Dolby Laboratories, Inc.
Form 10-Q
February 05, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the Quarterly Period Ended January 1, 2016
OR

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

For the Transition Period From To
Commission File Number: 001-32431

DOLBY LABORATORIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	90-0199783	
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)	
1275 Market Street San Francisco, CA	94103-1410	(415) 558-0200
(Address of principal executive offices)	(Zip Code)	(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 ý No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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 ý No ¨
Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý
On January 29, 2016, the registrant had 52,221,668 shares of Class A common stock, par value $0.001 per share, and 48,574,390 shares of Class B common stock, par value $0.001 per share, outstanding.

Table of Contents

DOLBY LABORATORIES, INC.
FORM 10-Q
For the Fiscal Quarter Ended January 1, 2016
TABLE OF CONTENTS

	PART I – FINANCIAL INFORMATION	
Item 1.	Unaudited Interim Condensed Consolidated Financial Statements	4
	Unaudited Interim Condensed Consolidated Balance Sheets	4
	Unaudited Interim Condensed Consolidated Statements of Operations	5
	Unaudited Interim Condensed Consolidated Statements of Comprehensive Income	6
	Unaudited Interim Condensed Consolidated Statements of Stockholders' Equity	7
	Unaudited Interim Condensed Consolidated Statements of Cash Flows	8
	Notes to Unaudited Interim Condensed Consolidated Financial Statements	9
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	26
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	39
Item 4.	Controls and Procedures	41
	PART II – OTHER INFORMATION	
Item 1.	Legal Proceedings	42
Item 1A.	Risk Factors	42
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	53
Item 6.	Exhibits	54
	Signatures	

Table of Contents

GLOSSARY OF TERMS

The following table summarizes certain terms and abbreviations that may be used within the text of this report:

Abbreviation	Term
AAC	Advanced Audio Coding
AOCI	Accumulated Other Comprehensive Income
APIC	Additional-Paid In-Capital
ASP	Average Selling Price
ASU	Accounting Standards Update
ATSC	Advanced Television Systems Committee
AVR	Audio/Video Receiver
CODM	Chief Operating Decision-Maker
COGS	Cost Of Goods Sold
COSO	Committee Of Sponsoring Organizations (Of The Treadway Commission)
DCI	Digital Cinema Initiative
DD	Dolby Digital®
DD+	Dolby Digital Plus™
DMA	Digital Media Adapter
DTV	Digital Television
DVB	Digital Video Broadcasting
DVD	Digital Versatile Disc
EPS	Earnings Per Share
ESP	Estimated Selling Price
ESPP	Employee Stock Purchase Plan
FASB	Financial Accounting Standards Board
FCPA	Foreign Corrupt Practices Act
G&A	General & Administrative
GAAP	Generally Accepted Accounting Principles
HDR	High Dynamic Range
HDTV	High Definition Television
HE AAC	High Efficiency Advanced Audio Coding
HEVC	High Efficiency Video Coding
HFR	High Frame Rate
HTIB	Home Theater In-A-Box
IC	Integrated Circuit
IMB	Integrated Media Block
IPO	Initial Public Offering
IPTV	Internet Protocol Television
ISO	Incentive Stock Option
ISV	Independent Software Vendor
IT	Information Technology
LCD	Liquid Crystal Display
LP	Limited Partner/Partnership
ME	Multiple Element
NATO	North American Theatre Owners
NOL	Net Operating Loss
NQ	Non-Qualified/Non-Statutory Stock Option
OCI	Other Comprehensive Income
ODD	Optical Disc Drive

OECD	Organization For Economic Co-Operation & Development
OEM	Original Equipment Manufacturer
OTT	Over-The-Top
PC	Personal Computer
PCS	Post-Contract Support
PP&E	Property, Plant And Equipment
PSO	Performance-Based Stock Option
R&D	Research & Development
RSU	Restricted Stock Unit
S&M	Sales & Marketing
SAR	Stock Appreciation Rights
SERP	Supplemental Executive Retirement Plan
SoC	System-On-A-Chip
STB	Set-Top Box
TAM	Total Available Market
TPE	Third Party Evidence
TSR	Total Stockholder Return
UHD	Ultra High Definition
U.S. GAAP	Generally Accepted Accounting Principles In The United States
VSOE	Vendor Specific Objective Evidence

Table of Contents

PART I - FINANCIAL INFORMATION
ITEM 1. UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	January 1, 2016 (unaudited)	September 25, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$467,099	$531,926
Restricted cash	4,331	2,936
Short-term investments	139,144	138,901
Accounts receivable, net of allowance for doubtful accounts of $1,456 and $1,542	89,935	101,563
Inventories	14,237	13,872
Prepaid expenses and other current assets	23,195	32,031
Total current assets	737,941	821,229
Long-term investments	266,904	321,015
Property, plant and equipment, net	410,063	403,091
Intangible assets, net	224,151	127,507
Goodwill	308,374	307,708
Deferred taxes	154,277	143,279
Other non-current assets	11,894	9,464
Total assets	$2,113,604	$2,133,293
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$12,207	$20,710
Accrued liabilities	159,635	169,307
Income taxes payable	2,701	754
Deferred revenue	21,992	18,910
Total current liabilities	196,535	209,681
Long-term deferred revenue	33,813	30,581
Other non-current liabilities	71,074	77,024
Total liabilities	301,422	317,286
Stockholders' equity:		
Class A, $0.001 par value, one vote per share, 500,000,000 shares authorized: 52,089,249 shares issued and outstanding at January 1, 2016 and 50,291,426 at September 25, 2015	52	51
Class B, $0.001 par value, ten votes per share, 500,000,000 shares authorized: 48,681,489 shares issued and outstanding at January 1, 2016 and 50,743,311 at September 25, 2015	49	51
Additional paid-in capital	—	17,571
Retained earnings	1,816,318	1,800,857
Accumulated other comprehensive income/(loss)	(12,923)	(11,462)

Total stockholders' equity – Dolby Laboratories, Inc.	1,803,496	1,807,068
Controlling interest	8,686	8,939
Total stockholders' equity	1,812,182	1,816,007
Total liabilities and stockholders' equity	$2,113,604	$2,133,293

See accompanying notes to unaudited interim condensed consolidated financial statements

Table of Contents

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Revenue:		
Licensing	$211,129	$216,598
Products	24,809	13,263
Services	4,876	4,377
Total revenue	240,814	234,238
Cost of revenue:		
Cost of licensing	6,533	3,481
Cost of products	19,038	12,584
Cost of services	4,195	3,345
Total cost of revenue	29,766	19,410
Gross margin	211,048	214,828
Operating expenses:		
Research and development	53,328	48,594
Sales and marketing	74,454	68,018
General and administrative	44,078	44,716
Restructuring charges/(credits)	—	(39)
Total operating expenses	171,860	161,289
Operating income	39,188	53,539
Other income/expense:		
Interest income	1,297	900
Interest expense	(29)	(15)
Other income/(expense), net	(972)	(108)
Total other income	296	777
Income before income taxes	39,484	54,316
Provision for income taxes	(8,473)	(12,379)
Net income including controlling interest	31,011	41,937
Less: net (income) attributable to controlling interest	(110)	(580)
Net income attributable to Dolby Laboratories, Inc.	$30,901	$41,357
Net Income Per Share:		
Basic	$0.31	$0.40
Diluted	$0.30	$0.40
Weighted-Average Shares Outstanding:		
Basic	100,734	102,303

Diluted	101,931	104,275
Related party rent expense:		
Included in operating expenses	$781	$788
Included in net income attributable to controlling interest	$176	$1,153
Cash dividend declared per common share	$0.12	$0.10
Cash dividend paid per common share	$0.12	$0.10

See accompanying notes to unaudited interim condensed consolidated financial statements

Table of Contents

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Net income including controlling interest	$31,011	$41,937
Other comprehensive income:		
Foreign currency translation adjustments, net of tax	(750)	(5,553)
Unrealized losses) on available-for-sale securities, net of tax	(860)	(177)
Comprehensive income	29,401	36,207
Less: comprehensive (income)/loss attributable to controlling interest	39	(52)
Comprehensive income attributable to Dolby Laboratories, Inc.	$29,440	$36,155

See accompanying notes to unaudited interim condensed consolidated financial statements

Table of Contents

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(unaudited)

	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Dolby Laboratories, Inc.	Controlling Interest	Total
Balance at September 25, 2015	$102	$ 17,571	$1,800,857	$ (11,462)	$ 1,807,068	$ 8,939	$1,816,007
Net income	—	—	30,901	—	30,901	110	31,011
Currency translation adjustments, net of tax of $343	—	—	—	(601)	(601)	(149)	(750)
Unrealized losses on investments, net of tax of $168	—	—	—	(860)	(860)	—	(860)
Distributions to controlling interest	—	—	—	—	—	(214)	(214)
Stock-based compensation expense	—	19,380	—	—	19,380	—	19,380
Repurchase of common stock	(2)	(36,121)	(3,326)	—	(39,449)	—	(39,449)
Cash dividends declared and paid on common stock	—	—	(12,114)	—	(12,114)	—	(12,114)
Tax (deficiency) from employee stock plans	—	(976)	—	—	(976)	—	(976)
Common stock issued under employee stock plans	—	9,986	—	—	9,986	—	9,986
Tax withholdings on vesting of restricted stock	1	(9,840)	—	—	(9,839)	—	(9,839)
Balance at January 1, 2016	$101	$ —	$1,816,318	$ (12,923)	$ 1,803,496	$ 8,686	$1,812,182

	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Dolby Laboratories, Inc.	Controlling Interest	Total
Balance at September 26, 2014	$103	$ 46,415	$1,660,485	$ 3,014	$ 1,710,017	$ 21,631	$1,731,648
Net income	—	—	41,357	—	41,357	580	41,937
Currency translation adjustments, net of tax of $528	—	—	—	(5,025)	(5,025)	(528)	(5,553)
Unrealized gains on investments, net of tax of $166	—	—	—	(177)	(177)	—	(177)
Distributions to controlling interest	—	—	—	—	—	(5,591)	(5,591)
Stock-based compensation expense	—	17,842	—	—	17,842	—	17,842
Repurchase of common stock	(1)	(16,952)	—	—	(16,953)	—	(16,953)
Cash dividends declared and paid on common stock	—	—	(10,228)	—	(10,228)	—	(10,228)
	—	1,509	—	—	1,509	—	1,509

Tax benefit from employee stock plans							
Common stock issued under employee stock plans	1	7,510	—	—	7,511	—	7,511
Tax withholdings on vesting of restricted stock	—	(10,846)	—	—	(10,846)	—	(10,846)
Exercise of class B stock options	—	1	—	—	1	—	1
Balance at December 26, 2014	$103	$45,479	$1,691,614	$(2,188)	$1,735,008	$16,092	$1,751,100

See accompanying notes to unaudited interim condensed consolidated financial statements

Table of Contents

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Operating activities:		
Net income including controlling interest	$31,011	$41,937
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	21,814	16,524
Stock-based compensation	19,380	17,842
Amortization of premium on investments	1,605	2,391
Excess tax benefit from exercise of stock options	(300)	(1,944)
Provision for doubtful accounts	(322)	(376)
Deferred income taxes	(10,488)	(6,310)
Other non-cash items affecting net income	445	653
Changes in operating assets and liabilities:		
Accounts receivable	11,961	(22,442)
Inventories	(877)	(2,997)
Prepaid expenses and other assets	(3,567)	(4,473)
Accounts payable and other liabilities	(14,574)	(46,801)
Income taxes, net	5,014	3,692
Deferred revenue	6,319	4,452
Other non-current liabilities	(26)	1,297
Net cash provided by operating activities	67,395	3,445
Investing activities:		
Purchase of investments	(85,299)	(110,508)
Proceeds from sales of investment securities	121,770	63,454
Proceeds from maturities of investment securities	14,610	42,700
Purchases of PP&E	(24,368)	(21,661)
Payments for business acquisitions, net of cash acquired	—	(93,516)
Purchase of intangible assets	(105,270)	(6,416)
Proceeds from sale of PP&E and assets held for sale	—	3
Change in restricted cash	(1,395)	102
Net cash used in investing activities	(79,952)	(125,842)
Financing activities:		
Proceeds from issuance of common stock	9,986	7,512
Repurchase of common stock	(39,449)	(16,953)
Payment of cash dividend	(12,114)	(10,228)
Distribution to controlling interest	(214)	(5,591)
Excess tax benefit from the exercise of stock options	300	1,944
Shares repurchased for tax withholdings on vesting of restricted stock	(9,839)	(10,846)
Net cash used in financing activities	(51,330)	(34,162)

Effect of foreign exchange rate changes on cash and cash equivalents	(940)	(2,798)
Net decrease in cash and cash equivalents	(64,827)	(159,357)
Cash and cash equivalents at beginning of period	531,926	568,472
Cash and cash equivalents at end of period	$467,099	$409,115
Supplemental disclosure:		
Cash paid for income taxes, net of refunds received	$13,973	$13,739
Non-cash investing and financing activities:		
Change in PP&E purchased and unpaid at period-end	$(3,636)	$33,260
Purchase consideration payable for acquisition	$95	$740

See accompanying notes to unaudited interim condensed consolidated financial statements

Table of Contents

DOLBY LABORATORIES, INC.
NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

Unaudited Interim Condensed Consolidated Financial Statements

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with U.S. GAAP, and with SEC rules and regulations, which allow for certain information and footnote disclosures that are normally included in annual financial statements prepared in accordance with GAAP to be condensed or omitted. In our opinion, these unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements for the fiscal year ended September 25, 2015 and include all adjustments necessary for fair presentation. The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with our consolidated financial statements for the fiscal year ended September 25, 2015, which are included in our Annual Report on Form 10-K filed with the SEC.

The results for the fiscal quarter ended January 1, 2016 are not necessarily indicative of the results to be expected for any subsequent quarterly or annual financial period, including the fiscal year ending September 30, 2016.

Principles of Consolidation

The unaudited interim condensed consolidated financial statements include the accounts of Dolby Laboratories, Inc. and our wholly owned subsidiaries. In addition, we have consolidated the financial results of jointly owned affiliated companies in which our principal stockholder has a controlling interest. We report these controlling interests as a separate line in our consolidated statements of operations as net income attributable to controlling interest and in our consolidated balance sheets as a controlling interest. We eliminate all intercompany accounts and transactions upon consolidation.

Operating Segments

We operate as a single reporting segment, and thus all required financial segment information is included in our unaudited interim condensed consolidated financial statements. This determination reflects the fact that our CODM, our Chief Executive Officer, evaluates our financial information and resources, and assesses the performance of these resources on a consolidated basis.

Use of Estimates

The preparation of our financial statements in accordance with GAAP requires management to make certain estimates and assumptions that affect the amounts reported and disclosed in our unaudited interim condensed consolidated financial statements and accompanying notes. Significant items subject to such estimates and assumptions include estimated selling prices for elements sold in ME revenue arrangements; valuation allowances for accounts receivable; carrying values of inventories and certain property, plant, and equipment, goodwill and intangible assets; fair values of investments; accrued liabilities including liabilities for unrecognized tax benefits, deferred income tax assets and liabilities and stock-based compensation. Actual results could differ from our estimates.

Fiscal Year

Our fiscal year is a 52 or 53 week period ending on the last Friday in September. The fiscal periods presented herein include the 14 week period ended January 1, 2016 and the 13 week period December 26, 2014. Our fiscal year ended September 25, 2015 (fiscal 2015) consisted of 52 weeks while our fiscal year ending September 30, 2016 (fiscal 2016) will consist of 53 weeks.

Reclassifications

We have reclassified certain prior period amounts within our consolidated financial statements and accompanying notes to conform to our current period presentation. These reclassifications did not affect total revenue, operating income, operating cash flows or net income.

Table of Contents

2. Summary of Significant Accounting Policies

We continually assess any ASUs or other new accounting pronouncements issued by the FASB to determine their applicability and impact on us. Where it is determined that a new accounting pronouncement will result in a change to our financial reporting, we take the appropriate steps to ensure that such changes are properly reflected in our consolidated financial statements or notes thereto.

Recently Issued Accounting Standards

Adopted Standards

Balance Sheet Classification - Deferred Taxes. During the first quarter of fiscal 2016, we elected to early-adopt ASU 2015-17, Balance Sheet Classification of Deferred Taxes. The new standard requires classification of all deferred tax assets and liabilities as non-current, which represents a change from our historical presentation whereby certain of our deferred tax assets and liabilities were classified as current, and the remainder were classified as non-current. We elected a transition method to apply the changes from the new standard on a retrospective basis, and upon adoption, reclassified $97.1 million of deferred tax assets from current assets to non-current assets on our consolidated balance sheet as of September 25, 2015.

