

Valenti Douglas
Form SC 13G
July 20, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

QuinStreet, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

74874Q100
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Valenti Douglas - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74874Q100

13G

1. Names of Reporting Persons

Douglas Valenti

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of 252,786 (1)
6. Shared Voting Power

Shares
Beneficially

Owned by 6,017,152 (2)
7. Sole Dispositive Power

Each

Reporting

Person With: 252,786 (1)
8. Shared Dispositive Power

6,017,152 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,269,938

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

Edgar Filing: Valenti Douglas - Form SC 13G

13.4%

12. Type of Reporting Person (see instructions)

IN

- (1) Includes (i) 1 share of common stock held directly by Mr. Valenti and (ii) options to purchase 252,785 shares of common stock held by Mr. Valenti exercisable within 60 days of December 31, 2010.
- (2) Includes (i) 3,859,885 shares of common stock held by The Valenti Living Trust, for which Mr. Valenti and Terri Valenti are co-trustees, (ii) 2,150,363 shares of common stock held by DJ & TL Valenti Investments, LP, of which The Valenti Living Trust is the general partner and (iii) 6,904 shares of common stock held by Mr. Valenti's immediate family members over which Mr. Valenti may be deemed to have shared voting and dispositive power.

Page 2 of 9

CUSIP No. 74874Q100

13G

1. Names of Reporting Persons

Terri Valenti

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of 6,904 (1)
6. Shared Voting Power

Shares
Beneficially

Owned by 6,010,249 (2)
7. Sole Dispositive Power

Each

Reporting

Person With: 6,904 (1)
8. Shared Dispositive Power

6,010,249 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,017,153

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

Edgar Filing: Valenti Douglas - Form SC 13G

12.9%

12. Type of Reporting Person (see instructions)

IN

- (1) Includes (i) 1 share of common stock held directly by Terri Valenti and (ii) 6,903 shares of common stock held in trusts for which Terri Valenti is trustee.
- (2) Includes (i) 3,859,885 shares of common stock held by The Valenti Living Trust, for which Douglas Valenti and Terri Valenti are co-trustees, (ii) 2,150,363 shares of common stock held by DJ & TL Valenti Investments, LP, of which The Valenti Living Trust is the general partner and (iii) 1 share of common stock held by Terri Valenti's husband, Douglas Valenti, over which Mr. Valenti may be deemed to have shared voting and dispositive power.

Page 3 of 9

CUSIP No. 74874Q100

13G

1. Names of Reporting Persons

The Valenti Living Trust

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

N/A

5. Sole Voting Power

Number of 0
6. Shared Voting Power

Shares
Beneficially

Owned by 6,010,248 (1)
7. Sole Dispositive Power

Each

Reporting

Person With: 0
8. Shared Dispositive Power

6,010,248 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,010,248

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

Edgar Filing: Valenti Douglas - Form SC 13G

12.9%

12. Type of Reporting Person (see instructions)

OO

- (1) Includes (i) 3,859,885 shares of common stock held directly by The Valenti Living Trust, for which Douglas Valenti and Terri Valenti are co-trustees and (ii) 2,150,363 shares of common stock held by DJ & TL Valenti Investments, LP, of which The Valenti Living Trust is the general partner.

Page 4 of 9

CUSIP No. 74874Q100

13G

Item 1(a). Name of Issuer:

QuinStreet, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

950 Tower Lane, 6th Floor

Foster City, CA 94404

Item 2(a). Name of Person Filing:

Douglas Valenti

Terri Valenti

The Valenti Living Trust

Item 2(b). Address of Principal Business Office or, if none, Residence:

c/o QuinStreet, Inc.

950 Tower Lane, 6th Floor

Foster City, CA 94404

Item 2(c). Citizenship:

Douglas Valenti

USA

Terri Valenti

USA

The Valenti Living Trust

N/A

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

74874Q100

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

| | |
|--------------------------|------------------|
| Douglas Valenti | 6,269,938 (1)(2) |
| Terri Valenti | 6,017,153 (3)(4) |
| The Valenti Living Trust | 6,010,248 (5) |

(b) Percent of Class:

| | |
|--------------------------|-------|
| Douglas Valenti | 13.4% |
| Terri Valenti | 12.9% |
| The Valenti Living Trust | 12.9% |

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

| | |
|--------------------------|---------|
| Douglas Valenti | 252,786 |
| Terri Valenti | 6,904 |
| The Valenti Living Trust | 0 |

(ii) **Shared power to vote or to direct the vote:**

| | |
|--------------------------|-----------|
| Douglas Valenti | 6,017,152 |
| Terri Valenti | 6,010,249 |
| The Valenti Living Trust | 6,010,248 |

(iii) **Sole power to dispose or to direct the disposition of:**

| | |
|--------------------------|---------|
| Douglas Valenti | 252,786 |
| Terri Valenti | 6,904 |
| The Valenti Living Trust | 0 |

(iv) **Shared power to dispose or to direct the disposition of:**

| | |
|--------------------------|-----------|
| Douglas Valenti | 6,017,152 |
| Terri Valenti | 6,010,249 |
| The Valenti Living Trust | 6,010,248 |

- (1) Includes (i) 1 share of common stock held directly by Mr. Valenti and (ii) options to purchase 252,785 shares of common stock held by Mr. Valenti exercisable within 60 days of December 31, 2010.
- (2) Includes (i) 3,859,885 shares of common stock held by The Valenti Living Trust, for which Mr. Valenti and Terri Valenti are co-trustees, (ii) 2,150,363 shares of common stock held by DJ & TL Valenti Investments, LP, of which The Valenti Living Trust is the general partner and (iii) 6,904 shares of common stock held by Mr. Valenti's immediate family members over which Mr. Valenti may be deemed to have shared voting and dispositive power.
- (3) Includes (i) 1 share of common stock held directly by Terri Valenti and (ii) 6,903 shares of common stock held in trusts for which Terri Valenti is trustee.
- (4) Includes (i) 3,859,885 shares of common stock held by The Valenti Living Trust, for which Douglas Valenti and Terri Valenti are co-trustees, (ii) 2,150,363 shares of common stock held by DJ & TL Valenti Investments, LP, of which The Valenti Living Trust is the general partner and (iii) 1 share of common stock held by Terri Valenti's husband, Douglas Valenti, over which Mr. Valenti may be deemed to have shared voting and dispositive power.

Edgar Filing: Valenti Douglas - Form SC 13G

- (5) Includes (i) 3,859,885 shares of common stock held directly by The Valenti Living Trust, for which Douglas Valenti and Terri Valenti are co-trustees and (ii) 2,150,363 shares of common stock held by DJ & TL Valenti Investments, LP, of which The Valenti Living Trust is the general partner.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following " ".

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of a Group
Not applicable

Item 10. Certification
Not applicable

| Exhibit | Document Description |
|----------------|---|
| 99.1 | Agreement Pursuant to Rule 13d-1(k)(1)(iii) |

Page 7 of 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 20, 2012

DOUGLAS J. VALENTI

/s/ Douglas J. Valenti
Douglas J. Valenti

THE VALENTI LIVING TRUST

By: /s/ Douglas J. Valenti
Douglas J. Valenti, Co-Trustee

TERRI VALENTI

/s/ Terri Valenti
Terri Valenti

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Page 8 of 9

ur flexible and modular product architecture, we offer products in different configurations according to the desired application,

Table of Contents

including modules, rack-mounted units and tabletop units. Our engineers and other technical experts work directly with the customer in our application and development centers to develop and configure the optimal solution for each customer’s manufacturing requirements. We also make complementary products and components that are used with our ultra-high power products, such as fiber couplers, beam delivery cables and chillers. In addition, we make marking systems for sale in India and China.

Lasers

Our laser products include low (1 to 99 watts), medium (100 to 999 watts) and high (1,000 watts and above) output power lasers from 1 to 2 microns in wavelength. These lasers either may be continuous wave (CW) or may be modulated at different rates. We offer several different types of lasers, which are defined by the type of gain medium they use. These are ytterbium, erbium, thulium and Raman. We also sell fiber pigtailed packaged diodes and fiber coupled direct diode laser systems that use semiconductor diodes rather than optical fibers as their gain medium. In addition, we offer high-energy pulsed lasers, multi-wavelength lasers, tunable lasers, single-polarization and single-frequency lasers, as well as other versions of our products.

We believe that we produce the highest power solid-state lasers in the industry. Our ytterbium fiber lasers can reach power levels up of to 50,000 watts. We also make single-mode output ytterbium fiber lasers with power levels of up to 5,000 watts and single-mode output erbium and thulium fiber lasers with power levels of up to 400 watts. Our compact, durable design and integrated fiber optic beam delivery allows us to offer versatile laser energy sources and simple laser integration for complex production processes without compromising quality, speed or power.

We also sell laser diode chips and packaged laser diodes operating at 9XX nanometers. Recently, we started to sell our own family of high power process fibers, fiber couplers, optical switches, chillers and other accessories for our fiber lasers.

Amplifiers

Our amplifier products range from milliwatts to up to 500 watts of output power from 1 to 2 microns in wavelength. We offer erbium-doped fiber amplifiers, commonly called EDFAs, Raman amplifiers and integrated communications systems that incorporate our amplifiers. These products are predominantly deployed in broadband networks and dense wavelength division multiplexing, or DWDM, networks. We also offer ytterbium and thulium specialty fiber amplifiers and broadband light sources that are used in advanced applications. In addition, we sell single-frequency, linearly polarized and polarization-maintaining versions of our amplifier products. As with our fiber lasers, our fiber amplifiers offer some of the highest output power levels and highest number of optical outputs in the industry. We believe our line of fiber amplifiers offers the best commercially available output power and performance.

The following summarizes some of our product offerings by product family, primary markets and representative applications for each product family:

| Product Family | Primary Markets | Representative Applications |
|-------------------------|---|--|
| Lasers | | |
| Pulsed Ytterbium Lasers | Manufacturing Semiconductor Solar Display Panels Microelectronics | Marking and engraving Coating removal Cutting Diamond marking Scribing |

Jewelry

| | | |
|------------------|----------------|---|
| Multi-Mode | Automobiles | Welding of automotive tailored blanks and transmissions |
| Output | Shipbuilding | Remote welding of automotive frames, doors and seats |
| Ytterbium Lasers | Aerospace | Cutting of hydro-formed automotive frames |
| | Heavy Industry | Pipe welding |
| | Construction | Materials destruction testing |
| | | Plate welding and cutting |

Table of Contents

| Product Family | Primary Markets | Representative Applications |
|---|---|---|
| Single-Mode Output Ytterbium Lasers | Manufacturing Printing Consumer Medical Devices Microelectronics | Engraving of printing rolls and plates Stent cutting Welding Ceramic scribing Optical trapping of cells Cutting |
| Diode Lasers | Manufacturing Computers Aerospace Medical | Welding and bending of disk drive flexure Plastic welding Urology and dental |
| Erbium Fiber Lasers | Medical Manufacturing Aerospace Rapid Prototyping Scientific Research Communications | Skin rejuvenation and stretch mark removal Pumping of crystal lasers Photonic doppler velocimetry Interferometry Remote sensing Non-wireline communications |
| Tunable, Ytterbium, Erbium and Thulium Fiber Lasers | Scientific Research Medical Instrumentation | Spectroscopy Optical fiber and component characterization Component stress-testing Diagnostic equipment |
| Pulsed Erbium Fiber Lasers | Aerospace Manufacturing Scientific Research | Obstacle detection LIDAR and 3-D mapping Atmospheric and remote sensing |
| Thulium Lasers | Aerospace Manufacturing Scientific Research Medical | Optical pumping of lasers Pollution sensing Medical treatments Micromachining of plastics |
| Raman Lasers | Communications Scientific Research | Distributed Raman amplification Remote amplifier pumping Optical pumping of lasers |
| Picosecond Pulsed Lasers | Scientific Research Manufacturing | Hole drilling Memory repair |
| Amplifiers | | |
| Erbium Fiber Amplifiers | Broadband Access Cable TV DWDM Instrumentation Scientific Research | Telephony, video on demand and high-speed internet Ultra-long-haul transmission Non-wireline optical communications Coherent and spectral beam combining High-power component testing |

| | | |
|----------------------------|--|---|
| Raman Amplifiers | DWDM Instrumentation Scientific Research | Distributed Raman amplification Remote amplifier pumping Repeaterless submarine systems WDM Raman amplifiers |
| Communications Systems | DWDM | 200Km to 400Km long-span transmissions 2.5 and 10 gbit/second transmissions |
| Ytterbium Fiber Amplifiers | Scientific Research Life Sciences | Coherent and spectral beam combining Detection and sensing systems Non-linear frequency conversion |

Materials Processing

The most significant materials processing applications for fiber lasers are marking, printing, welding and cutting. Other applications include micromachining, surface treatment, drilling, soldering, annealing, rapid prototyping and laser-assisted machining.

