Other expense, net	(5,535)	(6,383)	(12,278)	(17,732)
Income before income taxes and loss from investment in equity affiliate	10,094	22,613	47,645	51,939
Benefit (Provision) for income taxes	(3,373)	(3,581)	52,212	(10,845)
Loss from investment in equity affiliate	(61)	(69)	(180)	(178)
Net income	6,660	18,963	99,677	40,916
Comprehensive income				
Net income	\$ 6,660	\$ 18,963	\$ 99,677	\$ 40,916
Preferred share dividends	(1,802)	0	(5,406)	(753)
Distributed and undistributed earnings to participating securities	(1,214)	0	(27,513)	0
Net income available to ordinary shareholders	\$ 3,644	\$ 18,963	\$ 66,758	\$ 40,163
Net income available to ordinary shareholders - basic	\$ 3,644	\$ 18,963	\$ 66,758	\$ 40,163
Net income available to ordinary shareholders - diluted	\$ 3,644	\$ 18,963	\$ 66,758	\$ 40,916
Earnings per ordinary share - basic	\$ 0.10	\$ 0.35	\$ 1.85	\$ 0.77
Earnings per ordinary share - diluted	\$ 0.09	\$ 0.35	\$ 1.72	\$ 0.75
Weighted-average shares outstanding - basic	36,000,000	54,232,743		