With the exception of the impact from the adoption of ASU 2015-17 discussed above, there have not been any changes to our significant accounting policies from those that were described in our Form 10-K for the prior fiscal year ended September 25, 2015.

Standards Not Yet Effective

Revenue Recognition. In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This new standard will replace existing revenue recognition guidance in U.S. GAAP when it becomes effective, and may also impact the accounting for certain direct costs associated with revenues. The new standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that this standard will have on our consolidated financial statements and related disclosures, and have yet to select a transition method or determine the effect of the standard on our ongoing financial reporting. The new standard is effective for us, and we intend to adopt it beginning September 29, 2018. Although permitted, we do not intend to early adopt the new standard beginning September 30, 2017.

Consolidation. In February 2015, the FASB issued ASU No. 2015-02, Consolidation: Amendments to the Consolidation Analysis, which amends the consolidation requirements in ASC 810 and significantly changes the consolidation analysis required under U.S. GAAP. Among others, the ASU significantly amends how variable interests held by a reporting entity’s related parties or de facto agents affect its consolidation conclusion. The ASU is effective for us on October 1, 2016. Early adoption is permitted, including adoption in an interim period. We have not yet selected the timing, the transition method or determined the effect of the standard on our ongoing financial reporting.

Inventory. In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory, which affects reporting entities that measure inventory using first-in, first-out (FIFO) or average cost. Specifically, ASU 2015-11 requires that inventory be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments in this Update are effective for us beginning September 30, 2017, and early adoption is permitted. We are currently evaluating the impact of adoption on our consolidated financial statements.

3. Composition of Certain Financial Statement Captions

The following tables present detailed information from our consolidated balance sheets as of January 1, 2016 and September 25, 2015 (amounts displayed in thousands, except as otherwise noted).

10

Table of Contents

Accounts Receivable

Accounts Receivable, Net	January 1, 2016	September 25, 2015
Trade accounts receivable	$86,129	$94,559
Accounts receivable from patent administration program customers	5,262	8,546
Accounts receivable, gross	91,391	103,105
Less: allowance for doubtful accounts	(1,456)	(1,542)
Total	$89,935	$101,563

Inventories

Inventories	January 1, 2016	September 25, 2015
Raw materials	$2,600	$3,246
Work in process	4,338	3,279
Finished goods	7,299	7,347
Total	$14,237	$13,872

Inventories are stated at the lower of cost (first-in, first-out) or market. Inventory with a consumption period expected to exceed twelve months is recorded within other non-current assets in our consolidated balance sheets. In addition to the amounts shown in the table above, we have included $1.4 million and $1.4 million of raw materials inventory within other non-current assets in our consolidated balance sheets as of January 1, 2016 and September 25, 2015, respectively. Based on anticipated inventory consumption rates, and aside from existing write-downs due to excess inventory, we do not believe that material risk of obsolescence exists prior to ultimate sale.

Prepaid Expenses And Other Current Assets

Prepaid Expenses And Other Current Assets	January 1, 2016	September 25, 2015
Prepaid expenses	$14,901	$13,680
Other current assets	7,338	7,525
Income tax receivable	956	10,826
Total	$23,195	$32,031

Accrued Liabilities

Accrued Liabilities	January 1, 2016	September 25, 2015
Accrued royalties	$2,057	$1,951
Amounts payable to patent administration program partners	45,336	40,466
Accrued compensation and benefits	51,410	70,317
Accrued professional fees	5,003	6,523
Other accrued liabilities	55,829	50,050
Total	$159,635	$169,307

Other accrued liabilities include the accrual for unpaid PP&E additions of $21.1 million and $20.5 million as of January 1, 2016 and September 25, 2015, respectively.

Other Non-Current Liabilities

Other Non-Current Liabilities	January 1, 2016	September 25, 2015
Supplemental retirement plan obligations	$2,480	$2,400
Non-current tax liabilities	57,011	62,843
Other liabilities	11,583	11,781
Total	$71,074	$77,024

4. Investments & Fair Value Measurements

Investment Strategy. Under our investment management strategy, we use cash holdings to purchase investment grade securities that are diversified among security types, industries and issuers. Each of the investments within our investment portfolio is measured at fair value, and is recorded within cash equivalents, short-term investments, and long-term investments in our consolidated balance sheets.

Table of Contents

With the exception of our mutual fund investments held in our supplemental retirement plan, all of our investments are classified as available-for-sale securities. Investments held in our supplemental retirement plan are classified as trading securities. Our investments primarily consist of municipal debt securities, corporate bonds, United States agency securities and commercial paper. In addition to the security types noted above, our cash and cash equivalents also consist of highly-liquid money market funds. Consistent with our investment policy, none of the municipal debt investments that we hold are supported by letters of credit or standby purchase agreements.

Our cash and investment portfolio, which is recorded as cash equivalents and both short and long-term investments, consists of the following (in thousands):

	January 1, 2016						
	Cost	Unrealized			Estimated Fair Value		
		Gains	Losses	Total	Level 1	Level 2	Level 3
Cash and cash equivalents:							
Cash	$417,973			$417,973			
Cash equivalents:							
Money market funds	49,126	—	—	49,126	49,126		
Cash and cash equivalents	467,099	—	—	467,099	49,126	—	—
Short-term investments:							
Commercial paper	13,843	—	(11)	13,832		13,832	
Corporate bonds	83,258	9	(103)	83,164		83,164	
Municipal debt securities	42,116	39	(7)	42,148		42,148	
Short-term investments	139,217	48	(121)	139,144	—	139,144	—
Long-term investments:							
Certificate of deposit (1)	8,500	—	—	8,500		8,500	
U.S. agency securities	999	1	—	1,000	1,000		
Government bonds	30,486	1	(186)	30,301	30,301		
Corporate bonds	149,384	40	(563)	148,861		148,861	
Municipal debt securities	75,035	41	(87)	74,989		74,989	
Other long-term investments (2)	2,812	441	—	3,253	441		
Long-term investments	267,216	524	(836)	266,904	31,742	232,350	—
Total cash, cash equivalents, and investments	$873,532	$572	$(957)	$873,147	$80,868	$371,494	$—
Investments held in supplemental retirement plan:							
Assets	2,579			2,579	2,579		
Included in prepaid expenses and other current assets & other non-current assets							
Liabilities	2,579			2,579	2,579		
Included in accrued liabilities & other non-current liabilities							
Contingent consideration related to acquisition:							
Liabilities	95			95			95
Included in accrued liabilities							

(1) The certificate of deposit includes marketable securities, and has a maturity in excess of one year as of January 1, 2016.

(2) Other long-term investments as of January 1, 2016 include a marketable equity security of $0.4 million, and other investments that are not carried at fair value including an equity method investment of $0.3 million and two cost method investments of $2.0 million and $0.5 million.

Table of Contents

	September 25, 2015						
	Cost	Unrealized			Estimated Fair Value		
		Gains	Losses	Total	Level 1	Level 2	Level 3
Cash and cash equivalents:							
Cash	$511,736			$511,736			
Cash equivalents:							
Money market funds	19,014	—	—	19,014	19,014		
Corporate bonds	1,176	—	—	1,176		1,176	
Cash and cash equivalents	531,926	—	—	531,926	19,014	1,176	—
Short-term investments:							
Government bonds	2,000	1	—	2,001	2,001		
Commercial paper	6,478	—	—	6,478		6,478	
Corporate bonds	86,543	46	(11)	86,578		86,578	
Municipal debt securities	43,746	98	—	43,844		43,844	
Short-term investments	138,767	145	(11)	138,901	2,001	136,900	—
Long-term investments:							
U.S. agency securities	1,999	1	—	2,000	2,000		
Government bonds	30,505	19	(17)	30,507	30,507		
Corporate bonds	167,394	138	(392)	167,140		167,140	
Municipal debt securities	117,552	189	(60)	117,681		117,681	
Other long-term investments (1)	2,961	726	—	3,687	726		
Long-term investments	320,411	1,073	(469)	321,015	33,233	284,821	—
Total cash, cash equivalents, and investments	$991,104	$1,218	$(480)	$991,842	$54,248	$422,897	$—
Investments held in supplemental retirement plan:							
Assets	2,498			2,498	2,498		
Included in prepaid expenses and other current assets & other non-current assets							
Liabilities	2,498			2,498	2,498		
Included in accrued liabilities & other non-current liabilities							
Contingent consideration related to acquisition:							
Liabilities	95			95			95
Included in accrued liabilities							

(1) Other long-term investments as of September 25, 2015 include a marketable equity security of $0.7 million, and other investments that are not carried at fair value including an equity method investment of $0.5 million and two cost method investments of $2.0 million and $0.5 million.

Fair Value Hierarchy. Fair value is the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants at the measurement date. We minimize the use of unobservable inputs and use observable market data, if available, when determining fair value. We classify our inputs to measure fair value using the following three-level hierarchy:

Level 1: Quoted prices in active markets at the measurement date for identical assets and liabilities. We base the fair value of our Level 1 financial instruments, which are traded in active markets, using quoted market prices for identical instruments.

Level 2: Prices may be based upon quoted prices in active markets or inputs not quoted on active markets but are corroborated by market data. We obtain the fair value of our Level 2 financial instruments from a professional pricing service, which may use quoted market prices for identical or comparable instruments, or model driven valuations using observable market data or inputs corroborated by observable market data. To validate the fair value determination provided by our primary pricing service, we perform quality controls over values received which include comparing our pricing service provider's assessment of the fair values of our investment securities against the fair values of our investment securities obtained from another independent source, reviewing the pricing movement in the context of overall market trends, and reviewing trading information from our investment managers. In addition, we assess the inputs and methods used in determining the fair value in order to determine the classification of securities in the fair value hierarchy.

Level 3: Unobservable inputs are used when little or no market data is available and reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

Table of Contents

Securities In Gross Unrealized Loss Position. We periodically evaluate our investments for other-than- temporary declines in fair value. The unrealized losses on our available-for-sale securities were primarily the result of unfavorable changes in interest rates subsequent to the initial purchase of these securities. The following table presents the gross unrealized losses and fair value for those available-for-sale securities that were in an unrealized loss position as of January 1, 2016 and September 25, 2015 (in thousands):

	January 1, 2016		September 25, 2015	
Investment Type	Fair Value	Gross Unrealized Losses (1)	Fair Value	Gross Unrealized Losses (1)
U.S. agency securities	$29,302	$(186)	$19,005	$(17)
Commercial paper	13,832	(11)	—	—
Corporate bonds	195,014	(666)	148,034	(403)
Municipal debt securities	60,886	(94)	35,476	(60)
Total	$299,034	$(957)	$202,515	$(480)

(1) Our available-for-sale securities in an unrealized loss position were in such position for less than twelve months as of both January 1, 2016 and September 25, 2015.

Although we had certain securities that were in an unrealized loss position as of January 1, 2016, we expect to recover the full carrying value of these securities as we do not intend to, nor do we currently anticipate a need to sell these securities prior to recovering the associated unrealized losses. As a result, we do not consider any portion of the unrealized losses at either January 1, 2016 or September 25, 2015 to represent an other-than-temporary impairment, nor do we consider any of the unrealized losses to be credit losses.

Investment Maturities. The following table summarizes the amortized cost and estimated fair value of the available-for-sale securities within our investment portfolio based on stated maturities as of January 1, 2016 and September 25, 2015, which are recorded within cash equivalents and both short and long-term investments in our consolidated balance sheets (in thousands):

	January 1, 2016		September 25, 2015	
Range of maturity	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within 1 year	$187,978	$187,904	$158,957	$159,090
Due in 1 to 2 years	133,489	133,256	173,571	173,577
Due in 2 to 3 years	130,915	130,395	143,879	143,752
Total	$452,382	$451,555	$476,407	$476,419

5. Property, Plant & Equipment

Property, plant and equipment are recorded at cost, with depreciation expense included in cost of products, cost of services, R&D, S&M and G&A expenses in our consolidated statements of operations. PP&E consist of the following (in thousands):

Property, Plant And Equipment	January 1, 2016	September 25, 2015
Land	$43,497	$43,537
Buildings and building improvements	257,723	248,390
Leasehold improvements	59,861	61,455
Machinery and equipment	73,583	70,143
Computer systems and software	142,990	136,666
Furniture and fixtures	27,115	25,489
Cinema equipment provided under operating leases	13,796	7,638
Construction-in-progress	5,669	11,448
Property, plant and equipment, gross	624,234	604,766
Less: accumulated depreciation	(214,171)	(201,675)
Property, plant and equipment, net	$410,063	$403,091

14

Table of Contents

6. Goodwill & Intangible Assets

Goodwill

The following table outlines changes to the carrying amount of goodwill (in thousands):

	Goodwill
Balance at September 25, 2015	$307,708
Translation adjustments	666
Balance at January 1, 2016	$308,374

Intangible Assets

Our intangible assets are stated at their original cost less accumulated amortization, and principally consist of acquired technology, patents, trademarks, customer relationships and contracts. Intangible assets subject to amortization consist of the following (in thousands):

	January 1, 2016			September 25, 2015		
Intangible Assets, Net	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Acquired patents and technology	$279,082	$(82,497)	$196,585	$172,787	$(74,398)	$98,389
Customer relationships	56,889	(29,897)	26,992	56,933	(28,275)	28,658
Other intangibles	22,776	(22,202)	574	22,564	(22,104)	460
Total	$358,747	$(134,596)	$224,151	$252,284	$(124,777)	$127,507

During both the first quarter of fiscal 2016 and the first quarter of fiscal 2015, we purchased various patents and developed technology for cash consideration that enable us to further develop our audio, imaging and potential product offerings.

Patent Portfolio Acquisition. On September 30, 2015, we completed an asset purchase of a patent portfolio that fits within our existing patent licensing programs for total consideration of $105.0 million. These assets are categorized within the "Acquired patents and technology intangible asset class", and will be amortized over their weighted-average useful life of 9.0 years.

Other. During the first quarter of fiscal 2016, we also acquired other intangible assets for cash consideration of $0.3 million, which will be amortized over their weighted-average useful life of 18.0 years.

With regard to our purchase of intangible assets during the periods presented, the following table summarizes the cash consideration paid, the weighted-average useful lives over which the acquired assets will be amortized using the greater of either the straight-line basis or a ratio-to-revenue method, and the classification of their amortized expense in our consolidated statements of operations:

Fiscal Period	Total Purchase Consideration	Weighted-Average Useful Life	Income Statement Classification: Amortization Expense
	(in millions)	(in years)	
Fiscal 2015			
Q1 - Quarter ended December 26, 2014	$6.4	18.0	Cost of Revenue
Fiscal 2016			
Q1 - Quarter ended January 1, 2016	$105.3	9.0	Cost of Revenue

Amortization expense for our intangible assets is included in cost of licensing, cost of products, R&D and S&M expenses in our consolidated statements of operations. Amortization expense was $8.5 million and $5.4 million in the first quarter of fiscal 2016 and 2015, respectively. As of January 1, 2016, estimated amortization expense in future

Table of Contents

fiscal periods was as follows (in thousands):

Fiscal Year	Amortization Expense
Remainder of 2016	$24,478
2017	29,846
2018	24,157
2019	23,634
2020	23,371
Thereafter	98,665
Total	$224,151

7. Stockholders' Equity & Stock-Based Compensation

We provide stock-based awards as a form of compensation for employees, officers and directors. We have issued stock-based awards in the form of stock options and RSUs under our equity incentive plans, as well as shares under our ESPP.

Common Stock - Class A and Class B

Our Board of Directors has authorized two classes of common stock, Class A and Class B. At January 1, 2016, we had authorized 500,000,000 Class A shares and 500,000,000 Class B shares. At January 1, 2016, we had 52,089,249 shares of Class A common stock and 48,681,489 shares of Class B common stock issued and outstanding. Holders of our Class A and Class B common stock have identical rights, except that holders of our Class A common stock are entitled to one vote per share and holders of our Class B common stock are entitled to ten votes per share. Shares of Class B common stock can be converted to shares of Class A common stock at any time at the option of the stockholder and automatically convert upon sale or transfer, except for certain transfers specified in our amended and restated certificate of incorporation.