Marking, Engraving and Printing Applications. With the increasing need for source traceability, component identification and product tracking as a means of reducing product liability and preventing

Table of Contents

falsification, as well as the demand for modern robotic production systems, industrial manufacturers are increasingly demanding marking systems capable of applying serialized alphanumeric, graphic or bar code identifications directly onto their manufactured components. Laser engraving is similar to marking but forms deeper grooves in the material. In contrast to conventional acid etching and ink-based technologies, lasers can mark a wide variety of metal and non-metal materials, such as ceramic, glass and plastic surfaces, at high speeds and without contact by changing the surface structure of the material or by engraving. Laser marking systems can be easily integrated into a customer's production process and do not subject the item being marked to mechanical stress.

In the semiconductor industry, lasers typically are used to mark wafers and integrated circuits. In the electronics industry, lasers typically are used to mark electrical components such as contactors and relays, printed circuit boards and keyboards. With the increase in marking speed in the past few years, the cost of laser marking has decreased. In the photovoltaic (solar panel) industry, pulsed lasers increasingly are used to remove materials and to scribe (cut) solar cells. The high beam quality, increased peak output powers, flexible fiber delivery and competitive price of fiber lasers have accelerated the adoption of fiber lasers in these low-power applications.

Historically, the printing industry has depended upon silver-halide films and chemicals to engrave printing plates. This chemical engraving process requires several time-consuming steps. In recent years, we have worked closely with OEMs in the printing industry to employ fiber lasers for alternative computer-to-plate, or CTP, processes. As a result, our ytterbium fiber lasers are now widely used for CTP printing, an environmentally friendly process that saves production time by writing directly to plates and greatly reduces chemical waste.

Welding Applications. Laser welding offers several important advantages over conventional welding technology as it is non-contact, easy to automate, provides high process speed and results in narrow-seamed, high quality welds that generally require little or no post-processing machining. Parts can be accurately machined before welding because laser welding does not overly heat or otherwise damage or distort the material being processed. The high beam quality of our fiber lasers coupled with high CW power offers deep penetration welding as well as shallow conduction mode welding. High modulation frequencies offer very high throughput in pulsed applications. In addition, fiber lasers can be focused to a small spot with extremely long focal lengths, enabling remote welding on the fly, a flexible method of three-dimensional welding in which the laser beam is positioned by a robot-guided scanner. Such remote welding stations equipped with fiber lasers are used for welding door panels and the multiple welding of spot and lap welds over the entire auto body frame. Typically, mid- to high-power ytterbium fiber lasers are used in welding applications.

Cutting Applications. Laser-based cutting technology has several advantages compared to alternative technologies. Laser cutting is fast, flexible, highly precise and can be used to cut complex contours on flat, tubular or three-dimensional materials. The laser source can be programmed to process many different kinds of materials such as steel, aluminum, brass, copper, glass, ceramic and plastic at various thicknesses. Laser cutting technology is a non-contact process that is easy to integrate into an automated production line and is not subject to wear of the cutting medium. We sell low, mid and high-power ytterbium fiber lasers for laser cutting. The operating wavelength, multi-kilowatt power, high beam quality, wide operating power range, power stability and small spot size are some of the qualities offered by fiber lasers for most cutting applications.

Advanced Applications

Our fiber lasers and amplifiers are utilized by commercial firms and by academic and government institutions worldwide for manufacturing of commercial systems and for research in advanced technologies and products. These markets may use specialty products developed by us or commercial versions of our products.

Obstacle Warning. Our products are used aboard aircraft for obstacle warning and 3-dimensional mapping of earth surfaces.

Table of Contents

Special Projects. Due to the high power, compactness, performance, portability, ruggedness and electrical efficiency of our fiber lasers and amplifiers, we sell our commercial products for government research and projects. These include materials testing, ordnance destruction, coherent beam combining, advanced communications and research.

Research and Development. Our products are used in a variety of applications for research and development by scientists and industrial researchers. In addition, our lasers and amplifiers are used to design, test and characterize components and systems in a variety of markets and applications.

Optical Pumping and Harmonic Generation. Several types of our lasers are used to optically pump other solid-state lasers and for harmonic generation and parametric converters to support research in sensing, medical and other scientific research in the infrared and visible wavelength domains. Our lasers are used as a power source for these other lasers. Green visible lasers are used to pump titanium sapphire lasers. Visible lasers can be used in optical displays, planetariums and light shows.

Optical Communication. We provide high-power EDFAs and ytterbium fiber amplifiers for deployment in both point-to-point and point-to-multipoint free space optical networks. These networks permit communications between two or more points on land or in the sky without the use of fiber optic lines or radio or microwaves.

Remote Sensing. Our products are used in light detection and ranging, also called LIDAR, a laser technique for remote sensing. Optical fiber can be used as a sensor for measuring changes in temperature, pressure and gas concentration in oil wells, atmospheric and pollution measurements and seismic exploration.

Communications

We design and manufacture a DWDM transport system with varying output power and wavelengths and a full range of fiber amplifiers and Raman pump lasers that enhance data transmission in broadband access and DWDM optical networks. We are leveraging our high-power diode and fiber technology through the qualification and sale of high-value integrated solutions for network suppliers.

DWDM. DWDM is a technology that expands the capacity of optical networks, allowing service providers to extend the life of existing fiber networks and reduce operating and capital costs by maximizing bandwidth capacity. We provide a broad range of high-power products for DWDM applications including EDFAs and Raman lasers. We provide a DWDM transport system that offers service providers and private network operators a simple, flexible, optical layer solution scalable from 8 to 40 channels that operates at 10 gigabits per second per channel.

Broadband Access. The delivery to subscribers of television programming and Internet-based information and communication services is converging, driven by advances in IP technology and by changes in the regulatory and competitive environment. Fiber optic lines offer connection speeds of up to 50 megabits per second, or 50 times faster than digital subscriber lines (DSL) or cable links. We offer a series of specialty multi-port EDFAs and cable TV nodes and transmitters that support different types of passive optical network architectures, enabling high speed data, voice, video on demand and high definition TV. We provide an EDFA that supports up to 32 ports, which allows service providers to support a high number of customers in a small space, reducing overall power consumption and network cost. End users for our products include communications network operators for video wavelength division multiplexing overlay, as well as cable and multiple service operators for video signal and hybrid fiber coaxial cable.

Medical

We sell our commercial fiber and diode lasers to OEMs that incorporate our products into their medical laser systems. Continuous wave and pulsed lasers from 1 to 150 watts and diode laser systems can be used in medical and

biomedical applications. Aesthetic applications addressed by lasers include skin rejuvenation, skin resurfacing and stretch mark removal. Purchasers use our diode lasers in dental, skin tightening and fat melting procedures. Fiber lasers have the ability to fine-tune optical penetration depth and absorption characteristics and can be used for ear, nose and throat, urology, gynecology and other surgical procedures. Visible lasers can be used in prostate, ophthalmic and dental procedures in addition to photodynamic therapies.

Table of Contents

Technology

Our products are based on our proprietary technology platform that we have developed and refined since our formation. The following technologies are key elements in our products.

Specialty Optical Fibers

We have extensive expertise in the disciplines and techniques that form the basis for the multi-clad active and passive optical fibers used in our products. Active optical fibers form the laser cavity or gain medium in which lasing or amplification of light occurs in our products. Passive optical fibers deliver the optical energy created in our products. Our active fibers consist of an inner core that is infused with the appropriate rare earth ion, such as ytterbium, erbium or thulium, and outer cores of un-doped glass having different indices of refraction. We believe that our large portfolio of specialty active and passive optical fibers has a number of advantages as compared to other commercially available optical fibers. These advantages include higher concentrations of rare earth ions, fibers that will not degrade at the high power levels over the useful life of the product, high lasing efficiency, ability to achieve single-mode outputs at high powers, ability to withstand high optical energies and temperatures and scalable side-pumping capability.

Semiconductor Diode Laser Processing and Packaging Technologies

Another key element of our technology platform is that we use multiple multi-mode, or broad area, single-emitter diodes rather than diode bars or stacks as a pump source. We believe that multi-mode single-emitter diodes are the most efficient and reliable pumping source presently available, surpassing diode bars and stacks in efficiency, brightness and reliability. Single-emitter diodes have substantially reduced cooling requirements and typically have estimated lifetimes of more than 200,000 hours at high operating currents, compared to typical lifetimes of 10,000 to 20,000 hours for diode bars.

We developed advanced molecular beam epitaxy techniques to grow alumina indium gallium arsenide wafers for our diodes. This method yields high-quality optoelectronic material for low-defect density and high uniformity of optoelectronic parameters. In addition, we have developed numerous proprietary wafer processes and testing and qualification procedures in order to create a high energy output in a reliable and high-power diode. We package our diodes in hermetically sealed pump modules in which the diodes are combined with an optical fiber output. Characteristics such as the ability of the package to dissipate heat produced by the diode and withstand vibration, shock, high temperature, humidity and other environmental conditions are critical to the reliability and efficiency of the products.

Specialty Components and Combining Techniques

We developed a wide range of advanced optical components that are capable of handling high optical power levels and contribute to the superior performance, efficiency, reliability and uniqueness of our products. In addition to fibers and diodes, our optical component portfolio includes fiber gratings, isolators and combiners. We also developed special methods and expertise in splicing fibers together with low optical energy loss and on-line loss testing. We believe that our internal development and manufacturing of key optical components allows us to lower our manufacturing costs and improve product performance.

Side Pumping of Fibers and Fiber Block Technologies

Our technology platform allows us to efficiently combine a large number of multi-mode single-emitter semiconductor diodes with our active optical fibers that are used in all of our products. A key element of this technology is that we pump our fiber lasers through the cladding surrounding the active core. We splice our specialty active optical fibers

with other optical components and package them in a sealed box, which we call a fiber block. The fiber blocks are compact and eliminate the risk of contamination or misalignment due to mechanical vibrations and shocks as well as temperature or humidity variations. Our design is scalable and modular, permitting us to make products with high output power by coupling a large number of diodes with fiber blocks, which can be combined in parallel and serially.

Table of Contents***High-Stress Testing***

We employ high-stress techniques in testing components and final products that help increase reliability and accelerate product development. For example, we test all of our diodes with high current and temperatures to accelerate aging. We also have built a large database of diode test results that allows us to predict the estimated lifetime of our diodes. This testing allows us to eliminate defective diodes prior to further assembly and thus increase reliability.

Customers

We sell our products globally to OEMs, system integrators and end users in a wide range of diverse markets who have the in-house engineering capability to integrate our products into their own systems. We have hundreds of customers worldwide. Our end markets include materials processing (comprised of general manufacturing, automotive, heavy industry, aerospace, consumer products, photovoltaic semiconductor and electronics customers), advanced applications (comprised of commercial companies, universities, research entities and government entities), communications (comprised of system integrators, utilities and municipalities) and medical (medical laser systems manufacturers). We believe that our customer and end market diversification minimizes dependence on any single industry or group of customers.

The following table shows the allocation of our net sales (in thousands) among our principal markets:

| | Year Ended December 31, | | | | | |
|-----------------------|-------------------------|--------|------------|--------|------------|--------|
| | 2008 | | 2007 | | 2006 | |
| Materials Processing | \$ 187,720 | 81.9% | \$ 140,044 | 74.2% | \$ 97,600 | 68.2% |
| Advanced Applications | 24,670 | 10.8 | 25,047 | 13.3 | 19,224 | 13.4 |
| Communications | 12,904 | 5.6 | 13,062 | 6.9 | 15,222 | 10.6 |
| Medical | 3,782 | 1.7 | 10,524 | 5.6 | 11,179 | 7.8 |
| Total | \$ 229,076 | 100.0% | \$ 188,677 | 100.0% | \$ 143,225 | 100.0% |

SUNX Limited, a provider of laser marking systems, accounted for 7%, 7% and 10% of our net sales for the years ended December 31, 2008, 2007 and 2006, respectively.

Our net sales (in thousands) were derived from customers in the following geographic regions:

| | Year Ended December 31, | | | | | |
|--------------------|-------------------------|--------|------------|--------|------------|--------|
| | 2008 | | 2007 | | 2006 | |
| North America(1) | \$ 52,018 | 22.7% | \$ 53,272 | 28.2% | \$ 45,519 | 31.8% |
| Europe | 94,077 | 41.1 | 72,795 | 38.6 | 48,491 | 33.9 |
| Asia and Australia | 77,582 | 33.9 | 62,564 | 33.2 | 48,769 | 34.0 |
| Rest of World | 5,399 | 2.3 | 46 | 0.0 | 446 | 0.3 |
| Total | \$ 229,076 | 100.0% | \$ 188,677 | 100.0% | \$ 143,225 | 100.0% |

(1) The substantial majority of sales in North America are to customers in the United States.

Backlog

At December 31, 2008, our backlog of orders (generally scheduled for shipment within one year) was approximately \$69.3 million compared to \$72.6 million at December 31, 2007. Orders used to compute backlog are generally cancelable without substantial penalties. Historically, the rate of cancellation experienced by us has not been significant. We manage the risk of cancellation by establishing the right to charge a cancellation fee that generally covers a portion of the purchase price, any materials and development costs incurred prior to the order being cancelled. Our ability to enforce this right depends on many factors including, but not limited to, the customer's requested length of delay, the number of other outstanding orders with the customer and our ability to quickly convert the cancelled order to another sale.

Table of Contents

The Company anticipates shipping a substantial majority of the present backlog during fiscal year 2009. However, the Company's backlog at any given date is not necessarily indicative of actual sales for any future period.

Sales, Marketing and Support

We market our products internationally primarily through our direct sales force and also through agreements with independent sales representatives and distributors. We have sales offices in the United States, Germany, Russia, Italy, China, Japan, South Korea, India, the United Kingdom, Singapore and France. Our independent sales representatives and distributors are located in the United States, Russia, Japan, Brazil, Mexico and other parts of the world. Only one of these arrangements is on an exclusive basis. Foreign sales to customers are generally priced in local currencies and are therefore subject to currency exchange fluctuations.

We maintain a customer support and field service staff in our major markets. We work closely with customers, customer groups and independent representatives to service equipment, train customers to use our products and explore additional applications for our technologies. We have application centers in the United States, Germany, Russia, China, Japan and South Korea, which we use to demonstrate our products and develop new applications. We may expand our support and field service, particularly in locations where customer concentration or volume requires local service capabilities. We repair products at our facilities or at customer sites.

We typically provide one to three-year parts and service warranties on our lasers and amplifiers. Most of our sales offices provide support to customers in their respective geographic areas. Warranty reserves have generally been sufficient to cover product warranty repair and replacement costs.

Manufacturing

Vertical integration is one of our core business strategies through which we control our proprietary processes and technologies as well as the supply of key components and assemblies. We believe that our vertically integrated business model gives us the following advantages:

- maintaining a technological lead over competitors;
- reducing component and final product costs compared to market prices available to competitors;
- ensuring access to critical components, enabling us to better meet customer demands;
- controlling performance, quality and consistency; and
- enabling rapid development and deployment of new products and technologies.

Our vertically integrated manufacturing operations include optical preform making, specialty fiber drawing, semiconductor wafer growth, diode processing and packaging, specialty optical component manufacturing, fiber block and fiber module assembly for different power units, software and electronics development, final assembly, as well as testing, tool manufacturing and automated production systems. Recently, we added additional production capabilities, including three multi-wafer growth reactors, diode test stations, fiber pre-form and fiber drawing equipment, low, mid and high-power production and testing, in order to increase our capacity as well as reduce the risks associated with our production process.

We operate our own semiconductor foundry for the production of the multi-mode single-emitter diodes. Diodes are the pumps that are used as the light source in each device we make. We also process, package and extensively test all

of our diodes. Because pump diodes represent a significant component cost of the final laser or amplifier, we have chosen to develop internal manufacturing capabilities for diodes. As a result of our high volume production levels of pump diodes, proprietary processes and use of limited chip designs, we have been able to increase yields, lower component costs and assure high quality. We also design, manufacture and optimize many of our own test instruments, diode test racks, robotic and automated assembly tools and machines.

Table of Contents

We developed these proprietary components, manufacturing tools, equipment and techniques over many years in an effort to address the major issues that had been inhibiting the development of fiber laser technology and to provide products that differentiate us from our competitors. We believe that the proprietary components, manufacturing tools, equipment, techniques and software utilized in all of our product lines provide extensive barriers to potential competitors. Generally, we do not sell our proprietary components to third parties, except that in 2008, we started selling our diodes. Using our technology platform, we configure standard products based upon each customer's specifications. Through our vertically integrated manufacturing operations, we can develop, test and produce new products and configurations with higher performance and reliability and in less time than by working with external vendors. We have developed proprietary testing methodologies that allow us to develop higher power components and products in short periods of time, enable us to introduce products to the market more quickly, capitalize on new opportunities and provide superior service to our customers.

Our in-house manufacturing generally includes only those operations and components that are critical to the protection of our intellectual property, the reduction of our costs or the achievement of performance and quality standards. We purchase from vendors common as well as specialized mechanical, electrical and optical parts and raw materials, such as printed circuit boards, wafer substrates and various optical components.

Research and Development

We have extensive research and development experience in laser materials, fiber and optoelectronic components. We have assembled a team of scientists and engineers with specialized experience and extensive knowledge in fiber lasers and amplifiers, critical components, testing and manufacturing process design.

We focus our research and development efforts on designing and introducing new and improved standard and customized products and the mass production of components that go into our products. In addition to our cladding-pumped specialty fiber platform, we have core competencies in high-power multi-mode semiconductor laser diodes, diode packaging, specialty active and passive optical fibers, high-performance optical components, fiber gain blocks and fiber modules, as well as splicing and combining techniques and high-stress test methods. Our research and development efforts are aided by our vertical integration and our proprietary high-stress testing techniques that result in accelerated development cycles. The strategy of developing our proprietary components has allowed us to leverage our optical experience and large volume requirements to lower the cost of our products. We concentrate our research and development efforts on advancements in performance as well as capacity to hold and produce higher optical power levels.

Our research and development efforts are also directed at expanding our product line by increasing power levels, improving beam quality and electrical efficiency, decreasing the size of our products and lowering the cost per watt. We also are engaged in research projects to expand the spectral range of products that we offer. Our team of experienced scientists and engineers work closely with many of our customers to develop and introduce custom products that address specific applications and performance requirements.

We incurred research and development costs of approximately \$15.8 million in 2008, \$9.5 million in 2007 and \$6.5 million in 2006. We plan to continue our commitment to research and development and to introduce new products, systems and complementary products that would allow us to maintain our competitive position. See Item 7, Management's Discussion and Analysis of Financial Condition of Results of Operations.

Intellectual Property

We seek to protect our proprietary technology primarily through U.S. and foreign laws affording protection for trade secrets, and to seek U.S. and foreign patent, copyright and trademark protection of our products and processes where

appropriate. Historically, we relied primarily on trade secrets, technical know-how and other unpatented proprietary information relating to our product development and manufacturing activities. We seek to protect our trade secrets and proprietary information, in part, by requiring our employees to enter into agreements providing for the maintenance of confidentiality and the assignment to us of rights to inventions that they make while we employ them. We also enter into non-disclosure agreements with our

Table of Contents

consultants and suppliers to protect confidential information delivered to them. We believe that our vertical integration, including our long experience in making a wide range of specialty and high-power capacity components, as well as our technology platform make it difficult for others to reverse engineer our products.

We have increased our efforts to expand our patent portfolio. In February 2008, we purchased a portfolio of photonics patents from British Telecommunications plc that included approximately 100 U.S. patents and 340 foreign counterparts in the fields of optical fiber lasers and amplifiers, semiconductor devices, integrated optics, fiber gratings, high-speed systems and optical networking. In addition, as of March 1, 2009, we had over 40 patent applications filed and under review by the relevant patent authorities. In 2007 and 2008, we were issued three patents by the U.S. Patent and Trademark Office relating to optical fibers, bulk optics and telecommunications systems. Intellectual property rights, including those that we own and those of others, involve significant risks. See Item 1A, Risk Factors-Our inability to Protect Our Intellectual Property and Proprietary Technologies Could Result in the Unauthorized Use of Our Technologies by Third Parties, Hurt Our Competitive Position and Adversely Affect Our Operating Results.

Competition

Our markets are competitive and characterized by rapidly changing technology and continuously evolving customer requirements. We believe that the primary competitive factors in our markets are:

product performance and reliability;

quality and service support;

price and value to the customer;

ability to manufacture and deliver products on a timely basis;

ability to achieve qualification for and integration into OEM systems;

ability to meet customer specifications; and

ability to respond quickly to market demand and technological developments.

We believe we compete favorably with respect to these criteria. In the materials processing market, the competition is fragmented and includes a large number of competitors. We compete with makers of high-power conventional CO₂ and solid-state lasers, including Fanuc, Lasag Ltd., Rofin-Sinar Technologies, Inc. and Trumpf GmbH + Co. KG, and makers of mid and low-power conventional CO₂ and solid-state lasers such as Coherent, Inc., GSI Group Inc., Newport Corporation and Rofin-Sinar Technologies, Inc. We also compete with fiber laser makers including Rofin-Sinar Technologies, Inc., Trumpf GmbH + Co. KG, GSI Group Inc., Coherent Inc., Newport Corporation, The Furukawa Electric Co., Ltd., Keopsys SA, Mitsubishi Cable Industries, Ltd., Miyachi Unitek Corporation, MPB Communications Inc. and JDS Uniphase Corporation. We believe that we compete favorably with other makers of fiber lasers on price, service, installed base and performance with respect to low and mid-power fiber lasers. Competition from other fiber laser makers has increased in this power range. We currently have limited competition in high-power fiber lasers, but several competitors have announced plans to introduce high-power fiber lasers that would compete with our products. We also compete in the materials processing, advanced and medical applications markets with end users that produce their own solid-state and gas lasers as well as with manufacturers of non-laser methods and tools, such as resistance welding and cutting dies in the materials processing market and scalpels in the medical market.

In the communications market, our principal competitors are manufacturers of mid-power fiber amplifiers and DWDM systems, such as Bookham Inc., the Scientific-Atlanta division of Cisco Systems, Inc. (Scientific-Atlanta), Emcore Corporation, JDS Uniphase Corporation, Huawei Corporation and MPB Communications Inc. We believe that we compete favorably with other high-power fiber amplifier producers with respect to price, product performance and output power. The fiber amplifier market is more established than the fiber laser market and technological change has not occurred as rapidly as it has in the case of fiber lasers.

Table of Contents

Many of our competitors are larger than we are and have substantially greater financial, managerial and technical resources, more extensive distribution and service networks, greater sales and marketing capacity, and larger installed customer bases than we do.

Employees

As of December 31, 2008, we had approximately 1,420 full-time employees, including 147 in research and development, 1,054 in manufacturing operations, 90 in sales, service and marketing, and 131 in general and administrative functions. Of our total full-time employees at our principal facilities, approximately 392 were in the United States, 510 were in Germany, 383 were in Russia and 51 were in China. We have never experienced a work stoppage and none of our employees is subject to a collective bargaining agreement. We believe that our current relations with our employees are good.

Government Regulation

Regulatory Compliance

The majority of our laser and amplifier products sold in the United States are classified as Class IV Laser Products under the applicable rules and regulations of the Center for Devices and Radiological Health (CDRH) of the U.S. Food and Drug Administration. The same classification system is applied in the European markets. Safety rules are formulated with Deutsche Industrie Norm (i.e., German Industrial Standards) or ISO standards, which are internationally harmonized.