Stock Incentive Plans

2005 Stock Plan. In January 2005, our stockholders approved our 2005 Stock Plan, which our Board of Directors adopted in November 2004. The 2005 Stock Plan became effective on February 16, 2005, the day prior to the completion of our initial public offering. Our 2005 Stock Plan, as amended and restated, provides for the ability to grant ISOs, NQs, restricted stock, RSUs, SARs, deferred stock units, performance units, performance bonus awards and performance shares. A total of 29.0 million shares of our Class A common stock is authorized for issuance under the 2005 Stock Plan. For awards granted prior to February 2011, any shares subject to an award with a per share price less than the fair market value of our Class A common stock on the date of grant and any shares subject to an outstanding RSU award will be counted against the authorized share reserve as two shares for every one share subject to the award, and if returned to the 2005 Stock Plan, such shares will be counted as two shares for every one share returned. For those awards granted from February 2011 onward, any shares subject to an award with a per share price less than the fair market value of our Class A common stock on the date of grant and any shares subject to an outstanding RSU award will be counted against the authorized share reserve as 1.6 shares for every one share subject to the award, and if returned to the 2005 Stock Plan, such shares will be counted as 1.6 for every one share returned.

Stock Options. Stock options are generally granted at fair market value on the date of grant. Options granted to employees and officers prior to June 2008 generally vest over four years, with equal annual cliff-vesting and expire on the earlier of 10 years after the date of grant or 3 months after termination of service. Options granted to employees and officers from June 2008 onward generally vest over four years, with 25% of the shares subject to the option becoming exercisable on the one-year anniversary of the date of grant and the balance of the shares vesting in equal monthly installments over the following 36 months. These options expire on the earlier of 10 years after the date of grant or 3 months after termination of service. All options granted vest over the requisite service period and upon the exercise of stock options, we issue new shares of Class A common stock under the 2005 Stock Plan. Our 2005 Stock Plan also allows us to grant stock awards which vest based on the satisfaction of specific performance criteria.

Performance-Based Stock Options. On December 15, 2015, we granted PSOs to our executive officers with shares of our Class A common stock underlying such options. The contractual term for the PSOs is seven years, with vesting

contingent upon market-based performance conditions, representing the achievement of specified Dolby annualized TSR targets at the end of a three-year measurement period ending December 15, 2018. If the minimum conditions are met, the PSOs earned will cliff vest on the third anniversary of the grant date, upon certification of

Table of Contents

achievement of the performance conditions by our Compensation Committee. Anywhere from 0% to 125% of the shares subject to a PSO may vest based on achievement of the performance conditions at the end of the three-year performance period.

During the first quarter of fiscal 2016, we granted 419,623 PSOs to our executive officers. In valuing the PSOs which will be recognized as compensation cost, we used a Monte Carlo valuation model. Aside from the use of an expected term for the PSOs commensurate with their shorter contractual term, the nature of the valuation inputs used in the Monte Carlo valuation model were consistent with those used to value our non-performance based options granted under the 2005 Plan. Compensation cost is being amortized on a straight-line basis over the requisite service period.

The following table summarizes information about all stock options issued under our 2005 Stock Plan:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value (1)
	(in thousands)		(in years)	(in thousands)
Options outstanding at September 25, 2015	8,835	$ 35.85		
Grants	2,167	33.15		
Exercises	(196)	28.02		
Forfeitures and cancellations	(122)	40.40		
Options outstanding at January 1, 2016	10,684	35.39	7.5	$16,417
Options vested and expected to vest at January 1, 2016	9,849	35.31	7.4	16,130
Options exercisable at January 1, 2016	5,188	$ 33.65	6.1	14,117

(1) Aggregate intrinsic value is based on the closing price of our common stock on December 31, 2015 of $33.65 and excludes the impact of options that were not in-the-money.

Restricted Stock Units. Beginning in fiscal 2008, we began granting RSUs to certain directors, officers and employees under our 2005 Stock Plan. Awards granted to employees and officers generally vest over four years, with equal annual cliff-vesting. Awards granted to directors prior to November 2010 generally vest over three years, with equal annual cliff-vesting. Awards granted after November 2010 and prior to fiscal 2014 to new directors vest over approximately two years, with 50% vesting per year, while awards granted from November 2010 onward to ongoing directors generally vest over approximately one year. Awards granted to new directors from fiscal 2014 onward vest on the earlier of the first anniversary of the award's date of grant, or the day immediately preceding the date of the next annual meeting of stockholders that occurs after the award's date of grant. Our 2005 Stock Plan also allows us to grant RSUs which vest based on the satisfaction of specific performance criteria, although no such awards have been granted as of January 1, 2016. At each vesting date, the holder of the award is issued shares of our Class A common stock. Compensation expense from these awards is equal to the fair market value of our common stock on the date of grant and is recognized on a straight-line basis over the requisite service period.

The following table summarizes information about RSUs issued under our 2005 Stock Plan:

	Shares	Weighted-Average Grant Date Fair Value
	(in thousands)	
Non-vested at September 25, 2015	2,830	$40.73
Granted	1,133	33.19
Vested	(817)	36.11
Forfeitures	(44)	39.60
Non-vested at January 1, 2016	3,102	$39.21

Employee Stock Purchase Plan. Our plan allows eligible employees to have up to 10 percent of their eligible compensation withheld and used to purchase Class A common stock, subject to a maximum of $25,000 worth of stock purchased in a calendar year or no more than 1,000 shares in an offering period, whichever is less. An offering period

consists of successive six-month purchase periods, with a look back feature to our stock price at the commencement of a one-year offering period. The plan provides for a discount equal to 15 percent of the lower of the closing price of our common stock on the New York Stock Exchange on the first and last day of the offering periods. The plan also includes an automatic reset feature that provides for an offering period to be reset and recommenced to a new lower-priced offering if the offering price of a new offering period is less than that of the immediately preceding offering period.

Table of Contents

Stock Option Valuation Assumptions

We use the Black-Scholes option pricing model to determine the estimated fair value of employee stock options at the date of the grant. The Black-Scholes model includes inputs that require us to make certain estimates and assumptions regarding the expected term of the award, as well as the future risk-free interest rate, and the volatility of our stock price over the expected term of the award.

Expected Term. The expected term of an award represents the estimated period of time that options granted will remain outstanding, and is measured from the grant date to the date at which the option is either exercised or canceled. Our determination of the expected term involves an evaluation of historical terms and other factors such as the exercise and termination patterns of our employees who hold options to acquire our common stock, and is based on certain assumptions made regarding the future exercise and termination behavior.

Risk-Free Interest Rate. The risk-free interest rate is based on the yield curve of United States Treasury instruments in effect on the date of grant. In determining an estimate for the risk-free interest rate, we use average interest rates based on these instruments' constant maturities with a term that approximates and corresponds with the expected term of our awards.

Expected Stock Price Volatility. The expected volatility represents the estimated volatility in the price of our common stock over a time period that approximates the expected term of the awards, and is determined using a blended combination of historical and implied volatility. Historical volatility is representative of the historical trends in our stock price for periods preceding the measurement date for a period that is commensurate with the expected term. Implied volatility is based upon externally traded option contracts of our common stock.

Dividend Yield. The dividend yield is based on our anticipated dividend payout over the expected term of our option awards. Dividend declarations and the establishment of future record and payment dates are subject to the Board of Directors' continuing determination that the dividend policy is in the best interests of our stockholders. The dividend policy may be changed or canceled at the discretion of the Board of Directors at any time.

The weighted-average assumptions used in the determination of the fair value of our stock options were as follows:

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Expected term (in years)	5.24	4.58
Risk-free interest rate	1.8%	1.5%
Expected stock price volatility	29.8%	29.7%
Dividend yield	1.4%	0.9%

Stock-Based Compensation Expense

Stock-based compensation expense for equity awards granted to employees is determined by estimating their fair value on the date of grant, and recognizing that value as an expense on a straight-line basis over the requisite service period in which our employees earn the awards. Compensation expense related to these equity awards is recognized net of estimated forfeitures, which reduce the expense recorded in the consolidated statements of operations. The selection of applicable estimated forfeiture rates is based on an evaluation of trends in our historical forfeiture data with consideration for other potential driving factors. If in subsequent periods actual forfeitures significantly differ from our initial estimates, we will revise such estimates accordingly.

The following two tables separately present stock-based compensation expense both by award type and classification in our consolidated statements of operations (in thousands):

Table of Contents

Expense - By Award Type

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Compensation Expense - By Type		
Stock options	$6,366	$6,283
Restricted stock units	12,076	10,215
Employee stock purchase plan	938	1,344
Total stock-based compensation	19,380	17,842
Benefit from income taxes	(5,706)	(5,151)
Total stock-based compensation, net of tax	$13,674	$12,691

Expense - By Income Statement Line Item Classification

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Compensation Expense - By Classification		
Cost of products	$280	$246
Cost of services	129	122
Research and development	5,107	5,274
Sales and marketing	7,710	5,909
General and administrative	6,154	6,291
Total stock-based compensation	19,380	17,842
Benefit from income taxes	(5,706)	(5,151)
Total stock-based compensation, net of tax	$13,674	$12,691

The tax benefit that we recognize from certain exercises of ISOs and shares issued under our ESPP are excluded from the tables above. This benefit was as follows (in thousands):

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Tax benefit - stock option exercises & shares issued under ESPP	$95	$168

Unrecognized Compensation Expense. At January 1, 2016, total unrecorded compensation expense associated with employee stock options expected to vest was approximately $45.5 million, which is expected to be recognized over a weighted-average period of 2.7 years. At January 1, 2016, total unrecorded compensation expense associated with RSUs expected to vest was approximately $90.7 million, which is expected to be recognized over a weighted-average period of 2.9 years.

Common Stock Repurchase Program

In November 2009, we announced a stock repurchase program ("program"), providing for the repurchase of up to $250.0 million of our Class A common stock. The following table summarizes the initial amount of authorized repurchases as well as additional repurchases approved by our Board of Directors as of January 1, 2016 (in thousands):

Authorization Period	Authorization Amount
Fiscal 2010: November 2009	$250,000
Fiscal 2010: July 2010	300,000
Fiscal 2011: July 2011	250,000
Fiscal 2012: February 2012	100,000
Fiscal 2015: October 2014	200,000
Total	$1,100,000

19

Table of Contents

Stock repurchases under the program may be made through open market transactions, negotiated purchases, or otherwise, at times and in amounts that we consider appropriate. The timing of repurchases and the number of shares repurchased depend upon a variety of factors, including price, regulatory requirements, the rate of dilution from our equity compensation plans and other market conditions. The program does not have a specified expiration date, and can be limited, suspended or terminated at our discretion at any time without prior notice. Shares repurchased under the program will be returned to the status of authorized but unissued shares of Class A common stock. As of January 1, 2016, the remaining authorization to purchase additional shares is approximately $113.3 million.
The following table provides information regarding share repurchase activity under the program during fiscal 2016:

Quarterly Repurchase Activity	Shares Repurchased	Cost (1)	Average Price Paid Per Share (2)
		(in thousands)	
Q1 - Quarter ended January 1, 2016	1,140,700	$39,449	$34.57
Total	1,140,700	$39,449	

(1) Cost of share repurchases includes the price paid per share and applicable commissions.
(2) Average price paid per share excludes commission costs.

Dividend
In October 2014, our Board of Directors initiated a recurring quarterly dividend program for our stockholders. The following table summarizes the dividend payments made under the program during fiscal 2016:

Fiscal Period	Declaration Date	Record Date	Payment Date	Cash Dividend Per Common Share	Dividend Payment	
Fiscal 2016						
Q1 - Quarter ended January 1, 2016	January 25, 2016	February 8, 2016	February 17, 2016	$0.12	$12.1 million	(1)

(1) The amount of the dividend payment is estimated based on the number of shares of our Class A and Class B common stock that we estimate will be outstanding as of the Record Date.

8. Accumulated Other Comprehensive Income
Other comprehensive income consists of two components: unrealized gains or losses on our available-for-sale marketable investment securities and the gain or loss from foreign currency translation adjustments. Until realized and reported as a component of net income, these comprehensive income items accumulate and are included within accumulated other comprehensive income, a subsection within stockholders' equity in our consolidated balance sheet. Unrealized gains and losses on our investment securities are reclassified from AOCI into earnings when realized upon sale, and are determined based on specific identification of securities sold. Gains and losses from the translation of assets and liabilities denominated in non-U.S. dollar functional currencies are included in AOCI.

Table of Contents

The following table summarizes the changes in the accumulated balances during the period, and includes information regarding the manner in which the reclassifications out of AOCI into earnings affect our consolidated statements of operations (in thousands):

	Fiscal Quarter Ended January 1, 2016		
	Investment Securities	Currency Translation Adjustments	Total
Balance, beginning of period	$350	$(11,812)	$(11,462)
Other comprehensive income/(loss) before reclassifications:			
Unrealized (losses) - investment securities	(1,159)		(1,159)
Foreign currency translation (losses) (1)		(944)	(944)
Income tax effect - benefit	199	343	542
Net of tax	(960)	(601)	(1,561)
Amounts reclassified from AOCI into earnings:			
Realized gains - investment securities (1)	131		131
Income tax effect - (expense) (2)	(31)		(31)
Net of tax	100	—	100
Net current-period other comprehensive income/(loss)	(860)	(601)	(1,461)
Balance, end of period	$(510)	$(12,413)	$(12,923)

	Fiscal Quarter Ended December 26, 2014		
	Investment Securities	Currency Translation Adjustments	Total
Balance, beginning of period	$505	$2,509	$3,014
Other comprehensive income/(loss) before reclassifications:			
Unrealized (losses) - investment securities	(385)		(385)
Foreign currency translation (losses) (1)		(5,553)	(5,553)
Income tax effect - benefit	180	528	708
Net of tax	(205)	(5,025)	(5,230)
Amounts reclassified from AOCI into earnings:			
Realized gains - investment securities (1)	42		42
Income tax effect - (expense) (2)	(14)		(14)
Net of tax	28	—	28
Net current-period other comprehensive income/(loss)	(177)	(5,025)	(5,202)
Balance, end of period	$328	$(2,516)	$(2,188)

(1) Realized gains or losses from the sale of our available-for-sale investment securities or from foreign currency translation adjustments are included within other income/expense, net in our consolidated statements of operations.

(2) The income tax benefit or expense is included within provision for income taxes in our consolidated statements of operations.

Table of Contents

9. Earnings Per Share

Basic EPS is computed by dividing net income attributable to Dolby Laboratories, Inc. by the number of weighted-average shares of Class A and Class B common stock outstanding during the period. Through application of the treasury stock method, diluted EPS is computed in the same manner, except that the number of weighted-average shares outstanding is increased by the number of potentially dilutive shares from employee incentive plans during the period.

Potentially dilutive shares represent the hypothetical number of incremental shares issuable under the assumed exercise of outstanding stock options (both vested and non-vested), vesting of outstanding restricted stock units, and shares issued under our employee stock purchase plan. The calculation of dilutive shares outstanding excludes out-of-the-money stock options (i.e., such options' exercise prices were greater than the average market price of our common shares for the period) because their inclusion would have been antidilutive.

The following table sets forth the computation of basic and diluted EPS attributable to Dolby Laboratories, Inc. (in thousands, except per share amounts):

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Numerator:		
Net income attributable to Dolby Laboratories, Inc.	$30,901	$41,357
Denominator:		
Weighted-average shares outstanding—basic	100,734	102,303
Potential common shares from options to purchase common stock	599	992
Potential common shares from restricted stock units	598	980
Weighted-average shares outstanding—diluted	101,931	104,275
Net income per share attributable to Dolby Laboratories, Inc.:		
Basic	$0.31	$0.40
Diluted	$0.30	$0.40
Antidilutive awards excluded from calculation:		
Stock options	5,698	2,683
Restricted stock units	215	159

10. Income Taxes

Our income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits reflect management's best assessment of estimated current and future taxes to be paid. We are subject to income taxes in both the United States and numerous foreign jurisdictions. Significant judgments and estimates are required in determining the consolidated income tax expense.

Unrecognized Tax Benefit

As of January 1, 2016, the total amount of gross unrecognized tax benefits was $59.9 million, of which $49.0 million, if recognized, would reduce our effective tax rate. As of September 25, 2015, the total amount of gross unrecognized tax benefits was $65.2 million, of which $53.0 million, if recognized, would reduce our effective tax rate. The decrease was due to the effective settlement of an IRS tax examination in which the related tax reserve balance was re-classified from long-term income tax payable to current income tax payable. Our net liability for unrecognized tax benefits is classified within other non-current liabilities in our consolidated balance sheets.

Withholding Taxes

We recognize licensing revenue gross of withholding taxes, which our licensees remit directly to their local tax authorities, and for which we receive a partial foreign tax credit in our income tax provision. The foreign current tax

includes this withholding tax expense while the appropriate foreign tax credit benefit is included in current federal and foreign taxes. Withholding taxes were as follows (in thousands):

Table of Contents

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Withholding taxes	$9,782	$12,200

Effective Tax Rate

Each period, the combination of multiple different factors can impact our effective tax rate. These factors include both recurring items such as tax rates and the relative amount of income earned in foreign jurisdictions, as well as discrete items such as changes to our uncertain tax positions, that may occur in, but are not necessarily consistent between periods.