CDRH regulations generally require a self-certification procedure pursuant to which a manufacturer must submit a filing to the CDRH with respect to each product incorporating a laser device, make periodic reports of sales and purchases and comply with product labeling standards, product safety and design features and informational requirements. Our products applications can result in injury to human tissue if directed at an individual or otherwise misused. The CDRH is empowered to seek fines and other remedies for violations of their requirements. We believe that our products are in material compliance with applicable laws and regulations relating to the manufacture of laser devices.

Environmental Regulation

Our operations are subject to various federal, state, local and international laws governing the environment, including those relating to the storage, use, discharge, disposal, product composition and labeling of, and human exposure to, hazardous and toxic materials. We believe that our operations are in material compliance with applicable environmental protection laws and regulations.

Although we believe that our safety procedures for using, handling, storing and disposing of such materials comply with the standards required by federal and state laws and regulations, we cannot completely eliminate the risk of accidental contamination or injury from these materials. In the event of such an accident involving such materials, we could be liable for damages and such liability could exceed the amount of our liability insurance coverage and the resources of our business.

Availability of Reports

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to such reports are available free of charge on our web site at www.ipgphotonics.com as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the Securities and Exchange Commission

(www.sec.gov). We will also provide electronic or paper copies of such reports free of charge, upon request made to our Corporate Secretary.

Table of Contents

ITEM 1A. RISK FACTORS

The factors described below are the principal risks that could materially adversely affect our operating results and financial condition. Other factors may exist that we do not consider significant based on information that is currently available. In addition, new risks may emerge at any time, and we cannot predict those risks or estimate the extent to which they may affect us.

Downturns in the markets we serve, particularly materials processing, could have a material adverse effect on our sales and profitability.

Our business depends substantially upon capital expenditures by our customers, particularly by manufacturers in the materials processing market, which includes automotive, marking, electronics and photovoltaic applications. Approximately 81.9% of our revenues in 2008 were from customers in the materials processing market. Although applications in this market are broad, sales for these applications are cyclical and have historically experienced sudden and severe downturns and periods of oversupply, resulting in significantly reduced demand for capital equipment, including the products that we manufacture and market. For the foreseeable future, our operations will continue to depend upon capital expenditures by customers in this market, which, in turn, depend upon the demand for their products or services. Decreased demand for products and services from customers for these applications during an economic downturn may lead to decreased demand for our products, which would reduce our sales or sales growth rate. We may not be able to respond by decreasing our expenses quickly enough, due in part, to our fixed overhead structure related to our vertically-integrated operations and our commitments to continuing investment in research and development.

Uncertainty and adverse changes in the general economic conditions of markets in which we participate negatively affect our business.

Current and future conditions in the economy have an inherent degree of uncertainty. As a result, it is difficult to estimate the level of growth or contraction for the economy as a whole. It is even more difficult to estimate growth or contraction in various parts, sectors and regions of the economy, including the materials processing, telecommunications, advanced and medical markets and applications in which we participate. Because all components of our budgeting and forecasting are dependent upon estimates of growth or contraction in the markets and applications we serve and demand for our products, the prevailing economic uncertainties render estimates of future income and expenditures very difficult to make. Adverse changes have occurred and may occur in the future as a result of declining or flat global or regional economic conditions, fluctuations in currency and commodity prices, wavering confidence, capital expenditure reductions, unemployment, declines in stock markets, contraction of credit availability, declines in real estate values, or other factors affecting economic conditions generally. These changes may negatively affect the sales of our lasers and amplifiers, increase exposure to losses from bad debts, increase the cost and decrease the availability of financing, increase the risk of loss on investments, or increase costs associated with manufacturing and distributing products. A prolonged economic downturn could have a material adverse effect on our business, financial condition and results of operations.

Our sales are dependent upon the continued availability of third-party financing arrangements for our some of our customers.

The recent economic downturn has resulted in tighter credit markets, which could adversely affect our customers ability to secure the financing necessary to proceed with or continue orders for our products. Our customers or potential customers inability to secure financing for orders could result in the delay, cancellation or downsizing of new orders or the suspension of orders already under contract, which could cause a decline in the demand for our products and negatively impact our revenues and earnings.

Our sales depend upon our ability to penetrate new applications for fiber lasers and increase our market share in existing applications.

Our level of sales will depend on our ability to generate sales of fiber lasers in applications where conventional lasers, such as CO₂ and yttrium aluminum garnet (YAG) lasers, have been used or in new and

Table of Contents

developing markets and applications for lasers where they have not been used previously. To date, a significant portion of our revenue growth has been derived from sales of fiber lasers primarily for applications where CO₂ and YAG lasers historically have been used. In order to maintain or increase market demand for our fiber laser products, we will need to devote substantial resources to:

- demonstrate the effectiveness of fiber lasers in new applications;
- increase our direct and indirect sales efforts;
- extend our product line to address new applications for our products;
- continue to reduce our manufacturing costs and enhance our competitive position; and
- effectively service and support our installed product base.

If we are unable to implement our strategy to develop new applications for our products, our revenues, operating results and financial condition could be adversely affected. We cannot assure you that we will be able to successfully implement our business strategy. In addition, our newly developed or enhanced products may not achieve market acceptance or may be rendered obsolete or less competitive by the introduction of new products by other companies.

If fiber lasers do not achieve broader market acceptance or if market penetration occurs more slowly than we expect, sales and profitability may be negatively impacted.

Fiber lasers are relatively new when compared to conventional lasers and our future success depends on the development and broader acceptance of fiber lasers. Potential customers may be reluctant to adopt fiber lasers as an alternative to conventional lasers, such as CO₂ and YAG, and non-laser methods, such as mechanical tools. Such potential customers may have substantial investments and know-how related to their existing laser and non-laser technologies, and may perceive risks relating to the reliability, quality, usefulness and cost-effectiveness of fiber lasers when compared to other laser or non-laser technologies available in the market. Many of our target markets, such as the automotive, machine tool and other manufacturing, communications and medical industries, have historically adopted new technologies slowly. These markets often require long test and qualification periods or lengthy government approval processes before adopting new technologies. As a result, we may expend significant resources and time to qualify our products for a new customer application, and we cannot assure that our products will be qualified or approved for such markets. If acceptance of fiber laser technology, and of our fiber lasers in particular, does not continue to grow within the markets that we serve, then the opportunities to maintain or increase our revenues and profitability may be severely limited.

Our vertically integrated business results in high levels of fixed costs and inventory levels that may adversely impact our gross profits and our operating results in the event that demand for our products declines or we maintain excess inventory levels.

We have a high fixed cost base due to our vertically integrated business model, including the fact that approximately 74% of our 1,420 employees as of December 31, 2008 were employed in our manufacturing operations. We may not adjust these fixed costs quickly enough to adapt to rapidly changing market conditions. Our gross profit, in absolute dollars and as a percentage of net sales, is impacted by our sales volume, the corresponding absorption of fixed manufacturing overhead expenses and manufacturing yields. In addition, because we are a vertically integrated manufacturer and design and manufacture our key specialty components, insufficient demand for our products may subject us to the risks of high inventory carrying costs and increased inventory obsolescence. If our capacity and production levels are not properly sized in relation to expected demand, we may need to record write-downs for

excess or obsolete inventory. Because we are vertically integrated, the rate at which we turn inventory has historically been low when compared to our cost of sales. We do not expect this to change significantly in the future and believe that we will have to maintain a relatively high level of inventory compared to our cost of sales. As a result, we continue to expect to have a significant amount of working capital invested in inventory and changes in our level of inventory to lead to an increase in cash generated from our operations when inventory is sold or a decrease in cash generated from

Table of Contents

our operations at times when the amount of inventory increases. We may be required to write-down inventory costs in the future as we have done in the past, and the high inventory costs may have an adverse effect on our gross profits and our operating results.

Our manufacturing capacity and operations may not be appropriate for future levels of demand and may adversely affect our gross margins.

In response to an increase in demand for our fiber lasers, we started adding substantial manufacturing capacity at our facilities in the United States, Germany and Russia beginning in 2005. We continue to expand our capacity further in Russia. A significant portion of our manufacturing facilities and production equipment, such as our semiconductor production and processing equipment, diode packaging equipment and diode burn-in stations, are special-purpose in nature and cannot be adapted easily to make other products. If the demand for fiber lasers or amplifiers does not increase or decreases from current levels, we may have significant excess manufacturing capacity, which could in turn adversely affect our gross margins and profitability.

To maintain our competitive position as the leading developer and manufacturer of fiber lasers and to meet anticipated demand for our products, we invested significantly in the expansion of our manufacturing and operations throughout the world and may do so in the future. We incurred in the past and will incur significant costs associated with the acquisition, build-out and preparation of our facilities. We had capital expenditures of \$37 million and \$34 million in 2008 and 2007, respectively, and we expect to incur approximately \$15 million in capital expenditures in 2009. In connection with these projects, we may incur cost overruns, construction delays, labor difficulties or regulatory issues which could cause our capital expenditures to be higher than what we currently anticipate, possibly by a material amount, which would in turn adversely impact our operating results. Moreover, we may experience higher costs due to yield loss, production inefficiencies and equipment problems until any operational issues associated with the opening of new manufacturing facilities are resolved.

Because we lack long-term purchase commitments from our customers, our sales can be difficult to predict, which could lead to excess or obsolete inventory and adversely affect our operating results.

We generally do not enter into long-term agreements with our customers obligating them to purchase our fiber lasers or amplifiers. Our business is characterized by short-term purchase orders and shipment schedules and, in some cases, orders may be cancelled or delayed without significant penalty. As a result, it is difficult to forecast our revenues and to determine the appropriate levels of inventory required to meet future demand. In addition, due to the absence of long-term volume purchase agreements, we forecast our revenues and plan our production and inventory levels based upon the demand forecasts of our OEM customers, end users, and distributors, which are highly unpredictable and can fluctuate substantially. This could lead to increased inventory levels and increased carrying costs and risk of excess or obsolete inventory due to unanticipated reductions in purchases by our customers. In this regard, we recorded provisions for inventory totaling \$3.8 million, \$2.5 million and \$1.0 million in 2008, 2007 and 2006, respectively. These provisions were recorded as a result of changes in market prices of certain components, the value of those inventories that was realizable through finished product sales and uncertainties related to the recoverability of the value of inventories due to technological changes and excess quantities. If our OEM customers, end users or distributors fail to accurately forecast the demand for our products, fail to accurately forecast the timing of such demand, or are unable to consistently negotiate acceptable purchase order terms with customers, our results of operations may be adversely affected.

We may experience lower than expected manufacturing yields, which would adversely affect our gross margins.

The manufacture of semiconductor diodes and the packaging of them is a highly complex process. Manufacturers often encounter difficulties in achieving acceptable product yields from diode and packaging operations. We have

from time to time experienced lower than anticipated manufacturing yields for our diodes and packaged diodes. This occurs during the production of new designs and the installation and start-up of

Table of Contents

new process technologies. If we do not achieve planned yields, our product costs could increase resulting in lower gross margins, and key component availability would decrease.

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

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

From time to time, we have been notified of allegations and claims that we may be infringing patents or intellectual property rights owned by third parties. In 2007, we settled two patent infringement lawsuits filed against us. We are presently defending two patent infringement lawsuits. In November 2006, IMRA America, Inc. filed an action against us alleging that certain products we produce, including but not limited to our continuous wave and pulsed fiber lasers and fiber amplifiers, which account for a significant portion of our revenues, infringe one U.S. patent allegedly owned by IMRA America. IMRA America alleges willful infringement and seeks damages of at least \$10 million, treble damages and injunctive relief. IMRA America also alleges inducement of infringement and contributory infringement. We filed an answer in which we denied infringement and raised additional defenses that the patent is invalid and unenforceable. In addition, we filed declaratory judgment counterclaims based on these three defenses. This lawsuit concerns products made, used, sold or offered for sale in or imported into the United States and therefore the lawsuit affects products that account for a substantial portion of our revenues. This lawsuit does not affect revenues that are derived from products that are not made, used, sold or offered for sale in or imported into the United States. In June 2008, the U.S. Patent and Trademark Office (USPTO) ordered re-examination of the patent claims asserted by IMRA America, Inc. against the Company based on several prior art references that we submitted in an *ex parte* re-examination request. The U.S. District Court for the Eastern District of Michigan had previously stayed the litigation until the conclusion of the re-examination.

In February 2008, CardioFocus Inc. filed an action against us alleging that our erbium and thulium fiber lasers infringe one patent allegedly owned by CardioFocus and seeks unspecified damages, treble damages and attorneys fees for alleged willful infringement. The plaintiff also alleges inducement of infringement. The patent claims generally relate to a system for transmitting laser energy via an optical fiber to a surgical site. The patent expired in April 2007. We filed an answer in which we denied infringement and raised additional defenses that the patent is invalid and unenforceable. In addition, we filed declaratory judgment counterclaims based on these three defenses. Also, the plaintiff in this litigation recently alleged that the Company infringes claims of two additional patents and we are investigating a response to such allegations. The USPTO granted the reexamination requests submitted by us and other defendants. In two office actions in November 2008, the USPTO rejected all of the claims for the CardioFocus patents alleged to be infringed. In February 2009, CardioFocus responded to the USPTO office actions. The U.S. District Court for the District of Massachusetts has stayed the litigation until the earlier of October 2009 or the conclusion of the re-examination. The Court indicated that it will consider extending the stay for an additional year if the re-examinations are not completed in one year. Discovery has not yet commenced.

Several outcomes are possible from the re-examinations, including the cancellation or confirmation of one or more of the current claims of the patents. Furthermore, with regard to any unexpired patents in re-examination, the current claims can be amended, and new claims can be added, provided that such amendments and additions do not enlarge

the overall scope of the claims. An adverse outcome in a USPTO re-examination could have an adverse impact on our defenses in our litigation with IMRA America and/or CardioFocus.

Table of Contents

There can be no assurance that we will be able to amicably dispose of our pending litigation with IMRA America or CardioFocus, claims or other allegations made against us and claims that may be asserted in the future. The outcome of any litigation, including the pending litigation, is uncertain, as is the outcome of our request for re-examination of the IMRA America patent. Even if we ultimately are successful on the merits of any such litigation or re-examination, legal and administrative proceedings related to intellectual property are typically expensive and time-consuming, generate negative publicity and divert financial and managerial resources. Some litigants may have greater financial resources than we have and may be able to sustain the costs of complex intellectual property litigation more easily than we can.

If we do not prevail in any intellectual property litigation brought against us, including the lawsuits brought by IMRA America and CardioFocus, it could affect our ability to sell our products and materially harm our business, financial condition and results of operations. These developments could adversely affect our ability to compete for customers and increase our revenues. Plaintiffs in intellectual property cases often seek, and sometimes obtain, injunctive relief. Intellectual property litigation commenced against us, including the lawsuits brought by IMRA America and CardioFocus that we are presently defending, could force us to take actions that could be harmful to our business, competitive position, results of operations and financial condition, including the following:

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

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

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

We rely on patents, trade secret laws, contractual agreements, technical know-how and other unpatented proprietary information to protect our products, product development and manufacturing activities from unauthorized copying by third parties. Although we acquired a patent portfolio in 2008 and started a program in 2007 to increase the number of patent applications we file, our patents do not cover all of our technologies, products and product components and may not prevent third parties from unauthorized copying of our technologies, products and product components. We seek to protect our proprietary technology under laws affording protection for trade secrets. We also seek to protect our trade secrets and proprietary information, in part, by requiring employees to enter into agreements providing for the maintenance of confidentiality and the assignment of rights to inventions made by them while employed by us. We have significant international operations and we are subject to foreign laws which differ in many respects from U.S. laws. Policing unauthorized use of our trade secret technologies throughout the world and proving misappropriation of our technologies are particularly difficult, especially due to the number of our employees and

operations in numerous foreign countries. The steps that we take to acquire ownership of our employees' inventions and trade secrets in foreign countries may not have been effective under all such local laws, which could expose us

Table of Contents

to potential claims or the inability to protect intellectual property developed by our employees. Furthermore, any changes in, or unexpected interpretations of, the trade secret and other intellectual property laws in any country in which we operate may adversely affect our ability to enforce our trade secret and intellectual property positions. Costly and time-consuming litigation could be necessary to determine the scope of our confidential information and trade secret protection. We also enter into confidentiality agreements with our consultants and other suppliers to protect our confidential information that we deliver to them. However, there can be no assurance that our confidentiality agreements will not be breached, that we will be able to effectively enforce them or that we will have adequate remedies for any breach.

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

We depend upon internal production and on outside single or limited-source suppliers for many of our key components and raw materials. Any interruption in the supply of these key components and raw materials could adversely affect our results of operations.

We rely exclusively on our own production capabilities to manufacture certain of our key components, such as semiconductor diodes, specialty optical fibers and optical components. We do not have redundant production lines for some of our components, such as our diodes and some other components, which are made at a single manufacturing facility. These may not be readily available from other sources at our current costs. If our manufacturing activities were obstructed or hampered significantly, it could take a considerable length of time, or it could increase our costs, for us to resume manufacturing or find alternative sources of supply. Many of the tools and equipment we use are custom-designed, and it could take a significant period of time to repair or replace them. Our three major manufacturing facilities are located in Oxford, Massachusetts; Burbach, Germany; and Fryazino, Russia. If, as a result of a flood, fire, natural disaster, political unrest, act of terrorism, war, outbreak of disease or other similar event, any of our three major manufacturing facilities or equipment should become inoperable, inaccessible, damaged or destroyed, our business could be adversely affected to the extent that we do not have redundant production capabilities.

Also, we purchase certain raw materials used to manufacture our products and other components, such as semiconductor wafer substrates, diode packages, modulators, micro-optics, bulk optics and high-power beam delivery products, from single or limited-source suppliers. In general, we have no long-term contractual supply arrangements with these suppliers. Some of our suppliers are also our competitors. Furthermore, other than our current suppliers, there are a limited number of entities from whom we could obtain these supplies. We do not anticipate that we would be able to purchase these components or raw materials that we require in a short period of time or at the same cost from other sources in commercial quantities or that have our required performance specifications. Any interruption or delay in the supply of any of these components or materials, or the inability to obtain these components and materials from alternate sources at acceptable prices and within a reasonable amount of time, could adversely affect our business. If our suppliers face financial or other difficulties or if there are significant changes in demand for the components and materials we obtain from them, they could limit the availability of these components and materials to us, which in turn could adversely affect our business.

Table of Contents

We rely on the significant experience and specialized expertise of our senior management and scientific staff and if we are unable to retain these key employees and attract other highly skilled personnel necessary to grow our business successfully, our business and results of operations could suffer.

Our future success is substantially dependent on the continued service of our executive officers, particularly our founder and chief executive officer, Dr. Valentin P. Gapontsev, and the managing director of our German subsidiary IPG Laser GmbH, Dr. Eugene Shcherbakov, our highly trained team of scientists, many of whom have numerous years of experience and specialized expertise in optical fibers, semiconductors and optical component technology, and other key engineering, sales, marketing, manufacturing and support personnel, any of whom may leave, which could harm our business. The members of our scientific staff who are expected to make significant individual contributions to our business are also members of our executive management team as disclosed under Item 10, Directors, Executive Officers and Corporate Governance below. Furthermore, our business requires scientists and engineers with experience in several disciplines, including physics, optics, materials sciences, chemistry and electronics. We will need to continue to recruit and retain highly skilled scientists and engineers for certain functions. Our future success also depends on our ability to identify, attract, hire, train, retain and motivate highly skilled research and development, managerial, operations, sales, marketing and customer service personnel. If we fail to attract, integrate and retain the necessary personnel, our ability to extend and maintain our scientific expertise and grow our business could suffer significantly.

Failure to effectively build and expand our direct field service and support organization could have an adverse effect on our business.

We believe that it will become increasingly important for us to provide rapid, responsive service directly to our customers throughout the world and to build and expand our own personnel resources to provide these services. Any actual or perceived lack of direct field service in the locations where we sell or try to sell our products may negatively impact our sales efforts and, consequently, our revenues. Accordingly, we have an ongoing effort to develop our direct support systems in Asia, one of our largest markets. This requires us to recruit and train additional qualified field service and support personnel as well as maintain effective and highly trained organizations that can provide service to our customers in various countries. We may not be able to attract and train additional qualified personnel to expand our direct support operations successfully. We may not be able to find and engage additional qualified third-party resources to supplement and enhance our direct support operations. Further, we may incur significant costs in providing these direct field and support services. Failure to implement our direct support operation effectively could adversely affect our relationships with our customers, and our operating results may suffer.

The laser and amplifier industries are experiencing declining average selling prices, which could cause our gross margins to decline and harm our operating results.

Products in the laser and amplifier industries generally, and our products specifically, are experiencing and may in the future continue to experience a decline in average selling prices (ASPs) as a result of new product and technology introductions, increased competition and price pressures from significant customers. If the ASPs of our products decline further and we are unable to increase our unit volumes, introduce new or enhanced products with higher margins or reduce manufacturing costs to offset anticipated decreases in the prices of our existing products, our operating results may be adversely affected. In addition, because of our significant fixed costs, we are limited in our ability to reduce total costs quickly in response to any revenue shortfalls. Because of these factors, we may experience material adverse fluctuations in our future operating results on a quarterly or annual basis if the ASPs of our products continue to decline.

A few customers account for a significant portion of our sales, and if we lose any of these customers or they significantly curtail their purchases of our products, our results of operations could be adversely affected.

We rely on a few customers for a significant portion of our sales. Our top five customers accounted for 17%, 20% and 29% of our consolidated net sales in 2008, 2007 and 2006, respectively. Our largest customer

Table of Contents

accounted for 7%, 7% and 10% of sales in 2008, 2007 and 2006, respectively. We generally do not enter into agreements with our customers obligating them to purchase our fiber lasers or amplifiers. Our business is characterized by short-term purchase orders and shipment schedules. If any of our principal customers discontinues its relationship with us, replaces us as a vendor for certain products or suffers downturns in its business, our business and results of operations could be adversely affected.

We have experienced, and expect to experience in the future, fluctuations in our quarterly operating results. These fluctuations may increase the volatility of our stock price.

We have experienced, and expect to continue to experience, fluctuations in our quarterly operating results. We believe that fluctuations in quarterly results may cause the market price of our common stock to fluctuate, perhaps substantially. Factors which may have an influence on our operating results in a particular quarter include:

- the increase, decrease, cancellation or rescheduling of significant customer orders;
- the timing of revenue recognition based on the installation or acceptance of certain products shipped to our customers;
- seasonality attributable to different purchasing patterns and levels of activity throughout the year in the areas where we operate;
- the timing of customer qualification of our products and commencement of volume sales of systems that include our products;
- the rate at which our present and future customers and end users adopt our technologies;
- the gain or loss of a key customer;
- product or customer mix;
- competitive pricing pressures;
- the relative proportions of our U.S. and international sales;
- our ability to design, manufacture and introduce new products on a cost-effective and timely basis;
- our ability to manage our inventory levels and any inventory write-downs;
- the incurrence of expenses to develop and improve application and support capabilities, the benefits of which may not be realized until future periods, if at all;
- different capital expenditure and budget cycles for our customers, which affect the timing of their spending;
- foreign currency fluctuations; and
- our ability to control expenses.

These factors make it difficult for us to accurately predict our operating results. In addition, our ability to accurately predict our operating results is complicated by the fact that many of our products have long sales cycles, some lasting

as long as twelve months. Once a sale is made, our delivery schedule typically ranges from four weeks to four months, and therefore our sales will often reflect orders shipped in the same quarter that they are received and will not enhance our ability to predict our results for future quarters. In addition, long sales cycles may cause us to incur significant expenses without offsetting revenues since customers typically expend significant effort in evaluating, testing and qualifying our products before making a decision to purchase them. Moreover, customers may cancel or reschedule shipments, and production difficulties could delay shipments. Accordingly, our results of operations are subject to significant fluctuations from quarter to quarter, and we may not be able to accurately predict when these fluctuations will occur.

Table of Contents

Foreign currency transaction risk may negatively affect our net sales, cost of sales and operating margins and could result in exchange losses.