Our effective tax rate decreased from 23% in the first quarter of fiscal 2015 to 21% in the first quarter of fiscal 2016, which reflects an increased benefit from federal R&D tax credits. The overall decrease in the rate was partially offset by the impact of our settlement of the I.R.S. audit for tax years 2011 and 2012.

11. Restructuring

Restructuring charges recorded in our statement of operations represent costs associated with separate individual restructuring plans implemented in various fiscal periods. The extent of our costs arising as a result of these actions, including fluctuations in related balances between fiscal periods, is based on the nature of activities under the various plans.

No restructuring charges were recorded in the fiscal quarter ended January 1, 2016, while our statement of operations for the fiscal quarter ended December 26, 2014 reflects a credit of an immaterial amount coinciding with the completion of activity under our fiscal 2014 restructuring plan.

Accruals for restructuring charges are included within accrued liabilities in our consolidated balance sheets while restructuring charges/(credits) are included within restructuring charges/(credits) in our consolidated statements of operations.

12. Commitments & Contingencies

In the ordinary course of business, we enter into contractual agreements with third parties that include non-cancelable payment obligations, for which we are liable in future periods. These arrangements can include terms binding us to minimum payments and/or penalties if we terminate the agreement for any reason other than an event of default as described by the agreement. The following table presents a summary of our contractual obligations and commitments as of January 1, 2016 (in thousands):

	Payments Due By Fiscal Period						
	Remainder Of Fiscal 2016	Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Thereafter	Total
Naming rights	$3,763	$7,619	$7,715	$7,811	$7,909	$102,980	$137,797
Donation commitments	—	6,045	67	67	67	738	6,984
Operating leases	10,127	11,891	10,045	8,056	7,531	30,657	78,307
Purchase obligations	11,394	2,612	—	—	—	—	14,006
Total	$25,284	$28,167	$17,827	$15,934	$15,507	$134,375	$237,094

Naming Rights. We are party to an agreement for naming rights and related benefits with respect to the Dolby Theatre in Hollywood, California, the location of the Academy Awards®. The term of the agreement is 20 years, over which we will make payments on a semi-annual basis until fiscal 2032. Our payment obligations are conditioned in part on the Academy Awards® being held and broadcast from the Dolby Theatre.

Table of Contents

Donation Commitments. During fiscal 2014, we entered into an agreement to contribute and install imaging and audio products to the Museum of the Academy of Motion Picture Arts and Sciences in Los Angeles, California, and provide maintenance services for a fifteen-year period following the Museum's expected opening date in 2017, in exchange for various marketing, branding and publicity benefits.

Operating Leases. Operating lease payments represent our commitments for future minimum rent made under non-cancelable leases for office space, including those payable to our principal stockholder and portions attributable to the controlling interests in our wholly owned subsidiaries.

Purchase Obligations. Purchase obligations primarily consist of our commitments made under agreements to purchase goods and services for purposes that include IT and telecommunications, marketing and professional services, and manufacturing and other research and development activities.

Indemnification Clauses. On a limited basis, our contractual agreements will contain a clause under which we have agreed to provide indemnification to the counterparty, most commonly to licensees in connection with licensing arrangements that include our intellectual property. Additionally, and although not a contractual requirement, we have at times elected to defend our licensees from third party intellectual property infringement claims. Since the terms and conditions of our contractual indemnification clauses do not explicitly specify our obligations, we are unable to reasonably estimate the maximum potential exposure for which we could be liable. Furthermore, we have not historically made any payments in connection with any such obligation and believe there to be a remote likelihood that any potential exposure in future periods would be of a material amount. As a result, no amounts have been accrued in our consolidated financial statements with respect to the contingent aspect of these indemnities.

13. Business Combinations

Doremi Technologies, LLC.

On October 31, 2014 ("acquisition date"), we completed our acquisition of all outstanding interests of Doremi Technologies, LLC. ("Doremi"), a privately held company, and certain assets related to the business of Doremi from Doremi Labs, Inc. and Highlands Technologies SAS (the "Doremi-related assets") for cash consideration of $98.4 million and up to an additional $20.0 million in contingent consideration that may be earned over a four-year period following the closing of the acquisition. Upon acquisition, the fair value of the contingent consideration liability was estimated as $0.7 million and was determined by applying a discounted and probability-weighted approach to potential shipments of specified products over the four-year period. Based on a revision to initial estimates, the fair value of this liability was remeasured to $0.1 million as of September 25, 2015. No further changes to our estimates have since been made, and accordingly the liability of $0.1 million remains included within our consolidated balance sheet as of January 1, 2016.

The following table summarizes the purchase price allocation made to the net tangible and intangible assets acquired (including cash of $8.4 million) and liabilities assumed based on their acquisition date fair values, with the excess amount recorded as goodwill, which is representative of the expected benefits and synergies from the integration of Doremi technology with ours as well as their assembled workforce.

Purchase Price Allocation	
Current assets	$17,231
Inventories	16,372
Intangible assets	45,600
Goodwill	39,672
Current liabilities	(11,653)
Non-current liabilities	(8,820)
Cash consideration paid to sellers	98,402
Add: contingent consideration	740
Total purchase consideration	$99,142

The following table summarizes the fair values allocated to the various intangible assets acquired (in thousands), the weighted-average useful lives over which they will be amortized using the straight-line method, and the classification

of their amortized expense in our consolidated statements of operations. The value of these acquired intangibles was determined based on the present value of estimated future cash flows under various valuation techniques and inputs.

Table of Contents

Intangible Assets Acquired	Purchase Price Allocation	Weighted-Average Useful Life (Years)	Income Statement Classification: Amortization Expense
Customer relationships	$25,600	10	Sales & Marketing
Developed technology	17,500	7.5	Cost of Sales
Trade name	1,300	1	Sales & Marketing
Backlog	1,200	1	Cost of Sales
Total	$45,600		

Total acquisition-related costs incurred in connection with the transaction were $6.3 million, of which $0.4 million were recorded during the fiscal quarter ended December 26, 2014 and none thereafter. These costs were included in G&A expenses in our consolidated statements of operations. Pro forma financial information for Doremi's post-acquisition results is not deemed significant and is thus not provided.

14. Legal Matters

In December 2013, the Korean Fair Trade Commission (“KFTC”) initiated a review of the Company under Korean competition law. The KFTC requested information relating to our business practices in Korea and we cooperated during its review. As a result of this review, in July 2015, the KFTC issued an order and we agreed to modify certain terms in our standard licensing agreements going forward without admitting to any liability or wrongdoing.

In March 2014, the National Development and Reform Commission of China (“NDRC”) initiated a review of our business practices under the Chinese competition laws, and requested information relating to our business practices in China. In early May 2015, the NDRC confirmed that the matters under review have been resolved on mutually agreeable terms. The implementation of these terms remains ongoing.

We are involved in various legal proceedings that occasionally arise in the normal course of business. These can include claims of alleged infringement of intellectual property rights, commercial, employment and other matters. In our opinion, resolution of these proceedings is not expected to have a material adverse impact on our operating results or financial condition. Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period, including as a result of required changes to our licensing terms, monetary penalties and other potential consequences. However, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our consolidated financial statements, any such amount is either immaterial, or it is not possible to provide an estimated amount of any such potential loss.

Table of Contents

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

The following discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements reflecting our current expectations and are subject to risks and uncertainties, including, but not limited to statements regarding: operating results and underlying measures; demand and acceptance for our technologies and products; market growth opportunities and trends; our plans, strategies and expected opportunities; future competition; our stock repurchase plan; and our dividend policy. Use of words such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" or similar expr indicates a forward-looking statement. Actual results may differ materially from those discussed in these forward-looking statements due to a number of factors, including the risks set forth in Part II, Item 1A, "Risk Factors." Such forward-looking statements are based on management's reasonable current assumptions and expectations. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report on Form 10-Q to conform our prior statements to new developments or actual results.

OVERVIEW

Dolby Laboratories creates audio, imaging, and voice technologies that transform entertainment and communications at the cinema, at home, at work and on mobile devices. Founded in 1965, our core strengths stem from expertise in digital signal processing and compression technologies that have transformed the ability of artists to convey entertainment experiences to their audiences through recorded media. Such technologies led to the development of our noise-reduction systems for analog tape recordings, and have since evolved into multichannel sound for cinema, digital television transmissions and devices, OTT video services, DVD and Blu-ray discs, gaming consoles, and mobile devices. More recently, our technologies have played a prominent role in the development of the next generation of audio for the cinema, home entertainment, mobile and gaming experiences. Today, we derive the majority of our revenue from licensing our audio technologies. We also provide products and services that enable content creators and distributors to produce, encode, transmit and playback content for superior consumer experiences. We have also developed new applications, most recently for voice conferencing, as well as imaging solutions that enable HDR picture quality in televisions and cinemas.

Revenue Generation

The following table presents a summary of the composition of our revenues for all periods presented:

	Fiscal Quarter Ended	
Revenue	January 1, 2016	December 26, 2014
Licensing	88%	92%
Products	10%	6%
Services	2%	2%
Total	100%	100%

We license our technologies in over 50 countries, and our licensees distribute products that incorporate our technologies throughout the world. As shown in the table below, we generate a significant portion of our revenue from outside the United States. Geographic data for our licensing revenue is based on the location of our licensees' headquarters. Products revenue is based on the destination to which we ship our products, while services revenue is based on the location where services are performed.

	Fiscal Quarter Ended	
Revenue By Geographic Location	January 1, 2016	December 26, 2014
United States	27%	26%

International	73%	74%

We have active licensing arrangements with over 540 electronics product OEMs and software developer licensees. As of January 1, 2016, we had approximately 5,600 issued patents relating to technologies from which we derive a significant portion of our licensing revenue. We have approximately 1,080 trademark registrations throughout

Table of Contents

the world for a variety of wordmarks, logos, and slogans. These trademarks are an integral part of our technology licensing program as licensees typically place them on their products which incorporate our technologies to inform consumers that they have met our quality specifications.

Licensing

The following table presents the composition of our licensing business and revenues for all periods presented:

	Fiscal Quarter Ended		
Market	January 1, 2016	December 26, 2014	Main Offerings Incorporating Our Technologies
Broadcast	48%	41%	Televisions & STBs
PC	15%	16%	Windows operating systems & DVD software players
Consumer Electronics	13%	15%	DVD and Blu-ray Disc devices, AVRs, DMAs, HTIBs & Soundbars
Mobile	10%	16%	Smartphones, tablets & other mobile devices
Other	14%	12%	Gaming consoles, auto DVD, audio conferencing & Dolby Cinema
Total	100%	100%	

We have various licensing models: a two-tier model, an integrated licensing model, a patent licensing model, and most recently, a revenue-sharing model.

Two-Tier Licensing Model. Most of our consumer entertainment licensing business consists of a two-tier licensing model whereby our decoding technologies, included in reference software and firmware code, are first provided under license to a semiconductor manufacturer. The manufacturer then incorporates our technologies in ICs. Licensed semiconductor manufacturers, whom we refer to as “implementation licensees,” sell their ICs to OEMs of consumer entertainment products, which we refer to as “system licensees.” System licensees separately obtain licenses from us that allow them to make and sell finished end-user products that incorporate our technologies in ICs purchased from our implementation licensees.

Implementation licensees pay us a one-time, up-front fee per license. In exchange, the licensee receives a licensing package which includes information useful in implementing our technologies into their chipsets. Once implemented, the licensee sends us a sample chipset for quality control evaluation, and after we validate the design, the licensee may sell the chipset for use to our network of system licensees.

System licensees provide us with prototypes of products, or self-test results of products that incorporate our technologies. Upon our confirmation that our technologies are optimally and consistently incorporated, the system licensee may buy ICs under a license for the same Dolby technology from our network of implementation licensees, and may further sell approved products to retailers, distributors, and consumers.

For the use of our technologies, our system licensees pay an initial licensing fee as well as royalties, which represent the majority of the revenue recognized from these arrangements. The amount of royalties we collect from a system licensee on a particular product depends on a number of factors including the mix of Dolby technologies used, the nature of the implementations, and the volume of products incorporating our technologies that are shipped by the system licensee.

Integrated Licensing Model. We also license our technologies to software operating system vendors and ISVs, and to certain other OEMs that act as combined implementation and system licensees. These licensees incorporate our technologies in their software used on PCs, in mobile applications, or in ICs they manufacture and incorporate into their products. As with the two-tier licensing model, the combined implementation and system licensee pays us an initial licensing fee in addition to royalties as determined by the mix of Dolby technologies used, the nature of the implementations, and the volume of products incorporating our technologies that are shipped, and is subject to the same quality control evaluation process.

Patent Licensing Model. We license our patents directly to manufacturers that use our intellectual property in their products. We also license our patents indirectly through patent pools which are arrangements between multiple patent

owners to jointly offer and license pooled patents to licensees. Finally, we generate service fees for managing patent pools on behalf of third party patent owners through our wholly-owned subsidiary, Via Licensing Corporation. The Via Licensing patent pools enable product manufacturers to efficiently and transparently secure patent licenses for audio coding, interactive television, digital radio and wireless technologies. Currently, most of our revenues earned from patent licensing relate to the licensing of audio encoding technologies.

Table of Contents

Collaboration Arrangements

Dolby Cinema: We partner with cinema exhibitors to create premium large-format cinematic experiences that include a Dolby Vision projection system, a Dolby Atmos audio system, and venue design concepts at new and pre-existing theaters of multi-cinema complexes. We receive royalties based on a percentage of box-office receipts from the installed theaters.

Dolby Voice: We enter into arrangements with audio conferencing providers where, in return for licensing our intellectual property and know-how, we earn revenues based on specified metrics.

Settlements & Back Payments From Licensees. Due to ongoing collection efforts, licensing revenue recognized in any given quarter may include back payments and/or settlements with licensees. Such collections have become a recurring element of our business which we cannot predict with certainty. Within the Results of Operations section, settlements and back payments are collectively referred to as "recoveries."

Products

We design and manufacture audio and imaging products for cinema, television, broadcast, and entertainment industries. Distributed in over 70 countries, these products are used in content creation, distribution, and playback to enhance image and sound quality, and improve transmission and playback. We also market the Dolby Voice conference phone which enhances and optimizes the conference call experience using Dolby Voice.

The following table presents the composition of our products revenue for all periods presented:

	Fiscal Quarter Ended	
Market	January 1, 2016	December 26, 2014
Cinema	98%	90%
Broadcast	2%	10%
Total	100%	100%

Services

We offer a broad array of services to support theatrical and television production for cinema exhibition, broadcast, and home entertainment, as well as support and maintenance for products we sell. Our engineers assist in the integration and support of our technologies and products to create and reproduce both audio and imaging content. The specific areas in which their assistance is provided can involve equipment calibration, mixing room alignment, equalization, as well as color and light image calibration. Our engineers also provide equipment training, system and venue design consultation, as well as on-site technical expertise to cinema operators, film festivals, movie premieres, and trade shows throughout the world.

Table of Contents

EXECUTIVE SUMMARY

We are focused on expanding our leadership in audio solutions for entertainment, and growing revenue from our new experiences. Following are highlights of our first quarter of fiscal 2016 as well as future challenges in key areas:

CORE AUDIO LICENSING

Broadcast

Highlights: We continue to focus on growing our presence in emerging markets where both the potential for increasing TV and STB shipments is significant, and the transition to digital broadcast is still underway, particularly in Asia and Africa. Our strategy is to work with country-specific operators and standards bodies to encourage adoption of our technologies, and renew our value proposition with new offerings. We expect Comcast X1 service to support Dolby Atmos in 2016, and thereby deliver the most immersive broadcast audio experience.

Challenges: To achieve growth and further adoption in emerging markets where conversion to digital television is still underway, our success will be impacted by a number of factors such as regional fragmentation of operators and regulators, and the pace of decision-making and implementation. Globally, we must continue to adapt to changing technologies and methods of content delivery, and must also continue to develop and encourage adoption of new technologies. Further, in some emerging growth countries such as China, we face significant challenges enforcing our contractual and intellectual property rights. The failure of our licensees to accurately report the shipment of products incorporating our technologies may adversely impact future revenues.

Personal Computers

Highlights: Revenues from the PC market account for approximately 15% of our licensing revenues. Our technologies enhance playback in the various Windows operating systems for PCs and tablets, and this functionality is natively supported in Microsoft’s latest browser, Microsoft Edge. Dolby's presence in the browser enables us to reach more users and new types of content, including streaming video entertainment.

Challenges: Demand in this sector has been subject to significant fluctuations. In recent years, unit demand for PCs has been in secular decline and the percentage of PCs with optical disc functionality has also been decreasing.

Consumer Electronics

Highlights: We continue to see opportunities in new and existing use cases such as soundbars, DMAs including Apple TV, and Dolby Atmos for the home. Dolby Atmos is now included in AVRs from numerous leading providers, and more than 29 Dolby Atmos-enabled speakers from 17 partnering companies have been announced or released. In the current fiscal quarter, the Yamaha Dolby Atmos soundbar became available for purchase, and three additional Dolby Atmos soundbars were announced at CES in January 2016 from Samsung, Creative Labs and Philips.

We have worked with major studios to release and distribute movie titles in Dolby Atmos via Blu-ray Disc. In addition, Vudu is currently streaming in Dolby Atmos, and we will continue to work with content developers and distributors to expand entertainment selections using the Dolby Atmos format.

Challenges: We must continue to present compelling reasons for consumers to demand our audio technologies wherever they consume and enjoy premium content. To the extent that OEMs do not incorporate our technologies in current and developing products, our future revenues could be impacted.

Mobile

Highlights: We continue to focus on promoting the adoption of our technologies in smartphones and tablets across the Android™, Windows and Amazon ecosystems. Collectively, these devices now deliver enhanced entertainment experiences by accessing content from an increasing number of OTT services, including Netflix, which is streaming in DD+. In addition, Dolby Atmos is being included in an increasing array of mobile devices.

Table of Contents

Challenges: Growth in this market is dependent on several factors, including our success in collaborating with manufacturers of mobile devices to incorporate our technologies, the development of various ecosystems, which includes the availability of content in Dolby formats, and the performance of the mobile device market as a whole. The rate of new product development in this sector continues to be rapid and can result in dramatic swings in consumer trends as well as design changes that may exclude our technologies. To facilitate our growth, we must work closely with our partners to further enhance the content, distribution and playback on all major ecosystems.

NEW GROWTH INITIATIVES

Dolby Voice®

Opportunity: Dolby Voice is an audio conferencing solution that emulates the in-person meeting experience with superior spatial perception, voice clarity, and background noise suppression. Launched in fiscal 2014 in global partnership with BT®, a leading provider of audio and imaging conferencing systems, the BT MeetMe with Dolby Voice service is available via the desktop, on mobile devices, and using the Dolby Conference Phone which was designed specifically to further enhance and optimize the Dolby Voice experience. In January 2016, we announced that PGi, one of the largest providers of audio conferencing software and services, has been added as another partner who will begin offering Dolby Voice to customers. As further deployment continues, we continue to see a steady increase in the customer base.

Challenges: Our success in this market will depend on the number of conference service providers and enterprise customers we are able to attract, and the volume of usage and Dolby conference phones they ultimately acquire over time.

Dolby Vision™

Opportunity: Dolby Vision is an HDR imaging technology that offers more realistic distinctions in color, brighter highlights, and improved shadow details for cinema and digital TV. This playback technology focuses on the ability of each pixel to contribute to the overall image, and is not dependent on the number of pixels. In January 2016, LG, the world's second largest TV manufacturer, announced that they will feature Dolby Vision in their 2016 OLED and Super UHD LCD TVs. In addition, TCL recently announced the specifics of its first Dolby Vision television, the 65 inch X1 UHD TV. Finally, Vizio began shipping its Vizio Reference Series, the industry's first UHD 4K TV with Dolby Vision. With these developments, we will see a range of TVs coming to market this year at a variety of price points.

In addition to the progress with TV OEMs, SoC providers MStar, MediaTek, Sigma Designs, Realtek and HiSilicon have all indicated that they are supporting Dolby Vision on televisions, which is significant as these partners collectively provide chipsets for a large majority of the current TV market. Additionally, Roku has announced that their next 4K UHD Roku TV reference design for their OEM partners will include Dolby Vision.

To support home entertainment, MGM, Universal Pictures, Warner Bros. Home Entertainment Inc. and Sony Pictures have all announced that they will provide content for the home in Dolby Vision. In addition, Netflix Inc. and Vudu Inc. have indicated that they will stream content in Dolby Vision.

Challenges: To successfully establish Dolby Vision, we will need to continue to expand the array of consumer devices that incorporate Dolby Vision, expand the pipeline of Dolby Vision entertainment available from content creators, and encourage consumer adoption in the face of competing products and technologies.

Dolby Cinema™

Opportunity: In fiscal 2015 and in partnership with established movie theater exhibitors, we launched Dolby Cinema, a branded premium cinema that features spectacular imagery using Dolby Vision laser projection, Dolby Atmos audio technology, and inspired theater design. To date, we have announced four key exhibitors that will have Dolby Cinema sites. These include AMC in the U.S., Wanda in China, Cineplexx in Austria, and JT Biscopen in the Netherlands. The combined commitment from these four exhibitors so far is over 230 Dolby Cinema sites worldwide. Within that total, AMC has indicated that it plans to have 50 sites open by the end of calendar 2016. Dolby Cinema has also attracted strong support from the creative community, as every major studio has released or announced theatrical titles

that take advantage of the audio and visual capabilities of Dolby Cinema. This includes titles such as "Star Wars - The Force Awakens", "The Revenant" , "The Martian", and "Inside Out."

Table of Contents

Challenges: Although the premium large format sector of the cinema industry is currently a growing segment, Dolby Cinema is a new offering and will be in competition with other existing solutions. Our success with this initiative depends in large part on our ability to differentiate our offering, deploy new sites in accordance with plans, provide a compelling experience, and attract and retain a viewing audience.

PRODUCTS

Highlights: In our core cinema markets, we offer servers and audio processors to enable the playback of content in cinemas. Our product revenue base has increased with the inclusion of shipments from Doremi, a leading developer and manufacturer of digital cinema servers that we acquired in the first quarter of fiscal 2015. Product sales have also increased due to shipments of Dolby Atmos. As a stand-alone offering, Dolby Atmos continues to enjoy increasing adoption by studios, content creators, post-production facilities and exhibitors. As of the end of our current fiscal quarter, there are over 1,600 Dolby Atmos-enabled screens installed or committed to be installed, and nearly 400 Dolby Atmos theatrical titles announced or released.

Challenges: Demand for our cinema products is dependent upon industry economic cycles along with our ability to develop and introduce new technologies, further our relationships with content creators, and promote new consumer audio and imaging experiences. To the extent that we do not make progress in these areas, and are unsuccessful in resisting pricing pressures and prevailing over competing technologies, our revenues may be adversely affected.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

For a description of the critical accounting policies that affect our more significant judgments and estimates used in the preparation of our consolidated financial statements, refer to Item 7 on Management Discussion and Analysis in our Fiscal 2015 Annual Report on Form 10-K filed with the SEC.

Table of Contents

RESULTS OF OPERATIONS

For each line item included on our consolidated statements of operations described and analyzed below, the significant factors identified as the leading drivers contributing to the overall fluctuation are presented in descending order according to the quantitative magnitude of their impact on the overall change (from an absolute value perspective). Note that recovery payments received from licensees either in the form of back payments or settlements are collectively referred to as "recoveries."

Our fiscal quarterly and annual reporting periods generally consist of 13 weeks and 52 weeks, respectively. However, our fiscal quarter-to-date period ended January 1, 2016 consisted of 14 weeks and our fiscal year ending September 30, 2016 consists of 53 weeks. The occurrence of an additional week during the current fiscal period results in proportionately higher operating expenses related to compensation, depreciation and amortization that are not entirely offset by incremental revenues that may have been achieved during the additional week.

Revenue and Gross Margin

Licensing

Licensing revenue consists of fees earned from licensing our technologies to customers who incorporate them into their products and services to enable and enhance audio and voice capabilities. The technologies that we license are either internally developed, acquired, or licensed from third parties. Our cost of licensing consists mainly of amortization of purchased intangible assets and intangible assets acquired in business combinations as well as third party royalty obligations paid to license intellectual property that we then sublicense to our customers.

	Fiscal Quarter Ended			
Licensing	January 1, 2016	December 26, 2014	$	%
Revenue	$211,129	$216,598	$(5,469)	(3)%
Percentage of total revenue	88%	92%		
Cost of licensing	6,533	3,481	3,052	88%
Gross margin	204,596	213,117	(8,521)	(4)%
Gross margin percentage	97%	98%		

Quarter-To-Date: Q1'16 vs. Q1'15

Factor	Revenue	Gross Margin
Mobile	â Decrease primarily due to timing of revenue under contractual arrangements	
Broadcast	á Increase in recoveries and higher volumes from TVs	Increase in cost of licensing primarily due to amortization on newly-acquired intangible assets
PC	â Lower units largely attributed to declines in PC market volumes	
CE	â Lower units of AVRs, Blu-ray and DVD players that incorporate our technologies, partially offset by higher units of DMAs and soundbars	â
Other	á Higher units of gaming consoles and increased revenues from the administration of Via Licensing patent pools	

Products

Products revenue is generated from the sale of audio and imaging products for the cinema and television broadcast industries. Cost of products consists primarily of the cost of materials related to products sold, labor and manufacturing overhead, and amortization of certain intangible assets. Our cost of products also includes third party royalty obligations paid to license intellectual property that we include in our products.

	Fiscal Quarter Ended			
Products	January 1, 2016	December 26, 2014	$	%
Revenue	$24,809	$13,263	$11,546	87%
Percentage of total revenue	10%	6%		
Cost of products	19,038	12,584	6,454	51%
Gross margin	5,771	679	5,092	750%

Gross margin percentage	23%	5%

Table of Contents

Quarter-To-Date: Q1'16 vs. Q1'15

Factor	Revenue	Gross Margin
Cinema	á Higher units of digital server products, 3D glasses and cinema audio products	á More favorable product mix from higher units of digital cinema and audio products, and lower charges from excess and obsolete inventory
Other	No significant fluctuations	

Services

Services revenue consists of fees for consulting, commissioning and training services in support of film production and television broadcast, as well as maintenance and support for our products. Cost of services primarily consists of personnel and personnel-related costs for employees performing our professional services, the cost of outside consultants, and other direct expenses incurred on behalf of customers.

	Fiscal Quarter Ended			
Services	January 1, 2016	December 26, 2014	$	%
Revenue	$4,876	$4,377	$499	11%
Percentage of total revenue	2%	2%		
Cost of services	4,195	3,345	850	25%
Gross margin	681	1,032	(351)	(34)%
Gross margin percentage	14%	24%		

Quarter-To-Date: Q1'16 vs. Q1'15

Factor	Revenue	Gross Margin
Configuration & Post-Production	á Higher film mastering and other services	No significant fluctuations
Support & Other	No significant fluctuations	â Higher labor and maintenance-related costs

Operating Expenses

Research & Development

R&D expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, consulting and contract labor costs, depreciation and amortization, facilities costs, costs for outside materials and services, and information technology expenses.

	Fiscal Quarter Ended			
	January 1, 2016	December 26, 2014	$	%
Research and development	$53,328	$48,594	$4,734	10%
Percentage of total revenue	22%	21%		

Quarter-To-Date: Q1'16 vs. Q1'15

Category	Key Drivers
Compensation & Benefits	á Higher employee headcount and merit increases across the existing employee base
Facilities	á Higher costs associated with our new worldwide headquarters and additional laboratories
Product Development	â Lower costs for the funding of various research projects and initiatives aimed at developing new products and technologies
Depreciation & Amortization	á Higher depreciation from assets placed into service

33

Table of Contents

Sales & Marketing

S&M expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, marketing and promotional expenses particularly for events such as trade shows and conferences, travel-related expenses for our sales and marketing personnel, consulting fees, facilities costs, depreciation and amortization, information technology expenses, and legal costs associated with the protection of our intellectual property.

	Fiscal Quarter Ended			
	January 1, 2016	December 26, 2014	$	%
Sales and marketing	$74,454	$68,018	$6,436	9%
Percentage of total revenue	31%	29%		

Quarter-To-Date: Q1'16 vs. Q1'15

Category	Key Drivers
Facilities	á Higher costs associated with our new worldwide headquarters and the opening of new office locations
Marketing Programs	á Higher costs associated with the recent launch of Dolby Cinema and other marketing activities supporting growth initiatives such as Dolby Voice
Stock-Based Compensation	á Higher employee headcount and an increase in volume of award grants relative to the prior fiscal comparative period
Compensation & Benefits	á Higher employee headcount and merit increases across the existing employee base, partially offset by lower variable compensation costs

General & Administrative

G&A expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, depreciation, facilities and information technology costs, as well as professional fees and other costs associated with external consulting and contract labor.

	Fiscal Quarter Ended			
	January 1, 2016	December 26, 2014	$	%
General and administrative	$44,078	$44,716	$(638)	(1)%
Percentage of total revenue	18%	19%		

Quarter-To-Date: Q1'16 vs. Q1'15

Category	Key Drivers
Compensation & Benefits	á Merit increases across the existing employee base and to a lesser extent, higher employee headcount
Facilities Allocation	â Lower proportionate allocations of facility and related expenses since G&A headcount remained relatively unchanged compared to significant R&D and S&M headcount increases
Legal, Professional & Consulting Fees	â Lower costs as the prior fiscal comparative period included expenses incurred in connection with our acquisition of Doremi in fiscal 2015 along with a decrease in costs associated with other legal activities

Restructuring

Restructuring charges recorded in our statement of operations represent costs associated with separate individual restructuring plans implemented in various fiscal periods. The extent of our costs arising as a result of these actions, including fluctuations in related balances between fiscal periods, is based on the nature of activities under the various plans.

No restructuring charges were recorded in the fiscal quarter-to-date period ended January 1, 2016, while our statement of operations for the fiscal quarter-to-date period ended December 26, 2014 reflects a credit coinciding with the completion of activity under our fiscal 2014 restructuring plan. For additional information on this restructuring plan, refer to Note 11 “Restructuring” to our unaudited interim condensed consolidated financial statements.

Table of Contents

Other Income/Expense

Other income/(expense) primarily consists of interest income earned on cash and investments and the net gains/(losses) from foreign currency transactions, derivative instruments, and sales of marketable securities from our investment portfolio.

	Fiscal Quarter Ended			
Other Income/Expense	January 1, 2016	December 26, 2014	$	%
Interest income	$1,297	$900	$397	44%
Interest expense	(29)	(15)	(14)	93%
Other income/(expense), net	(972)	(108)	(864)	800%
Total	$296	$777	$(481)	(62)%

Quarter-To-Date: Q1'16 vs. Q1'15

Category	Key Drivers
Other Income/(Expense)	â Increase in other expense primarily from higher currency translation losses caused by unfavorable fluctuations in foreign exchange rates
Interest Income	á Increase due to higher yields on our investment balances relative to the prior fiscal comparative period

Income Taxes

Our effective tax rate is based on a projection of our annual fiscal year results, and is affected each quarter-end by several factors. These include changes in our projected fiscal year results, recurring items such as tax rates and relative income earned in foreign jurisdictions as well as discrete items such as changes to our uncertain tax positions that may occur in, but are not necessarily consistent between periods. For additional information related to effective tax rates, see Note 10 “Income Taxes” to our consolidated financial statements.

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Provision for income taxes	$(8,473)	$(12,379)
Effective tax rate	21%	23%

Quarter-To-Date: Q1'16 vs. Q1'15

Factor	Impact On Effective Tax Rate
Federal R&D Credits	â Increase in discrete benefits from federal R&D credits
Tax Contingencies	á Reduced benefits due to the impact of the settlement of the I.R.S. audit for tax years 2011 and 2012

Table of Contents

LIQUIDITY, CAPITAL RESOURCES, AND FINANCIAL CONDITION

Our principal sources of liquidity are cash, cash equivalents, and investments, as well as cash flows from operations. We believe that these sources will be sufficient to satisfy our currently anticipated cash requirements through at least the next twelve months. As of January 1, 2016, we had cash and cash equivalents of $467.1 million, which consisted of cash and highly-liquid money market funds. In addition, we had short and long-term investments of $406.0 million, which consisted primarily of municipal debt securities, commercial paper, corporate bonds, and U.S. agency securities.

Our policy is to indefinitely reinvest a portion of our undistributed earnings in certain foreign subsidiaries to support the operations and growth of these subsidiaries. Of our total cash, cash equivalents, and investments held as of January 1, 2016, approximately $521 million, or 60%, was held by our foreign subsidiaries. This represented a $25 million decrease from the $546 million that was held by our foreign subsidiaries as of September 25, 2015. If these undistributed earnings held by foreign subsidiaries are repatriated to the U.S., they may be subject to U.S. federal income taxes and foreign withholding taxes, less the applicable foreign tax credits.