We conduct our business and incur costs in the local currency of most countries in which we operate. In 2008, our net sales outside the United States represented a significant portion of our total sales. We incur currency transaction risk whenever one of our operating subsidiaries enters into either a purchase or a sales transaction using a different currency from the currency in which it receives revenues. Changes in exchange rates can also affect our results of operations by changing the U.S. dollar value of sales and expenses denominated in foreign currencies. We cannot accurately predict the impact of future exchange rate fluctuations on our results of operations. Further, given the volatility of exchange rates, we may not be able to effectively manage our currency transaction or translation risks, and any volatility in currency exchange rates may increase the price of our products in local currency to our foreign customers, which may have an adverse effect on our financial condition, cash flows and profitability.

We depend on our OEM customers and system integrators and their ability to incorporate our products into their systems.

Our sales depend in part on our ability to maintain existing and secure new OEM customers. Our revenues also depend in part upon the ability of our current and potential OEM customers and system integrators to develop and sell systems that incorporate our laser and amplifier products. The commercial success of these systems depends to a substantial degree on the efforts of these OEM customers and system integrators to develop and market products that incorporate our technologies. Relationships and experience with traditional laser makers, limited marketing resources, reluctance to invest in research and development and other factors affecting these OEM customers and third-party system integrators could have a substantial impact upon our financial results. If OEM customers or integrators are not able to adapt existing tools or develop new systems to take advantage of the features and benefits of fiber lasers, then the opportunities to increase our revenues and profitability may be severely limited or delayed. Furthermore, if our OEM customers or third-party system integrators experience financial or other difficulties that adversely affect their operations, our financial condition or results of operations may also be adversely affected.

The markets for our products are highly competitive and increased competition could increase our costs, reduce our sales or cause us to lose market share.

The industries in which we operate are characterized by significant price and technological competition. Our fiber laser and amplifier products compete with conventional laser technologies and amplifier products offered by several well-established companies, some of which are larger and have substantially greater financial, managerial and technical resources, more extensive distribution and service networks, greater sales and marketing capacity, and larger installed customer bases than we do. Also, we compete with widely used non-laser production methods, such as resistance welding. We believe that competition will be particularly intense from makers of CO₂ and YAG lasers, as these makers of conventional solutions may lower prices to maintain current market share and have committed significant research and development resources to pursue opportunities related to these technologies.

In addition, we face competition from a growing number of fiber laser makers, including Rofin-Sinar Technologies, Inc., Trumpf GmbH + Co. KG, GSI Group Inc., Coherent Inc., Newport Corporation, The Furukawa Electric Co., Ltd., Keopsys SA, Mitsubishi Cable Industries, Ltd., Miyachi Unitek Corporation, MPB Communications Inc. and JDS Uniphase Corporation. Competition from other fiber laser makers has increased and several have announced plans to introduce high-power fiber lasers that would compete with our products. We may not be able to successfully differentiate our current and proposed products from our competitors' products and current or prospective customers may not consider our products to be superior to competitors' products. To maintain our competitive position, we believe that we will be required to continue a high level of investment in research and development, application development and customer service and support, and to react to market pricing conditions. Many of the laser

companies that we compete with are larger and have substantially greater financial, managerial and technical resources, more extensive distribution and service networks, greater sales and marketing capacity, and larger installed customer bases than we do.

Table of Contents

We may not have sufficient resources to continue to make these investments and we may not be able to make the technological advances or price adjustments necessary to maintain our competitive position. We also compete against our OEM customers' internal production of competitive laser technologies.

Our inability to manage risks associated with our international customers and operations could adversely affect our business.

Our products are currently marketed and sold in numerous countries. The United States, Germany, Japan, Russia and China are our principal markets. A significant amount of our revenues are derived from customers outside of the United States. We anticipate that foreign sales will continue to account for a significant portion of our revenues in the foreseeable future. Our operations and sales in these markets are subject to risks inherent in international business activities, including:

longer accounts receivable collection periods;

fluctuations in the values of foreign currencies;

changes in a specific country's or region's economic conditions, such as recession;

compliance with a wide variety of domestic and foreign laws and regulations and unexpected changes in those laws and regulatory requirements, including uncertainties regarding taxes, tariffs, quotas, export controls, export licenses and other trade barriers;

certification requirements;

environmental regulations;

less effective protection of intellectual property rights in some countries;

potentially adverse tax consequences;

different capital expenditure and budget cycles for our customers, which affect the timing of their spending;

political, legal and economic instability, foreign conflicts, and the impact of regional and global infectious illnesses in the countries in which we and our customers, suppliers, manufacturers and subcontractors are located;

preference for locally produced products;

difficulties and costs of staffing and managing international operations across different geographic areas and cultures;

seasonal reductions in business activities; and

fluctuations in freight rates and transportation disruptions.

Political and economic instability and changes in governmental regulations could adversely affect both our ability to effectively operate our foreign sales offices and the ability of our foreign suppliers to supply us with required materials or services. Any interruption or delay in the supply of our required components, products, materials or

services, or our inability to obtain these components, materials, products or services from alternate sources at acceptable prices and within a reasonable amount of time, could impair our ability to meet scheduled product deliveries to our customers and could cause customers to cancel orders.

We are also subject to risks of doing business in Russia through our subsidiary, NTO IRE-Polus, which provides components and test equipment to us and sells finished fiber devices to customers in Russia and neighboring countries. The results of operations, business prospects and facilities of NTO IRE-Polus are subject to the economic and political environment in Russia. In recent years Russia has undergone substantial political, economic and social change. As is typical of an emerging market, Russia does not possess a well-developed business, legal and regulatory infrastructure that would generally exist in a more mature free market economy. In addition, the tax, currency and customs legislation within Russia is subject to varying

Table of Contents

interpretations and changes, which can occur frequently. The future economic direction of Russia remains largely dependent upon the effectiveness of economic, financial and monetary measures undertaken by the government, together with tax, legal, regulatory and political developments. Our failure to manage the risks associated with NTO IRE-Polus and our other existing and potential future international business operations could have a material adverse effect upon our results of operations.

Our products could contain defects, which may reduce sales of those products, harm market acceptance of our fiber laser products or result in claims against us.

The manufacture of our fiber lasers and amplifiers involves highly complex and precise processes. Despite testing by us and our customers, errors have been found, and may be found in the future, in our products. These defects may cause us to incur significant warranty, support and repair costs, incur additional costs related to a recall, divert the attention of our engineering personnel from our product development efforts and harm our relationships with our customers. These problems could result in, among other things, loss of revenues or a delay in revenue recognition, loss of market share, harm to our reputation or a delay or loss of market acceptance of our fiber laser products. Defects, integration issues or other performance problems in our fiber laser and amplifier products could also result in personal injury or financial or other damages to our customers, which in turn could damage market acceptance of our products. Our customers could also seek damages from us for their losses. A product liability claim brought against us, even if unsuccessful, could be time-consuming and costly to defend.

We may pursue acquisitions and investments in new businesses, products, patents or technologies. These may involve risks which could disrupt our business and may harm our financial condition.

We currently have no binding commitments or agreements to make any acquisitions and have limited experience in making acquisitions. In the future, we may make acquisitions of and investments in new businesses, products, patents, technologies and geographic areas, or we may acquire operations, products or technologies that expand our current capabilities. Acquisitions present a number of potential risks and challenges that could, if not met, disrupt our business operations, increase our operating costs and reduce the value of the acquired company, asset or technology to us. For example, if we identify an acquisition candidate, we may not be able to successfully negotiate or finance the acquisition on favorable terms. Even if we are successful, we may not be able to integrate the acquired businesses, products, patents or technologies into our existing business and products. As a result of the rapid pace of technological change in our industry, we may misjudge the long-term potential of an acquired business, product, patent or technology, or the acquisition may not be complementary to our existing business. Furthermore, potential acquisitions and investments, whether or not consummated, may divert our management's attention and require considerable cash outlays at the expense of our existing operations. In addition, to complete future acquisitions, we may issue equity securities, incur debt, assume contingent liabilities or have amortization expenses and write-downs of acquired assets, which could adversely affect our profitability and result in dilution to our existing and future stockholders.

We are subject to various environmental laws and regulations that could impose substantial costs upon us and may adversely affect our business, operating results and financial condition.

Some of our operations use substances regulated under various federal, state, local and international laws governing the environment, including those relating to the storage, use, discharge, disposal, product composition and labeling of, and human exposure to, hazardous and toxic materials. 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. Liability under environmental laws can be joint and several and without regard to comparative fault. Compliance with current or future environmental laws and regulations could restrict our ability to expand our facilities or require us to acquire additional expensive equipment, modify our manufacturing processes, or incur other significant expenses in order to remain in

compliance with such laws and regulations. At this time, we do not believe the costs to maintain compliance with current environmental laws to be material. Although we do not currently anticipate that such costs will become material, if such costs were to become material in

Table of Contents

the future, whether due to unanticipated changes in environmental laws, unanticipated changes in our operations or other unanticipated changes, we may be required to dedicate additional staff or financial resources in order to maintain compliance. There can be no assurance that violations of environmental laws or regulations will not occur in the future as a result of the inability to obtain permits, human error, accident, equipment failure or other causes.

We are subject to export control regulations that could restrict our ability to increase our international sales and may adversely affect our business.

A significant part of our business involves the export of our products to other countries. The U.S. government has in place a number of laws and regulations that control the export, re-export or transfer of U.S.-origin products, software and technology. The governments of other countries in which we do business have similar regulations regarding products, software and technology originating in those countries. These laws and regulations may require that we obtain a license before we can export, re-export or transfer certain products, software or technology. The requirement to obtain a license could put us at a competitive disadvantage by restricting our ability to sell products to customers in certain countries or by giving rise to delays or expenses related to obtaining a license. In applying for a license and responding to questions from licensing authorities, we have experienced and, in the future, may experience delays in obtaining export licenses based on issues solely within the control of the applicable government agency. Under the discretion of the issuing government agency, an export license may permit the export of one unit to a single customer or multiple units to one or more customers. Licenses may also include conditions that limit the use, resale, transfer, re-export, modification, disassembly, or transfer of a product, software or technology after it is exported without first obtaining permission from the relevant government agency. Failure to comply with these laws and regulations could result in government sanctions, including substantial monetary penalties, denial of export privileges, debarment from government contracts and a loss of revenues. Delays in obtaining or failure to obtain required export licenses also may require us to defer shipments for substantial periods or cancel orders. Any of these circumstances could adversely affect our operations and, as a result, our financial results could suffer.

Our ability to access financial markets to finance a portion of our working capital requirements and support our liquidity needs may be adversely affected by factors beyond our control and could negatively impact our ability to finance our operations, meet certain obligations or implement our operating strategy.

We occasionally borrow under our existing credit facilities to fund operations, including working capital investments. Our major credit lines in the U.S. and Germany expire in July 2011 and June 2010, respectively. Market disruptions such as those currently being experienced in the United States and abroad have materially impacted liquidity in the credit and debt markets, making financing terms for borrowers less attractive, and, in certain cases, have resulted in the unavailability of certain types of financing. Continued uncertainty in the financial markets may negatively impact our ability to access additional financing or to refinance our existing credit facilities or existing debt arrangements on favorable terms or at all, which could negatively affect our ability to fund current and future expansion as well as future acquisitions and development. These disruptions may include turmoil in the financial services industry, unprecedented volatility in the markets where our outstanding securities trade, and general economic downturns in the areas where we do business. If we are unable to access funds at competitive rates, or if our short-term or long-term borrowing costs increase, our ability to finance our operations, meet our short-term obligations and implement our operating strategy could be adversely affected.

Our ability to raise capital in the future may be limited, and our failure to raise capital when needed could prevent us from growing.

We may in the future be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed could harm our business. Additional equity financing may be dilutive to the holders of our common stock, and debt financing, if

available, may involve restrictive covenants and could reduce our

Table of Contents

profitability. If we cannot raise funds on acceptable terms, we may not be able to grow our business or respond to competitive pressures.

Dr. Valentin P. Gapontsev, our chairman, Chief Executive Officer and principal stockholder, controls approximately 45% of our voting power and has a significant influence on the outcome of director elections and other matters requiring stockholder approval, including a change in corporate control.