	January 1, 2016	September 25, 2015
	(in thousands)	
Cash and cash equivalents	$467,099	$531,926
Short-term investments	139,144	138,901
Long-term investments	266,904	321,015
Accounts receivable, net	89,935	101,563
Accounts payable and accrued liabilities	171,842	190,017
Working capital (1)	541,406	611,548

(1) Working capital consists of total current assets less total current liabilities.

Capital Expenditures and Uses of Capital

Our capital expenditures consist of purchases of land, building, building fixtures, laboratory equipment, office equipment, computer hardware and software, leasehold improvements, and production and test equipment. We continue to invest in sales and marketing and R&D that contribute to the overall growth of our business and technological innovation.

Business Combinations. During fiscal 2015, we completed the business combination of Doremi and the Doremi-related assets for total purchase consideration of $98.4 million, net of cash acquired. During the first quarter of fiscal 2016, we completed an asset purchase of a patent portfolio that fits within our existing patent licensing programs for total consideration of $105.0 million. For additional details, see Note 13 “Business Combinations” to our interim condensed consolidated financial statements.

We retain sufficient cash holdings to support our operations and we also purchase investment grade securities diversified among security types, industries, and issuers. We have used cash generated from our operations to fund a variety of activities related to our business in addition to our ongoing operations, including business expansion and growth, acquisitions, and repurchases of our common stock. We have historically generated significant cash from operations, however these cash flows and the value of our investment portfolio could be affected by various risks and uncertainties, as described in Part II, Item 1A “Risk Factors.”

Shareholder Return

Since fiscal 2010, we have returned significant cash to stockholders through repurchases of common stock under our repurchase program, a special one-time dividend, and our quarterly dividend program established in fiscal 2015. Refer to Note 7 "Stockholders' Equity & Stock-Based Compensation" to our interim condensed consolidated financial statements for a summary of dividend payments made under the program to date and additional information regarding our stock repurchase program.

Stock Repurchase Program. Our stock repurchase program was established in fiscal 2009, and in October 2014, we announced that our Board of Directors approved an increase to the size of our stock repurchase program by an

additional $200.0 million.

Table of Contents

Quarterly Dividend Program. During the first quarter of fiscal 2015, we announced a recurring quarterly cash dividend program for our stockholders. Under the program, quarterly dividends of $0.10 per share on our Class A and Class B common stock were both declared and paid to eligible stockholders of record for each quarter during fiscal 2015. On October 21, 2015, we announced a cash dividend of $0.12 per share of Class A and Class B common stock, payable on November 10, 2015, to stockholders of record as of the close of business on November 2, 2015.

Cash Flows Analysis

For the following comparative analysis performed for each of the sections of the statement of cash flows, the significant factors identified as the leading drivers contributing to the fluctuation are presented in descending order according to the magnitude of their impact relative to the overall change (amounts displayed in thousands, except as otherwise noted).

Operating Activities

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Net cash provided by operating activities	$67,395	$3,445

Net cash provided by operating activities increased $64.0 million in the fiscal quarter-to-date period ended January 1, 2016 as compared to the fiscal quarter-to-date period ended December 26, 2014, primarily due to the following:

Factor		Impact On Cash Flows
Working Capital	á	Net overall increase attributed to a decrease in accounts receivable and increase in deferred revenue, partially offset by a decrease in accounts payable and accrued liabilities, all due to timing differences
Net Income	â	Increase in operating expenses which exceeded the increase in total revenues

Investing Activities

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Net cash used in investing activities	$(79,952)	$(125,842)
Capital expenditures	(24,368)	(21,661)

Net cash used in investing activities was $45.9 million lower in the fiscal quarter-to-date period ended January 1, 2016 as compared to the fiscal quarter-to-date period ended December 26, 2014, primarily due to the following:

Factor		Impact On Cash Flows
Acquisition Of Intangible Assets	â	Significant cash outflow during fiscal 2016 for the purchase of a patent portfolio (refer to footnote 6 for additional information)
Business Combinations	á	Lower cash outflows as the prior comparable period included our acquisition of Doremi during fiscal 2015
Proceeds From Investments	á	Higher cash inflows from the sale & maturity of marketable investment securities during the current fiscal period
Purchase Of Investments	á	Lower cash outflows for the purchase of marketable investment securities
Capital Expenditures	â	Higher cash expenditures for PP&E

Financing Activities

	Fiscal Quarter Ended	
	January 1, 2016	December 26, 2014
Net cash used in financing activities	$(51,330)	$(34,162)
Repurchase of common stock	(39,449)	(16,953)

Table of Contents

Net cash used in financing activities was $17.2 million higher in the fiscal quarter-to-date period ended January 1, 2016 as compared to the fiscal quarter-to-date period ended December 26, 2014, primarily due to the following:

Factor		Impact On Cash Flows
Share Repurchases	â	Increased cash outflows for a higher volume of common stock repurchases
Partnership Distribution	á	Distributions to our controlling interest for accumulated commercial property leasing fees were lower in the current fiscal period
Dividend Payments	â	Higher cash outflow for the payment of our quarterly cash dividend to common stockholders primarily as a result of a $0.02 per share increase compared to the prior fiscal year

Off-Balance Sheet Arrangements and Contractual Obligations

Our liquidity is not dependent upon the use of off-balance sheet financing arrangements, and we have not entered into any arrangements that are expected to have a material effect on liquidity or the availability of capital resources. Since the end of our most recent fiscal year ended September 25, 2015, there have been no material changes in either our off-balance sheet financing arrangements or contractual obligations outside the ordinary course of business. For additional details regarding our contractual obligations, see Note 12 “Commitments & Contingencies” to our unaudited interim condensed consolidated financial statements.

Indemnification Clauses

We are party to certain contractual agreements under which we have agreed to provide indemnifications of varying scope and duration to the other party relating to our licensed intellectual property. Historically, we have not made any payments for these indemnification obligations and no amounts have been accrued in our consolidated financial statements with respect to these obligations. Since the terms and conditions of the indemnification clauses do not explicitly specify our obligations, we are unable to reasonably estimate the maximum potential exposure for which we could be liable. For additional details regarding indemnification clauses within our contractual agreements, see Note 12 “Commitments & Contingencies” to our consolidated financial statements.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Sensitivity

As of January 1, 2016, we had cash and cash equivalents of $467.1 million, which consisted of cash and highly liquid money market funds. In addition, we had both short and long-term investments of $406.0 million, which consisted primarily of municipal debt securities, corporate bonds, commercial paper and U.S. agency securities. Our investment policy is focused on the preservation of capital and support for our liquidity requirements. Under the policy, we invest in highly rated securities with a minimum credit rating of A- while limiting the amount of credit exposure to any one issuer other than the U.S. government. At January 1, 2016, the weighted-average credit quality of our investment portfolio was AA-, with a weighted-average maturity of approximately fifteen months. We do not invest in financial instruments for trading or speculative purposes, nor do we use leveraged financial instruments. We utilize external investment managers who adhere to the guidelines of our investment policy.

The investments within our fixed-income portfolio are subject to fluctuations in interest rates, which could affect our financial position, and to a lesser extent, results of operations. Based on our investment portfolio balance as of January 1, 2016, hypothetical changes in interest rates of 1% and 0.5% would have an impact on the carrying value of our portfolio of approximately $4.5 million and $2.2 million, respectively

Foreign Currency Exchange Risk

We maintain business operations in foreign countries, most significantly in the United Kingdom, Australia, China, Germany, Poland and the Netherlands. Additionally, a growing portion of our business is conducted outside of the U.S. through subsidiaries with functional currencies other than the U.S. dollar, most notably:

- Australian Dollar
- British Pound
- Chinese Yuan
- Euro
- Indian Rupee
- Japanese Yen
- Korean Won
- Polish Zloty
- Russian Ruble
- Swedish Krona

As a result, we face exposure to adverse movements in currency exchange rates as the financial results of our international operations are translated from local currency into U.S. dollars upon consolidation. The majority of our revenue generated from international markets is denominated in U.S. dollars, while the operating expenses of our foreign subsidiaries are predominantly denominated in local currencies. Therefore, our operating expenses will increase when the U.S. dollar weakens against the local currency and decrease when the U.S. dollar strengthens against the local currency. Additionally, foreign exchange rate fluctuations on transactions denominated in currencies other than the functional currency result in gains or losses that are reflected in our consolidated statements of operations. Our foreign operations are subject to the same risks present when conducting business internationally, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures, foreign exchange rate volatility and other regulations and restrictions.

In an effort to reduce the risk that our earnings will be adversely affected by foreign currency exchange rate fluctuations, we enter into foreign currency forward contracts to hedge against assets and liabilities for which we have foreign currency exchange rate exposure. These derivative instruments are carried at fair value with changes in the fair value recorded to other income, net, in our consolidated statements of operations. While not designated as hedging instruments, these foreign currency forward contracts are used to reduce the exchange rate risk associated primarily with intercompany receivables and payables. These contracts do not subject us to material balance sheet risk due to exchange rate movements as gains and losses on these derivatives are intended to offset gains and losses on the related

receivables and payables for which we have foreign currency exchange rate exposure. As of January 1, 2016 and September 25, 2015, the outstanding derivative instruments had maturities of 33 days or less and the total notional amounts of outstanding contracts were $21.4 million and $22.3 million, respectively. The fair values of these contracts were nominal as of January 1, 2016 and September 25, 2015, and were included within prepaid expenses and other current assets and within accrued liabilities in our consolidated balance sheets. For

Table of Contents

additional information related to our foreign currency forward contracts, see Note 2 "Summary of Significant Accounting Policies" to our consolidated financial statements.

A sensitivity analysis was performed on all of our foreign currency forward contracts as of January 1, 2016. This sensitivity analysis was based on a modeling technique that measures the hypothetical market value resulting from a 10% shift in the value of exchange rates relative to the U.S. dollar. For these forward contracts, duration modeling was used where hypothetical changes are made to the spot rates of the currency. A 10% increase in the value of the U.S. dollar would lead to a decrease in the fair value of our financial instruments by $0.4 million. Conversely, a 10% decrease in the value of the U.S. dollar would result in an increase in the fair value of these financial instruments by $0.4 million.

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Subject to the limitations noted above, our management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the fiscal period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the CEO and CFO have concluded that, as of such date, our disclosure controls and procedures were effective to meet the objective for which they were designed and operate at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended January 1, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various legal proceedings from time to time arising from the normal course of business activities, including claims of alleged infringement of intellectual property rights, commercial, employment, and other matters. In our opinion, resolution of these pending matters is not expected to have a material adverse impact on our operating results or financial condition. Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period; however, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our consolidated financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss.

ITEM 1A. RISK FACTORS

The following risk factors and other information included in this Quarterly Report on Form 10-Q should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not currently known to us or that we currently deem less significant may also affect our business operations or financial results. If any of the following risks actually occur, our business, operating results and financial condition could be materially adversely affected.

REVENUE GENERATION

Markets We Target

Dependence on Sales by Licensees. We depend on OEMs and other licensees to incorporate our technologies into their products. Our license agreements generally do not have minimum purchase commitments, are typically non-exclusive, and frequently do not require incorporation or use of our technologies. Our revenue will decline if our licensees choose not to incorporate our technologies in their products or they sell fewer products incorporating our technologies.

Impact of PC Sales. Revenue from our PC market depends on several factors, including underlying PC unit shipment growth, the extent to which our technologies are included on computers, through operating systems or otherwise, and the terms of any royalties or other payments we receive. We face challenges in the PC market, including:

- Purchasing trends away from traditional PCs and toward computing devices without optical disc drives, such as ultrabooks and tablets;
- Because PC OEMs are required to pay us a higher per-unit royalty for Windows 8 and Windows 10 PCs that include optical disc playback functionality than Windows 8 or Windows 10 PCs that do not include such functionality, the continued decreasing inclusion of optical disc drives in Windows 8 or Windows 10 PCs will result in lower per-unit royalties;
- PC software that includes our technologies on an unauthorized and infringing basis, for which we receive no royalty payments; and
- Continued decreasing inclusion of independent software vendor media applications by PC OEMs.

Declines in Optical Disc Media. For many years, movies have been distributed, purchased, and consumed through optical disc media, such as DVD and more recently, Blu-ray Disc. However, the rapid advancement of online and mobile content delivery has resulted in a trend toward movie downloading and streaming services. We expect the shift away from optical disc media to online and mobile media content consumption to continue, resulting in decreased revenue from DVD and Blu-ray Disc players.

Mobile Industry Risks. Successful penetration of the mobile device market is important to our future growth. The mobile device market, particularly smartphones and tablets, is characterized by rapidly changing market conditions, frequent product introductions and intense competition based on features and price. Our Dolby Digital and DD+ technologies are not mandated as an industry standard for mobile devices. We must continually convince mobile device OEMs and end users of mobile devices of the value of our technologies. With shorter product lifecycles, it is

easier for mobile device OEMs to add or remove our technologies from mobile devices than it was for PC OEMs. In order to increase the value of our technologies in the mobile market, we have worked with online and mobile media content service providers to encode their content with our technologies, which could affect OEM and software

Table of Contents

vendor demand for our decoding technologies. However, the online and mobile media content services markets are also characterized by intense competition, evolving industry standards and business and distribution models, disruptive software and hardware technology developments, frequent product and service introductions and short life cycles, and price sensitivity on the part of consumers, all of which may result in downward pressure on pricing or the removal of our technologies by these providers.

Cinema Industry Risks. Our cinema product sales are subject to fluctuations based on events and conditions in the cinema industry, such as the construction of new screens or upgrade of existing screens. In addition, in the first quarter of fiscal 2015, we launched Dolby Cinema, a branded premium cinema offering for exhibitors and movie audiences that combines Dolby Vision laser projection and Dolby Atmos sound. More recently, we announced a collaboration with Wanda Cinema Line to open 100 Dolby Cinema locations in China over the next five years. Although we have invested, and expect to continue to invest, a substantial amount of time and resources developing Dolby Cinema and building our partnerships in connection with the launch of Dolby Cinema locations, this is a new market for us and we may not recognize a meaningful amount of revenue from these efforts in the near future, or at all, if Dolby Cinema is not ultimately successful. In addition, the success of our Dolby Cinema offering will be tied to the pipeline and success of motion pictures available at Dolby Cinema locations generally.

In addition, a decrease in our ability to develop and introduce new cinema products and services successfully could affect licensing of our consumer technologies, because the strength of our brand and our ability to use professional product developments to introduce new consumer technologies would be impaired. A number of factors can affect the number of movies that are produced, including strikes and work stoppages within the cinema industry and budgetary constraints and changes in cinema industry business models.

Maturity of Digital Cinema Market. The industry transition to digital cinema is essentially complete, and the demand for new digital cinema screens has dropped significantly, leading to lower sales volumes of our cinema products. Future cinema product growth depends on a number of factors, including new theater construction, the introduction of new technologies, such as Dolby Atmos and Dolby Vision, our successful integration of Doremi, and entering into a replacement cycle where previously purchased cinema products are upgraded or replaced. We face a number of challenges relating to the maturity of the digital cinema market, including:

- Exhibitors may choose competing products with different features or lower prices; and
- Pricing and other competitive pressures have caused us to implement pricing strategies which have adversely affected gross margins of our cinema products.

Customers and Distributors

Loss of Key Licensee or Customer. A small number of our licensees or customers may represent a significant percentage of our licensing, products, or services revenue. Although we generally have agreements with these licensees or customers, these agreements typically do not require any minimum purchases or minimum royalty fees and do not prohibit licensees from using competing technologies or customers from purchasing products and services from competitors. Because many of our markets are rapidly evolving, customer demand for our technologies and products can shift quickly. Because of our increased presence in the mobile market where our Dolby Digital and Dolby Digital Plus technologies are not mandated as industry standards, the risk that a large licensee may reduce or eliminate its use of our technologies has increased.

Reliance on Semiconductor Manufacturers. Our licensing revenue from system licensees depends in large part upon the availability of ICs that implement our technologies. IC manufacturers incorporate our technologies into these ICs, which are then incorporated in consumer entertainment products. We do not manufacture these ICs, but rather depend on IC manufacturers to develop, produce, and then sell them to system licensees in accordance with their agreements. We do not control the IC manufacturers' decisions whether or not to incorporate our technologies into their ICs, and we do not control their product development or commercialization efforts.

Consumer Spending Weakness. Weakness in general economic conditions may suppress consumer demand in our markets. Many of the products in which our technologies are incorporated are discretionary goods, such as PCs, televisions, STBs, Blu-ray Disc players, video game consoles, AVRs, mobile devices, in-car entertainment systems,

and home-theater systems. Weakness in general economic conditions may also lead to licensees and customers becoming delinquent on their obligations to us or being unable to pay, resulting in a higher level of write-offs. Economic conditions may increase underreporting and non-reporting of royalty-bearing revenue by our licensees as well as increase the unauthorized use of our technologies.

Reliance on Distributors. We rely significantly on a global network of independent, regional distributors to

Table of Contents

market and distribute our cinema and broadcast products. Our distributor arrangements are non-exclusive and our distributors are not obligated to buy our products and can represent competing products, and they may be unwilling or unable to dedicate the resources necessary to promote our portfolio of products. Our distributors could retain product channel inventory levels that exceed future anticipated sales, which could affect future sales to those distributors. In addition, failure of our distributors to adhere to our policies designed to promote compliance with global anticorruption laws, export controls, and local laws, could subject us to criminal or civil penalties and stockholder litigation.

Marketing and Branding

Importance of Brand Strength. Maintaining and strengthening the Dolby brand is critical to maintaining and expanding our licensing, products, and services business, as well as our ability to offer technologies for new markets, including Dolby Voice for the communications market, Dolby Cinema, Dolby Vision and other imaging offerings for the consumer market, and others. Our continued success depends on our reputation for providing high quality technologies, products, and services across a wide range of entertainment markets, including the consumer entertainment, PC, broadcast, and gaming markets. If we fail to promote and maintain the Dolby brand successfully in licensing, products or services, our business will suffer. Furthermore, we believe that the strength of our brand may affect the likelihood that our technologies are adopted as industry standards in various markets and for various applications. Our ability to maintain and strengthen our brand will depend heavily on our ability to develop innovative technologies for the entertainment industry, to enter into new markets successfully, and to provide high quality products and services in these new markets.

Industry Standards

The entertainment industry depends upon industry standards to ensure compatibility across delivery platforms and a wide variety of consumer entertainment products. We make significant efforts to design our products and technologies to address capability, quality, and cost considerations so that they either meet, or more importantly, are adopted as industry standards across the broad range of entertainment industry markets in which we participate, as well as the markets in which we hope to compete in the future. To have our products and technologies adopted as industry standards, we must convince a broad spectrum of standards-setting organizations throughout the world, as well as our major customers and licensees who are members of such organizations, to adopt them as such. The market for broadcast technologies has traditionally been heavily based on industry standards, often mandated by governments choosing from among alternative standards, and we expect this to be the case in the future.

Difficulty Becoming Incorporated in an Industry Standard. Standards-setting organizations establish technology standards for use in a wide range of consumer entertainment products. It can be difficult for companies to have their technologies adopted as an industry standard, as multiple companies, including ones that typically compete against one another, are involved in the development of new technology standards for use in entertainment-oriented products.

Participants May Choose Among Alternative Technologies within Standards. Even when a standards-setting organization incorporates our technologies in an industry standard for a particular market, our technologies may not be the sole technologies adopted for that market. Our operating results depend upon participants in that market choosing to adopt our technologies instead of competitive technologies that also may be acceptable under such standard. For example, the continued growth of our revenue from the broadcast market will depend upon both the continued global adoption of digital television generally and the choice to use our technologies where it is one of several accepted industry standards.

Being Part of a Standard May Limit Our Licensing Practices. When a standards-setting organization mandates our technologies, we generally must agree to license such technologies on a fair, reasonable, and non-discriminatory basis, which could limit our control over the use of these technologies. In these situations, we must often limit the royalty rates we charge for these technologies and we may be unable to limit to whom we license such technologies or to restrict many terms of the license. We have in the past, and may in the future, be subject to claims that our licensing of industry standard technologies may not conform to the requirements of the standards-setting organization. Allegations such as these could be asserted in private actions seeking monetary damages and injunctive relief, or in regulatory

actions. Claimants in such cases could seek to restrict or change our licensing practices or our ability to license our technologies.

Table of Contents

Royalty Reporting

Our operating results fluctuate based on the risks set forth in this section, as well as on:

- Timing of royalty reports from our licensees and meeting revenue recognition criteria;
- Royalty reports including positive or negative corrective adjustments;
- Retroactive royalties that cover extended periods of time; and
- Timing of revenue recognition under licensing agreements and other contractual arrangements, including recognition of unusually large amounts of revenue in any given quarter because not all of our revenue recognition criteria were met in prior periods.

Inaccurate Licensee Royalty Reporting. We generate licensing revenue primarily from OEMs who license our technologies and incorporate those technologies in their products. Our license agreements generally obligate our licensees to pay us a specified royalty for every product they ship that incorporates our technologies, and we rely on our licensees to report their shipments accurately. However, we have difficulty independently determining whether our licensees are reporting shipments accurately, particularly with respect to software incorporating our technologies because unauthorized copies of such software can be made relatively easily. A third party may disagree with our interpretation of the terms of a license agreement or, as a result of an audit, a third party could challenge the accuracy of our calculation. We are regularly involved in discussions with third party technology licensees regarding license terms. Most of our license agreements permit us to audit our licensees' records and we routinely exercise these rights, but audits are generally expensive, time-consuming, and potentially detrimental to our ongoing business relationships with our licensees. In the past, licensees have understated or failed to report the number of products incorporating our technologies that they shipped, and we have not been able to collect and recognize revenue to which we were entitled. We expect that we will continue to experience understatement and non-reporting of royalties by our licensees.

Royalties We Owe Others. In some cases, the products we sell and the technologies we license to our customers include intellectual property that we have licensed from third parties. Our agreements with these third parties generally require us to pay them royalties for that use, and give the third parties the right to audit our calculation of those royalties. A third party may disagree with our interpretation of the terms of a license agreement or, as a result of an audit, a third party could challenge the accuracy of our calculation. We are regularly involved in discussions with third party technology licensors regarding license terms. A successful challenge by a third party could result in the termination of a license agreement or an increase in the amount of royalties we have to pay to the third party.

TECHNOLOGY TRENDS AND DEVELOPMENTS

Technology Innovation. Our revenue growth will depend upon our success in new and existing markets for our technologies, such as digital broadcast, mobile devices, online and mobile media distribution, consumer imaging and communications. The markets for our technologies and products are defined by:

- Rapid technological change;
- New and improved technology and frequent product introductions;
- Changing consumer and licensee demands;
- Evolving industry standards; and
- Technology and product obsolescence.

Our future success depends on our ability to enhance our technologies and products and to develop new technologies and products that address the market needs in a timely manner. Technology development is a complex, uncertain process requiring high levels of innovation, highly-skilled engineering and development personnel, and the accurate anticipation of technological and market trends. We may not be able to identify, develop, acquire, market, or support new or enhanced technologies or products on a timely basis, if at all.

Experience with New Markets and Business Models. Our future growth will depend, in part, upon our expansion into areas beyond our core audio licensing business. Over the past few years, we have introduced Dolby Voice technology for the communications market, Dolby Vision for the home and cinema markets, and our branded-theater experience, Dolby Cinema. As we enter into these new markets, we will face new sources of competition, new business models, and new customer relationships. In order to be successful in these markets, we will need to cultivate

new industry relationships to bring our products, services, and technologies to market. Our inexperience in one or more of these markets could limit our ability to successfully execute on our growth strategy.

Table of Contents

INTELLECTUAL PROPERTY

Our business is dependent upon protecting our patents, trademarks, trade secrets, copyrights, and other intellectual property rights. Effective intellectual property rights protection, however, may not be available under the laws of every country in which our products and services and those of our licensees are distributed. The efforts we have taken to protect our proprietary rights may not be sufficient or effective. We also seek to maintain select intellectual property as trade secrets, and third parties or our employees could intentionally or accidentally compromise the intellectual property that we maintain as trade secrets. In addition, protecting our intellectual property rights is costly and time consuming. We have taken steps in the past to enforce our intellectual property rights and expect to do so in the future. However, it may not be practicable or cost effective for us to enforce our intellectual property rights fully, particularly in some countries or where the initiation of a claim might harm our business relationships.

We generally seek patent protection for our innovations. However, our patent program faces a number of challenges, including:

- Possibility that innovations may not be protectable;
- Failure to protect innovations that later turn out to be important;
- Insufficient patent protection to prevent third parties from designing around our patent claims;
- Our pending patent applications may not be approved; and
- Possibility that an issued patent may later be found to be invalid or unenforceable.

Patent Royalties and Expiration. Many of the technologies that we license to our system licensees are covered by patents, and the licensing revenue that we receive from those licenses depends in large part upon the life of such patents. In general, our agreements with our licensees require them to pay us a full royalty with respect to a particular technology only until the last patent covering that technology expires in a particular country. As of January 1, 2016, we had approximately 5,600 issued patents in addition to approximately 3,400 pending patent applications in more than 80 jurisdictions throughout the world. Our currently issued patents expire at various times through September 2040.

We seek to mitigate this risk in a variety of ways. We regularly look for opportunities to expand our patent portfolio through organic development and acquisitions. We develop proprietary technologies to replace licensing revenue from technologies covered by expiring patents with licensing revenue supported by patents with a longer remaining life. And we develop and license our technologies in a manner designed to minimize the chance that a system licensee would develop competing technologies that do not include any Dolby intellectual property.

In particular, some of our patents relating to Dolby Digital technologies, from which we derive a significant, but declining portion of our licensing revenue, have expired and others will expire over the next several years. The primary products where Dolby Digital is widely used include DVD players (but not Blu-ray players), TVs and STBs. We have transitioned a number of our Dolby Digital licensees, and continue to make progress in transitioning other Dolby Digital licensees, to Dolby Digital Plus technologies, an extension of our Dolby Digital technologies, whose patents generally expire later than the Dolby Digital patents. To be successful, we must continue to transition licensees to Dolby Digital Plus, and discourage licensees of Dolby Digital Plus to transition back to Dolby Digital as our original patents covering this technology expire.

Unauthorized Use of Our Intellectual Property. We have often experienced, and expect to continue to experience, problems with non-licensee OEMs and software vendors, particularly in China and other emerging economies, incorporating our technologies and trademarks into their products without our authorization and without paying us any licensing fees. Manufacturers of integrated circuits, or ICs, containing our technologies occasionally sell these ICs to third parties who are not our system licensees. These sales, and the failure of such manufacturers to report the sales, facilitate the unauthorized use of our intellectual property. As emerging economies transition from analog to digital content, such as the transition from analog to digital broadcast, we expect to experience increased problems with this form of piracy.

Intellectual Property Litigation. Companies in the technology and entertainment industries frequently engage in litigation based on allegations of infringement or other violations of intellectual property rights. We have faced such

claims in the past and we expect to face similar claims in the future. Any intellectual property claims, with or without merit, could be time-consuming, expensive to litigate or settle, and could divert management resources and attention. In the past, we have settled claims relating to infringement allegations and agreed to make payments in connection with such settlements. An adverse determination in any intellectual property claim could require that we pay damages or stop using technologies found to be in violation of a third party's rights and could prevent us from offering our

Table of Contents

products and services to others. In order to avoid these restrictions, we may have to seek a license for the technology, which may not be available on reasonable terms or at all. Licensors could also require us to pay significant royalties. As a result, we may be required to develop alternative non-infringing technologies, which could require significant effort and expense. If we cannot license or develop technologies for any aspects of our business found to be infringing, we may be forced to limit our product and service offerings and may be unable to compete effectively.

In some instances, we have contractually agreed to provide indemnifications to licensees relating to our intellectual property. Additionally, at times we have chosen to defend our licensees from third party intellectual property infringement claims even where such defense was not contractually required, and we may choose to take on such defense in the future.

Licensee Disputes. At times, we are engaged in disputes regarding the licensing of our intellectual property rights, including matters related to our royalty rates and other terms of our licensing arrangements. These types of disputes can be asserted by our customers or prospective customers or by other third parties as part of negotiations with us or in private actions seeking monetary damages or injunctive relief, or in regulatory actions. In the past, licensees have threatened to initiate litigation against us based on potential antitrust claims or regarding our licensing royalty rate practices. Damages and requests for injunctive relief asserted in claims like these could be significant, and could be disruptive to our business.

U.S. and Foreign Patent Rights. Our licensing business depends in part on the uniform and consistent treatment of patent rights in the U.S. and abroad. Changes to the patent laws and regulations in the U.S. and abroad may limit our ability to obtain, license, and enforce our rights. Additionally, court and administrative rulings may interpret existing patent laws and regulations in ways that hurt our ability to obtain, license, and enforce our patents. We face challenges protecting our intellectual property in foreign jurisdictions, including:

- Our ability to enforce our contractual and intellectual property rights, especially in countries that do not recognize and enforce intellectual property rights to the same extent as the U.S., Japan, Korea, and European countries do, which increases the risk of unauthorized use of our technologies;
- Limited or no patent protection for our Dolby Digital technologies in countries such as China, Taiwan, and India, which may require us to obtain patent rights for new and existing technologies in order to grow or maintain our revenue; and
- Because of limitations in the legal systems in many countries, our ability to obtain and enforce patents in many countries is uncertain, and we must strengthen and develop relationships with entertainment industry participants worldwide to increase our ability to enforce our intellectual property and contractual rights without relying solely on the legal systems in the countries in which we operate.

OPERATIONS

Reliance on Key Suppliers. Our reliance on suppliers for some of the key materials and components we use in manufacturing our products involves risks, including limited control over the price, timely delivery, and quality of such components. We generally have no formal agreements in place with our suppliers for the continued supply of materials and components. Although we have identified alternate suppliers for most of our key materials and components, any required changes in our suppliers could cause delays in our operations and increase our production costs. In addition, our suppliers may not be able to meet our production demands as to volume, quality, or timeliness. Moreover, we rely on sole source suppliers for some of the components that we use to manufacture our products, including specific charged coupled devices, light emitting diodes, and digital signal processors. These sole source suppliers may become unable or unwilling to deliver these components to us at an acceptable cost or at all, which could force us to redesign those specific products. Our inability to obtain timely delivery of key components of acceptable quality, any significant increases in the prices of components, or the redesign of our products could result in production delays, increased costs, and reductions in shipments of our products.

Product Quality. Our products, and products that incorporate our technologies, are complex and sometimes contain undetected software or hardware errors, particularly when first introduced or when new versions are released. In addition, we have limited control over manufacturing performed by contract manufacturers, which could result in

quality problems. Furthermore, our products and technologies are sometimes combined with or incorporated into products from other vendors, sometimes making it difficult to identify the source of a problem. Any negative publicity or impact relating to these product problems could affect the perception of our brand and market acceptance of our products or technologies. These errors could result in a loss of or delay in market acceptance of our products or cause delays in delivering them and meeting customer demands, any of which could reduce our revenue and raise

Table of Contents

significant customer relations issues. In addition, if our products or technologies contain errors we could be required to replace or reengineer them, which would increase our costs. Moreover, if any such errors cause unintended consequences, we could incur substantial costs in defending and settling product liability claims. Although we generally attempt to contractually limit our liability, if these contract provisions are not enforced, or are unenforceable for any reason, or if liabilities arise that are not effectively limited, we could incur substantial costs in defending and settling product liability claims.

Production Processes and Production. Production difficulties or inefficiencies can interrupt production, resulting in our inability to deliver products on time in a cost effective manner, which could harm our competitive position. We have a single production facility and increasingly use contract manufacturers for a significant portion of our production capacity. Our reliance on contract manufacturers for the manufacture of our products involves risks, including limited control over timely delivery and quality of such products. If production of our products is interrupted, we may not be able to manufacture products on a timely basis. A shortage of manufacturing capacity for our products could reduce our operating results and damage our customer relationships. We may be unable to quickly adapt our manufacturing capacity to rapidly changing market conditions and a contract manufacturer may encounter similar difficulties. Likewise, we may be unable to quickly respond to fluctuations in customer demand or contract manufacturer interruptions. At times we underutilize our manufacturing facilities as a result of reduced demand for some of our products.

Data Security. We rely on information technology systems in the conduct of our business, including systems designed and managed by third parties. Many of these systems contain sensitive and confidential information, including our trade secrets and proprietary business information, personal data, and information of or pertaining to our customers, suppliers and business partners. The secure maintenance of this information is critical to our operations and business strategy. Increasingly, companies are subject to a wide variety of attacks on their networks and systems on an ongoing basis. Our information technology and infrastructure may be vulnerable to penetration or attacks by computer programmers and hackers, software bugs or other technical malfunctions, or other disruptions.

While we have taken a number of steps to protect our information technology systems, the number and sophistication of malicious attacks that companies have experienced from third parties has increased over the past few years. In addition, because techniques used by computer programmers and hackers (many of whom are highly sophisticated and well-funded) to access or sabotage networks and computer systems change frequently and often are not recognized until after they are used, we may be unable to anticipate or immediately detect these techniques. This could delay our response or the effectiveness of our response and impede our operations and ability to limit our exposure to third-party claims and potential liability. Attacks on our systems are sometimes successful, and, in some instances, we might be unaware of an incident or its magnitude and effects. We also may suffer data security breaches and the unauthorized access to, misuse or acquisition of, personal data or other sensitive and confidential information as the result of intentional or inadvertent breaches by our employees or service providers. Any data security breach, whether external or internal in origin, could compromise our networks and systems, creating system disruptions or slowdowns and exploiting security vulnerabilities of our products. Any such breach can result in the information stored on our networks and systems being improperly accessed, publicly disclosed, lost, or stolen, which could subject us to liability to our customers, suppliers, business partners and others. We seek to detect and investigate such attempts and incidents and to prevent their recurrence where practicable through changes to our internal processes and tools, but in some cases preventive and remedial action might not be successful. In addition, despite the implementation of network security measures, our networks also may be vulnerable to computer viruses, break-ins, denial of service attacks, and similar other disruptions.

Disruptions to our information technology systems, due to outages, security breaches or other causes, can have severe consequences to our business, including financial loss and reputational damage.

Table of Contents

COMPETITION

The markets for our technologies are highly competitive, and we face competitive threats and pricing pressure in our markets. Consumers may perceive the quality of the visual and audio experiences produced by some of our competitors' technologies to be equivalent or superior to the sight and sound experiences produced by our technologies. Some of our current or future competitors may have significantly greater financial, technical, marketing, and other resources than we do, or may have more experience or advantages in the markets in which they compete. These competitors may also be able to offer integrated systems in markets for entertainment technologies on a royalty-free basis or at a lower price than our technologies, including audio, imaging, and other technologies, which could make competing technologies that we develop less attractive.

Pricing Pressures. The markets for the consumer entertainment products in which our technologies are incorporated are intensely competitive and price sensitive. We expect to face increased royalty pricing pressure for our technologies as we seek to drive the adoption of our technologies into online content and portable devices, such as tablets and smartphones. Retail prices for consumer entertainment products that include our sound technologies, such as DVD and Blu-ray players and home theater systems, have decreased significantly, and we expect prices to decrease for the foreseeable future. In response, OEMs have sought to reduce their product costs, which can result in downward pressure on the licensing fees we charge.

Customers as Competitors. We face competitive risks in situations where our customers are also current or potential competitors. For example, Sony and Technicolor are significant licensee customers, but are also competitors with respect to some of our consumer, broadcast, and cinema technologies. Our customers may choose to use competing technologies they have developed or in which they have an interest rather than use our technologies. The existence of important customer relationships may influence which strategic opportunities we pursue, as we may forgo some opportunities in the interests of preserving a critical customer relationship.

Competition from Other Audio Formats and Imaging Solutions. We believe that the success we have had licensing our audio technologies to system licensees is due, in part, to the strength of our brand and the perception that our technologies provide a high quality solution for multichannel audio. However, both free and proprietary sound technologies are becoming increasingly prevalent, and we expect competitors to continue to enter this field with other offerings. Furthermore, to the extent that customers perceive our competitors' products as providing the same advantages as our technologies at a lower or comparable price, there is a risk that these customers may treat sound encoding technologies as commodities, resulting in loss of status of our technologies, decline in their use, and significant pricing pressure. In addition, we introduced our HDR imaging technology, Dolby Vision, within the last two years, and we expect to face intense competition from existing and more well-established competitors. Moreover, there can be no assurance that consumers will adopt Dolby Vision in the near future, or at all.

Competition for Employees. In order to be successful, we must attract, develop, and retain employees, including employees to work on our growth initiatives where our current employees may lack experience with the business models and markets we are pursuing. Competition for experienced employees in our markets can be intense. In order to attract and retain employees, we must provide a competitive compensation package, including cash and equity compensation. Our equity awards include stock options and restricted stock units. The future value of these awards is uncertain, and depends on our stock price performance over time. In order for our compensation packages to be viewed as competitive, prospective employees must perceive our equity awards to be a valuable benefit.

STRATEGIC ACTIVITIES

Importance of Relationships with Entertainment Industry. To be successful, we must maintain and grow our relationships with a broad range of entertainment industry participants, including:

- Content creators, such as film directors, studios, music producers and mobile and online content producers;
- Content distributors, such as film exhibitors, broadcasters, operators, and OTT video service providers and video game publishers; and
- Device manufacturers.

Relationships have historically played an important role in the entertainment markets that we serve. For example, sales of our products and services are particularly dependent upon our relationships with major film studios and broadcasters, and licensing of our technologies is particularly dependent upon our relationships with system licensees and IC manufacturers. If we fail to maintain and strengthen these relationships, these entertainment industry

Table of Contents

participants may be less likely to purchase and use our technologies, products, and services, or create content incorporating our technologies.

Consequences of M&A Activity. We evaluate a wide array of possible strategic transactions, including acquisitions. We consider these types of transactions in connection with, among other things, our efforts to strengthen our core audio and cinema businesses and expand beyond sound technologies. Although we cannot predict whether or not we will complete any such acquisitions or other transactions in the future, any of these transactions could be significant in relation to our market capitalization, financial condition, or results of operations. The process of integrating an acquired company, business, or technology may create unforeseen difficulties and expenditures. Foreign acquisitions involve unique risks in addition to those mentioned above, including those related to integration of operations across different geographies, cultures, and languages; currency risks; and risks associated with the economic, political, and regulatory environment in specific countries. Future acquisitions could result in potentially dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, and write-offs of goodwill. Future acquisitions may also require us to obtain additional equity or debt financing, which may not be available on favorable terms or at all. Also, the anticipated benefits of our acquisitions may not materialize.

We face various risks in integrating acquired businesses, including:

- Diversion of management time and focus from operating our business to acquisition integration challenges;
- Cultural and logistical challenges associated with integrating employees from acquired businesses into our organization;
- Retaining employees, suppliers and customers from businesses we acquire;
- The need to implement or improve internal controls, procedures, and policies appropriate for a public company at businesses that prior to the acquisition may have lacked effective controls, procedures, and policies;
- Possible write-offs or impairment charges resulting from acquisitions;
- Unanticipated or unknown liabilities relating to acquired businesses; and
- The need to integrate acquired businesses' accounting, management information, manufacturing, human resources, and other administrative systems to permit effective management.

LEGAL AND REGULATORY COMPLIANCE

International Business and Compliance. We are dependent on international sales for a substantial amount of our total revenue. We are subject to a number of risks related to conducting business internationally, including:

- U.S. and foreign government trade restrictions, including those which may impose restrictions on importation of programming, technology, or components to or from the U.S.;
- Compliance with applicable international laws and regulations, including antitrust laws, that may differ or conflict with laws in other countries where we conduct business, or are otherwise not harmonized with one another;
- Foreign government taxes, regulations, and permit requirements, including foreign taxes that we may not be able to offset against taxes imposed upon us in the U.S., and other laws limiting our ability to repatriate funds to the U.S.;
- Changes in diplomatic and trade relationships;
- Difficulty in establishing, staffing, and managing foreign operations;
- Adverse fluctuations in foreign currency exchange rates and interest rates, including risks related to any interest rate swap or other hedging activities we undertake;
- Political or social instability, natural disasters, war or events of terrorism; and
- The strength of international economies.

In Note 14 "Legal Matters" to our consolidated financial statements, we describe reviews of our business practices by government regulators in Korea and China pursuant to their competition laws. Certain foreign governments, particularly in China, have advanced arguments under their competition laws that exert downward pressure on royalties for intellectual property. Because these jurisdictions have only recently implemented competition laws, their enforcement activities are unpredictable. Furthermore, the implementation of our recent agreement relating to the inquiry of the National Development and Reform Commission of China remains ongoing.

In many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. regulations applicable to us such as the FCPA and U.S. export controls. Although we implement policies and procedures designed to ensure compliance with the FCPA and U.S. export controls, there

Table of Contents

can be no assurance that all of our employees, distributors, dealers, and agents will not take actions in violation of our policies or these regulations.

Costs of Environmental Laws and Regulation. Our operations use substances regulated under federal, state, local, and international laws governing the environment, including those governing the discharge of pollutants into the air and water, the management, disposal, and labeling of hazardous substances and wastes, and the cleanup of contaminated sites. In addition, future environmental laws and regulations have the potential to affect our operations, increase our costs, decrease our revenue, or change the way we design or manufacture our products. We face increasing complexity in our product design as we adjust to requirements relating to the materials composition of our products. For some products, substituting particular components containing regulated hazardous substances is more difficult or costly, and additional redesign efforts could result in production delays. We could incur costs, fines, and civil or criminal sanctions, third party property damage or personal injury claims, or could be required to incur substantial investigation or remediation costs, if we were to violate or become liable under environmental laws.

Conflict Minerals. The SEC has adopted rules regarding disclosure of the use of conflict minerals (commonly referred to as tantalum, tin, tungsten, and gold), which are sourced from the Democratic Republic of the Congo and surrounding countries. This requirement could affect the sourcing, availability and pricing of materials used in our products as well as the companies we use to manufacture our products. In circumstances where conflict minerals in our products are found to be sourced from the Democratic Republic of the Congo or surrounding countries, Dolby may take further actions to change materials, designs or manufacturers to reduce the possibility that Dolby's contracts to manufacture products that contain conflict minerals finance or benefit local armed groups in the region. The implementation of these rules could adversely affect the sourcing, supply and pricing of materials used in our products. As there may be only a limited number of suppliers that can certify to us that they are offering “conflict free” conflict minerals, we cannot be sure that we will be able to obtain necessary conflict minerals from such suppliers in sufficient quantities or at competitive prices. These actions could also add engineering and other costs in connection with the manufacturing of our products.

We may not be able to sufficiently verify the origins for the minerals used in our products. Our reputation may suffer if we determine that our products contain conflict minerals that are not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products. In addition, some customers may require that all of our products are certified to be conflict free and if we cannot satisfy these customers, they may choose a competitor's products.

Tax Rates and Liabilities. Changes in the valuation of our deferred tax assets and liabilities, the geographic mix of our revenue, or changes in tax laws or their interpretation could affect our future effective tax rates. We file income tax returns in the U.S. and in several U.S. state and foreign jurisdictions, and must use judgment in determining our worldwide provision for income taxes. For example, the following could affect our income taxes:

- Earnings being lower than anticipated in countries that have lower tax rates and higher than anticipated in countries that have higher tax rates;
- Changes in the valuation of our deferred tax assets and liabilities;
- Expiration of or lapses in the R&D tax credit laws;
- Fluctuations in tax exempt interest income;
- Transfer pricing adjustments;
- Tax effects of nondeductible compensation;
- Tax costs related to intercompany realignments;
- Any obligations or decisions to repatriate earnings from abroad earlier than anticipated;
- Changes in accounting principles; or
- Changes in tax laws and regulations in the countries in which we operate, including U.S. legislative changes to the taxation of earnings of our foreign subsidiaries.

A number of international legislative and regulatory bodies have proposed draft legislation and begun investigations on the tax practices of multinational companies. One of these efforts has been led by the OECD, an international

association of 34 countries including the United States, which has finalized recommendations to revise many corporate taxes, transfer pricing, and tax treaty provisions in member countries. In addition, the European Union and its European Commission has begun to review and opine on the appropriateness of agreements between various member countries and companies that might be in violation of European Union competition rules against unjustified state aid. While none of these bodies has identified Dolby as a potential target of its actions, it is possible that these efforts may in the future impact our income tax liabilities.

Table of Contents

We are subject to the periodic examination of our income tax returns by tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, but an adverse decision by tax authorities could significantly impact our financial results. Additionally, due to the evolving nature of tax rules combined with the large number of jurisdictions in which we operate, it is possible that our estimates of our tax liability and the realizability of our deferred tax assets could change in the future, which may result in additional tax liabilities.

STOCK-RELATED ISSUES

Controlling Stockholder. At January 1, 2016, the Dolby family and their affiliates owned 1,345,906 shares of our Class A common stock and 48,565,253 shares of our Class B common stock. As of January 1, 2016, the Dolby family and their affiliates had voting power of 99.8% of our outstanding Class B common stock, which combined with their shares of our Class A common stock, represented 90.4% of the combined voting power of our outstanding Class A and Class B common stock. Under our certificate of incorporation, holders of Class B common stock are entitled to ten votes per share while holders of Class A common stock are entitled to one vote per share. Generally, shares of Class B common stock automatically convert into shares of Class A common stock upon transfer of such Class B common stock, other than transfers to certain specified persons and entities, including the spouse and descendants of Ray Dolby and the spouses and domestic partners of such descendants.

Because of this dual class structure, the Dolby family and their affiliates will, for the foreseeable future, have significant influence over our management and affairs, and will be able to control virtually all matters requiring stockholder approval, including the election of directors and significant corporate transactions such as mergers or other sales of our company or assets, even if they come to own considerably less than 50% of the total number of outstanding shares of our Class A and Class B common stock.

Moreover, these persons may take actions in their own interests that our other stockholders do not view as beneficial. Absent a transfer of Class B common stock that would trigger an automatic conversion as described above, there is no threshold or time deadline at which the shares of Class B common stock will automatically convert into shares of Class A common stock.

Insider Sales of Common Stock. If our founder’s family, officers, directors or employees sell, or indicate an intention to sell, substantial amounts of our Class A common stock in the public market, including shares of Class A common stock issuable upon conversion of shares of Class B common stock, the trading price of our Class A common stock could decline.

Stock Repurchase Program. Our stock repurchase program may reduce the public float of shares available for trading on a daily basis. Such purchases may be limited, suspended, or terminated at any time without prior notice. There can be no assurance that we will buy additional shares of our Class A common stock under our stock repurchase program or that any future repurchases will have a positive impact on our stock price or earnings per share. Important factors that could cause us to discontinue or decrease our share repurchases include, among others, unfavorable market conditions, the market price of our Class A common stock, the nature of other investment or strategic opportunities presented to us, the rate of dilution of our equity compensation programs, our ability to make appropriate, timely, and beneficial decisions as to when, how, and whether to purchase shares under the stock repurchase program, and the availability of funds necessary to continue purchasing stock. If we curtail our repurchase program, our stock price may be negatively affected.

Table of Contents

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

Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Our Board of Directors announced a $250.0 million stock repurchase program on November 3, 2009. The program, which has no expiration date, approved the repurchase of shares of our Class A common stock, $0.001 par value per share. The authorized maximum was subsequently increased by $300.0 million, $250.0 million, $100.0 million, and $200.0 million as announced on July 27, 2010, August 4, 2011, February 8, 2012, and October 23, 2014, respectively. Stock repurchases under this program may be made through open market transactions, negotiated purchases, or otherwise, at times and in such amounts as we consider appropriate. The following table provides information regarding our share repurchases made under program during the first quarter of fiscal 2016:

Repurchase Activity	Total Shares Repurchased	Average Price Paid Per Share (1)	Total Shares Purchased As Part Of Publicly Announced Programs	Remaining Authorized Share Repurchases (2)
September 26, 2015 - October 30, 2015	242,500	$34.66	242,500	$144.3 million
October 31, 2015 - November 27, 2015	731,400	34.68	731,400	$119.0 million
November 28, 2015 - January 1, 2016	166,800	33.94	166,800	$113.3 million
Total	1,140,700		1,140,700	

(1) Average price paid per share excludes commission costs.

(2) Amounts represent the approximate dollar value of the maximum remaining number of shares that may yet be purchased under the stock repurchase program, and excludes commission costs.

Table of Contents

ITEM 6. EXHIBITS

Exhibit Number	Description	Incorporated By Reference Herein			Filed Herewith
		Form	File Number	Date	
10.1	2016 Dolby Executive Annual Incentive Plan	Current Report on Form 8-K	001-32431	December 11, 2015	
10.2	Form of Executive Performance-Based Stock Option Agreement	Current Report on Form 8-K	001-32431	December 11, 2015	
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act				X
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act				X
32.1‡	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act				X
101.INS‡	XBRL Instance Document				X
101.SCH‡	XBRL Taxonomy Extension Schema Document				X
101.CAL‡	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF‡	XBRL Extension Definition				X
101.LAB‡	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE‡	XBRL Taxonomy Extension Presentation Linkbase Document				X

‡ Furnished herewith.

Table of Contents

SIGNATURES

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

Date: February 4, 2016

DOLBY LABORATORIES, INC.

By: /S/ LEWIS CHEW
Lewis Chew
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)