Dr. Valentin P. Gapontsev, our Chairman and Chief Executive Officer, and IP Fibre Devices (UK) Ltd. (IPFD), of which Dr. Gapontsev is the managing director and majority owner, beneficially own approximately 45% of our common stock. In addition, Dr. Denis Gapontsev, our Vice President of Research and Development and the son of Dr. Valentin P. Gapontsev, beneficially owns approximately 3% of our common stock, and collectively with Dr. Valentin P. Gapontsev, approximately 47% of our common stock. As a result, Dr. Valentin P. Gapontsev has a significant influence on the outcome of matters requiring stockholder approval, including:

election of our directors;

amendment of our certificate of incorporation or by-laws; and

approval of mergers, consolidations or the sale of all or substantially all of our assets.

Dr. Valentin P. Gapontsev may vote his shares of our common stock in ways that are adverse to the interests of other holders of our common stock. Dr. Valentin P. Gapontsev's significant ownership interest could delay, prevent or cause a change in control of our company, any of which could adversely affect the market price of our common stock.

Anti-takeover provisions in our charter documents and Delaware law could prevent or delay a change in control of our company, even if a change in control would be beneficial to our stockholders.

Provisions of our certificate of incorporation and by-laws, including certain provisions that will take effect when Dr. Valentin P. Gapontsev (together with his affiliates and associates) ceases to beneficially own an aggregate of 25% or more of our outstanding voting securities, may discourage, delay or prevent a merger, acquisition or change of control, even if it would be beneficial to our stockholders. The existence of these provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock. These provisions include:

authorizing the issuance of blank check preferred stock;

establishing a classified board;

providing that directors may only be removed for cause;

prohibiting stockholder action by written consent;

limiting the persons who may call a special meeting of stockholders;

establishing advance notice requirements for nominations for election to the board of directors and for proposing matters to be submitted to a stockholder vote; and

supermajority stockholder approval to change these provisions.

Provisions of Delaware law may also discourage, delay or prevent someone from acquiring or merging with our company or obtaining control of our company. Specifically, Section 203 of the Delaware General Corporation Law, which will apply to our company following such time as Dr. Valentin P. Gapontsev (together with his affiliates and associates) ceases to beneficially own 25% or more of the total voting power of our outstanding shares, may prohibit business combinations with stockholders owning 15% or more of our outstanding voting stock.

Table of Contents

Substantial sales of our common stock could cause our stock price to decline.

Sales of a substantial number of shares of common stock, or the perception that sales could occur, could adversely affect the market price of our common stock. As of December 31, 2008, we had 44,965,960 shares of common stock outstanding and 3,050,301 shares subject to outstanding options. All of our unregistered shares of our common stock are now eligible for sale under Rule 144, Rule 144(k) or Rule 701. We have registered all shares of common stock that we may issue under our stock option plans and our employee stock ownership plan. As these shares are issued, they may be freely sold in the public market, subject to the lock-up restrictions described above, and subject, in the case of any awards under our stock-based compensation plans, to applicable vesting requirements.

We incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could adversely affect our operating results.

As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company, including costs associated with public company reporting requirements. We also have incurred and will incur costs associated with recently adopted corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002, as well as new rules implemented by the SEC and the Nasdaq Global Market. The expenses incurred by public companies generally for reporting and corporate governance purposes have been increasing. These rules and regulations have significantly increased, and are expected to continue to increase, our legal and financial compliance costs and have made some activities more time-consuming and costly. These rules and regulations have also made it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as our executive officers.

If securities analysts stop publishing research or reports about our business, or if they downgrade our stock, the price of our stock could decline.

The trading market for our common stock relies in part on the research and reports that industry or financial analysts publish about us. If one or more of these analysts who do cover us downgrade our stock, our stock price would likely decline. Further, if one or more of these analysts cease coverage of our company, we could lose visibility in the market, which in turn could cause our stock price to decline.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

Table of Contents**ITEM 2. PROPERTIES**

Our main facilities at December 31, 2008 include the following:

| Location | Owned or Leased | Lease Expiration | Approximate Size (sq. ft.) | Primary Activity |
|-----------------------|------------------------|-------------------------|-----------------------------------|--|
| Oxford, Massachusetts | Owned | | 170,000 | Diodes, components, complete device manufacturing, administration |
| Burbach, Germany | Owned | | 207,000 | Optical fiber, components, final assembly, complete device manufacturing, administration |
| Fryazino, Russia | Leased | February 2009(1) | 69,000 | Components, complete device manufacturing, administration |
| | Owned | | 7,000 | Components, complete device manufacturing, administration |
| Beijing, China | Owned | | 38,000 | Administration, service |
| Novi, Michigan | Owned | | 16,000 | Administration, service |
| Legnano, Italy | Leased | March 2012 | 12,000 | Complete device manufacturing, administration |
| Yokohama, Japan | Leased | November 2011 | 12,000 | Administration, service |

(1) We are negotiating a lease renewal and expect this lease to be renewed for an additional 11-month period.

We are expanding our facilities in Massachusetts by adding approximately 77,000 square feet at facilities that we own. The additional space will be used primarily for manufacturing and administration.

We maintain our corporate headquarters in Oxford, Massachusetts, and conduct research and development in Oxford, Massachusetts, Burbach, Germany and Fryazino, Russia. We operate four manufacturing facilities for lasers, amplifiers and components, which are located in the United States, Germany, Russia and Italy. We also manufacture certain optical components and systems in India and China. We are committed to meeting internationally recognized manufacturing standards. Our facilities in the United States and Germany are ISO 9001 certified and we have ISO certification in Russia for specific products. We have sales personnel at each of our manufacturing facilities, and at offices in Novi, Michigan; Santa Clara, California; London, England; Illkirch, France; Yokohama and Chibu, Japan; Daejeon, South Korea; Bangalore, India; Beijing, China; and Singapore.

We believe that our existing facilities are adequate to meet our current needs and that we will be able to obtain additional commercial space as needed.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are party to various legal proceedings and other disputes incidental to our business, including those described below. For a discussion of the risks associated with these legal proceedings and other disputes, see Item 1A. Risk Factors. We are subject to litigation alleging that we are infringing third-party intellectual property rights. Intellectual property claims could result in costly litigation and harm our business. In November 2006, IMRA America, Inc. filed an action against us alleging that certain products we produce, including but not limited to our continuous wave and pulsed fiber lasers and fiber amplifiers, which account for a significant portion of our revenues,

infringe one U.S. patent allegedly owned by IMRA America. IMRA America alleges willful infringement and seeks damages of at least \$10 million, treble damages and injunctive relief. IMRA America also alleges inducement of infringement and contributory infringement. This lawsuit concerns products made, used, sold or offered for sale in or imported into the United States and therefore the lawsuit affects products that account for a substantial portion of our revenues. We filed an answer in which we denied infringement and raised additional defenses that the patent is invalid and unenforceable. In addition, we filed declaratory judgment counterclaims based on these three defenses. This lawsuit does not affect revenues that are derived from products that are not made, used, sold or offered for sale in or imported into the United States. In June 2008, the USPTO ordered re-examination of the patent claims asserted by

Table of Contents

IMRA America, Inc. against the Company based on several prior art references that we submitted in an *ex parte* re-examination request. The U.S. District Court for the Eastern District of Michigan had previously stayed the litigation until the conclusion of the re-examination. We intend to vigorously contest the claims against us, but we cannot predict the outcome of the proceeding.

In February 2008, CardioFocus Inc. filed an action against us alleging that our erbium and thulium fiber lasers infringe one patent allegedly owned by CardioFocus and seeks unspecified damages, treble damages and attorneys fees for alleged willful infringement. CardioFocus also alleges inducement of infringement. The patent claims generally relate to a system for transmitting laser energy via an optical fiber to a surgical site. The patent expired in April 2007. We filed an answer in which we denied infringement and raised additional defenses that the patent is invalid and unenforceable. In addition, we filed declaratory judgment counterclaims based on these three defenses. Also, CardioFocus recently alleged that the Company infringes claims of two additional patents and we are investigating a response to such allegations. The USPTO granted the reexamination requests submitted by us and other defendants. In two office actions in November 2008, the USPTO rejected all of the claims for the CardioFocus patents alleged to be infringed. In February 2009, CardioFocus responded to the USPTO office actions. The U.S. District Court for the District of Massachusetts has stayed the litigation until the earlier of October 2009 or the conclusion of the re-examination. The Court indicated that it will consider extending the stay for an additional year if the re-examinations are not completed in one year. Discovery has not yet commenced. We intend to vigorously contest the claims against us, but we cannot predict the outcome of the proceeding.

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

None.

PART II**ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Price Range of Common Stock**

Our common stock is quoted on the Nasdaq Global Market under the symbol **IPGP**. The following table sets forth the quarterly high and low sale prices of our common stock as reported on the Nasdaq Global Market.

| | Common Stock Price | |
|--|-------------------------------|------------|
| | High | Low |
| First Quarter ended March 31, 2007 | \$ 28.00 | \$ 17.78 |
| Second Quarter ended June 30, 2007 | \$ 23.94 | \$ 17.67 |
| Third Quarter ended September 30, 2007 | \$ 20.41 | \$ 16.53 |
| Fourth Quarter ended December 31, 2007 | \$ 22.34 | \$ 18.28 |
| First Quarter ended March 31, 2008 | \$ 20.28 | \$ 13.80 |
| Second Quarter ended June 30, 2008 | \$ 20.31 | \$ 14.89 |
| Third Quarter ended September 30, 2008 | \$ 22.40 | \$ 17.25 |
| Fourth Quarter ended December 31, 2008 | \$ 19.66 | \$ 11.03 |

Edgar Filing: Valenti Douglas - Form SC 13G

As of March, 2009, there were approximately 45,348,308 shares of our common stock outstanding held by approximately 123 holders of record, which does not include beneficial owners of common stock whose shares are held in the names of various securities brokers, dealers and registered clearing agencies.

Table of Contents**Stock Price Performance Graph**

The following Stock Price Performance Graph and related information includes comparisons required by the SEC. The Graph does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference into such filing.

The following graph presents the cumulative shareholder returns for the Company's Common Stock compared with the NASDAQ Composite Index and the S&P Technology Sector Index. The Company selected these comparative groups due to industry similarities and the fact that they contain several direct competitors.

**COMPARISON OF CUMULATIVE TOTAL RETURN
AMONG THE COMPANY, THE NASDAQ COMPOSITE INDEX AND S&P 500
TECHNOLOGY SECTOR INDEX**

| | Cumulative Total | | | |
|-----------------------------------|-------------------------|-------------------|-------------------|-------------------|
| | 12/13/2006 | 12/31/2006 | 12/31/2007 | 12/31/2008 |
| IPG Photonics Corporation | \$ 100.00 | \$ 93.75 | \$ 78.09 | \$ 51.48 |
| Nasdaq Composite (U.S. & Foreign) | \$ 100.00 | \$ 99.30 | \$ 109.04 | \$ 64.83 |
| S&P 500 Technology Sector Index | \$ 100.00 | \$ 99.74 | \$ 113.91 | \$ 66.14 |

The above graph represents and compares the value, through December 31, 2008, of a hypothetical investment of \$100 made at the closing price on December 13, 2006 (which was the date that our common stock began trading on the Nasdaq Global Market) in each of (i) the Company's common stock, (ii) the NASDAQ Composite Stock Index and (iii) the S&P 500 Technology Sector Index, in each case assuming the reinvestment of dividends. The stock price performance shown in this graph is not necessarily indicative of, and not intended to suggest future stock price performance.

Table of Contents

Dividends

We have never declared or paid any cash dividends on our capital stock. We anticipate that we will retain any future earnings to support operations and to finance the growth and development of our business. Therefore, we do not expect to pay cash dividends in the foreseeable future. Our payment of any future dividends will be at the discretion of our Board of Directors after taking into account any business conditions, any contractual and legal restrictions on our payment of dividends, and our financial condition, operating results, cash needs and growth plans. In addition, current agreements with certain of our lenders contain, and future loan agreements may contain, restrictive covenants that generally prohibit us from paying cash dividends, making any distribution on any class of stock or making stock repurchases.

Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities

During the past three years, we have sold and issued the following unregistered securities:

1. In connection with our initial public offering, all outstanding shares of our series A preferred stock converted in to 359,463 shares of our common stock, all outstanding shares of our series B preferred stock converted into 7,252,927 shares of our common stock and all outstanding shares of our series D preferred stock converted into 1,683,168 shares of our common stock.
2. Since January 1, 2006, we granted options to purchase 1,213,913 shares of our common stock at exercise prices ranging from \$3.41 to \$9.60 per share to employees, consultants and directors under our 2000 Incentive Compensation Plan, our 2006 Incentive Compensation Plan and our Non-Employee Directors Stock Plan. From January 1, 2006 through December 31, 2008, we issued 705,501 unregistered shares of our common stock pursuant to the exercise of stock options for aggregate consideration of \$1.5 million.
3. In December 2008, we issued 50,680 shares of common stock as partial payment of the purchase price for the 20% minority interest in IPG Fibertech, S.r.l. that we did not previously own. The shares were valued at \$13.05 per share, the closing price on November 17, 2008.

The sales of securities described in items (1) and (3) above were deemed to be exempt from registration pursuant to Section 4(2) of the Securities Act and Regulation D promulgated thereunder as transactions by an issuer not involving a public offering. Each of these sales was to accredited investors, as such term is defined in Rule 501 of Regulation D. Each of the recipients of securities in the transactions deemed to be exempt from registration pursuant to Section 4(2) of the Securities Act received written disclosures that the securities had not been registered under the Securities Act and that any resale must be made pursuant to a registration or an available exemption from such registration. The issuances of the securities described in item (2) above were deemed to be exempt from registration pursuant to either Rule 701 promulgated under the Securities Act as a transaction pursuant to compensatory benefit plans approved by our board of directors or, where such recipients of securities under these compensatory plans were accredited investors because the recipients were directors or executive officers of our company, under Section 4(2) of the Securities Act as transactions by an issuer not involving a public offering. None of the sales of the securities described in items (1), (2) and (3) above involved the use of an underwriter, and no commissions were paid in connection with the sale of any of the securities that we issued. The sales of these securities were made without general solicitation or advertising.

Issuer Purchases of Equity Securities

During the quarter ended December 31, 2008, there were no repurchases made by us or on our behalf, or by any affiliated purchasers, of shares of our common stock.

Table of Contents**Information Regarding Equity Compensation Plans**

The following table sets forth information with respect to securities authorized for issuance under our equity compensation plans as of December 31, 2008:

Equity Compensation Plan Information

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) | Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b) | Number of Securities |
|--|--|--|---|
| | | | Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) |
| Equity Compensation Plans Approved by Security Holders | 3,016,967 | \$ 6.79 | 2,475,315 |
| Equity Compensation Plans Not Approved by Security Holders | 33,334 | \$ 1.50 | |
| Total | 3,050,301 | | 2,475,315 |

The equity compensation plan not approved by security holders includes a non-plan grant of stock options by the Board of Directors in March 2000 to a non-employee advisor. The stock options were non-qualified stock options to purchase common stock at an exercise price of \$1.50 per share. These options vested immediately and expire in March 2010.

Table of Contents**ITEM 6. SELECTED FINANCIAL DATA**

The following selected consolidated financial data should be read in conjunction with, and is qualified by reference to, our consolidated financial statements and related notes and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report on Form 10-K. The data as of December 31, 2008 and 2007, and for the years ended December 31, 2008, 2007 and 2006, is derived from our audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. The data as of December 31, 2006, 2005 and 2004, and for the years ended December 31, 2005 and 2004, is derived from our audited consolidated financial statements and related notes not included in this Annual Report on Form 10-K. Effective January 1, 2006, we were required to begin accounting for stock-based payments at fair value, as discussed in note 2 to the consolidated financial statements. Our historical results are not necessarily indicative of the results for any future period.

| | 2008 | Year Ended December 31, | | | 2004 |
|---|-------------|--|-------------|-------------|-------------|
| | | 2007 | 2006 | 2005 | |
| | | (In thousands, except per share data) | | | |
| Consolidated Statement of Operations | | | | | |
| Data: | | | | | |
| Net sales | \$ 229,076 | \$ 188,677 | \$ 143,225 | \$ 96,385 | \$ 60,707 |
| Cost of sales | 121,776 | 103,695 | 79,931 | 62,481 | 42,274 |
| Gross profit | 107,300 | 84,982 | 63,294 | 33,904 | 18,433 |
| Operating expenses: | | | | | |
| Sales and marketing | 13,900 | 10,103 | 6,222 | 3,236 | 2,363 |
| Research and development | 15,804 | 9,527 | 6,544 | 5,788 | 4,831 |
| General and administrative | 20,400 | 19,028 | 14,522 | 10,598 | 8,179 |
| Total operating expenses | 50,104 | 38,658 | 27,288 | 19,622 | 15,373 |
| Operating income | 57,196 | 46,324 | 36,006 | 14,282 | 3,060 |
| Interest (expense) income, net | (777) | 674 | (1,493) | (1,840) | (2,150) |
| Fair value adjustment to series B warrants(1) | | | (7,444) | (745) | (615) |
| Other income, net | 145 | 612 | 1,050 | 236 | 196 |
| Net income before (provision for) benefit from income taxes and minority interests in consolidated subsidiaries | 56,564 | 47,610 | 28,119 | 11,933 | 491 |
| (Provision for) benefit from income taxes | (18,111) | (15,522) | 2,995 | (4,080) | 1,601 |
| Minority interests in consolidated subsidiaries | (1,799) | (2,193) | (1,881) | (426) | (80) |
| Net income | 36,654 | 29,895 | 29,233 | 7,427 | 2,012 |
| Accretion of series B preferred stock | | | (1,994) | (2,351) | (2,351) |

Edgar Filing: Valenti Douglas - Form SC 13G

| | | | | | |
|---|-----------|-----------|----------|----------|-----------|
| Beneficial conversion feature | | | (18,267) | | |
| Net income (loss) applicable to common stockholders | \$ 36,654 | \$ 29,895 | \$ 8,972 | \$ 5,076 | \$ (339) |
| Net income (loss) per share: | | | | | |
| Basic | \$ 0.82 | \$ 0.69 | \$ 0.27 | \$ 0.16 | \$ (0.01) |
| Diluted | \$ 0.79 | \$ 0.65 | \$ 0.26 | \$ 0.16 | \$ (0.01) |
| Weighted-average shares outstanding: | | | | | |
| Basic | 44,507 | 43,269 | 27,896 | 26,232 | 25,698 |
| Diluted | 46,223 | 45,749 | 33,005 | 30,167 | 25,698 |

(1) The change in value of the series B warrants is a non-cash charge related to recording the increase or decrease in the fair value of the warrants prior to their conversion in December 2006. The change in fair value for this derivative instrument was directly related to the probability that the warrants would be exercised prior to their expiration in April 2008. We used a portion of the net proceeds from our IPO to repurchase the series B warrants.

Table of Contents

| | As of December 31, | | | | |
|---|--------------------|-----------|-----------|----------|----------|
| | 2008 | 2007 | 2006 | 2005 | 2004 |
| | (In thousands) | | | | |
| Consolidated Balance Sheet Data: | | | | | |
| Cash and cash equivalents | \$ 51,283 | \$ 37,972 | \$ 75,667 | \$ 8,361 | \$ 2,548 |
| Working capital | 131,997 | 121,209 | 115,668 | 21,487 | 20,934 |
| Total assets | 313,218 | 263,321 | 232,492 | 115,481 | 110,545 |
| Revolving line-of-credit facilities | 19,769 | 11,218 | 2,603 | 8,746 | 8,259 |
| Long-term debt, including current portion and a provision for contract settlement | 19,330 | 20,000 | 38,367 | 26,081 | 31,454 |
| Series B warrants | | | | 14,644 | 13,899 |
| Convertible redeemable preferred stock | | | | 96,348 | 93,997 |
| Preferred stock | | | | 4,880 | 4,880 |
| Stockholders' equity (deficit) | 238,172 | 200,180 | 158,594 | (46,504) | (49,038) |

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Item 6, Selected Consolidated Financial Data and our consolidated financial statements and related notes included in this Annual Report of Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors including, but not limited to, those discussed under Item 1A, Risk Factors.

Overview

We develop and manufacture a broad line of high-performance fiber lasers for diverse applications in numerous markets. Fiber lasers are a new generation of lasers that combine the advantages of semiconductor diodes, such as long life and high efficiency, with the high amplification and precise beam qualities of specialty optical fibers to deliver superior performance, reliability and usability at a generally lower total cost of ownership compared to conventional CO₂ and crystal lasers. Our products are displacing conventional lasers in many current applications and enabling new applications for lasers.

Our diverse lines of low, mid and high-power lasers and amplifiers are used in materials processing, advanced, communications and medical applications. We sell our products globally to original equipment manufacturers, or OEMs, system integrators and end users. We market our products internationally primarily through our direct sales force and also through agreements with independent sales representatives and distributors. We have sales offices in the United States, Germany, Italy, France, the United Kingdom, Japan, China, South Korea, Singapore, India and Russia.

We are vertically integrated such that we design and manufacture most key components used in our finished products, from semiconductor diodes to optical fiber preforms, finished fiber lasers and amplifiers. Our vertically integrated operations allow us to reduce manufacturing costs, ensure access to critical components and rapidly develop and integrate advanced products while protecting our proprietary technology.

Since our formation in 1990 in Russia, we have been focused on developing and manufacturing high-power fiber lasers and amplifiers. We established manufacturing and research operations in Germany in 1994 and in the United States in 1998. In the following years, we developed numerous OEM customer relationships for our advanced, active fiber-based products and generated a substantial majority of our sales from communications companies. Despite the significant economic downturn in the communications industry during 2001 and 2002, we invested in developing and manufacturing our own semiconductor diodes, one of our

Table of Contents

highest-cost components, rather than purchasing them from third-party vendors. Also, we developed new products with higher output levels, targeting new applications and markets outside of the communications industry, particularly materials processing, which is now the largest market for our products.

In December 2006, we completed our IPO of 10,350,000 shares of common stock at \$16.50 per share, comprised of 6,241,379 primary shares and 4,108,621 shares offered by selling stockholders. In connection with the IPO, all of the outstanding shares of our preferred stock were converted into an aggregate of 9,295,558 shares of common stock.

Description of Our Net Sales, Costs and Expenses

Net sales. We derive net sales primarily from the sale of fiber lasers and amplifiers. We also sell diode lasers, communications systems and complementary products. We develop our products to standard specifications and use a common set of components within our product architectures. We sell our products through our direct sales organization and our network of distributors and sales representatives, as well as system integrators. We sell our products to OEMs that supply materials processing laser systems, communications systems and medical laser systems to end users. We also sell our products to end users that build their own systems which incorporate our products or use our products as an energy or light source. Sales of our products generally are recognized upon shipment, provided that no obligations remain and collection of the receivable is reasonably assured.

Our sales cycle varies substantially, ranging from a period of a few weeks to as long as one year or more. Our scientists and engineers work closely with OEMs and end users to analyze their system requirements and select and meet appropriate specifications. Our major products are based upon a common technology platform. We continually enhance these and other products by improving their components as well as by developing new components. Although it is difficult to predict the life cycles of our products and what stage of the life cycle our products are in, we estimate that our major products are in the early stages of their life cycles. Our sales typically are made on a purchase order basis rather than through long-term purchase commitments.

The average selling prices of our products generally decrease as the products mature. These decreases result from factors such as increased competition, the introduction of new products, increases in unit volumes and market share considerations. In the past, we have lowered our selling prices in order to penetrate new markets and applications in which previously it was not economically feasible for customers to deploy our products. Furthermore, we offer volume discounts to customers who buy multiple units. We cannot predict the timing and degree of these price declines.

Cost of sales. Our cost of sales consists primarily of the cost of raw materials and components, direct labor expenses and manufacturing overhead. We are vertically integrated and currently manufacture all critical components for our products as well as assemble finished products. We believe our vertical integration allows us to increase efficiencies, leverage our scale and lower our cost of sales. Cost of sales also includes personnel costs and overhead related to our manufacturing and engineering operations, related occupancy and equipment costs, shipping costs and reserves for inventory obsolescence and for warranty obligations. Inventories are written off and charged to cost of sales when identified as excess or obsolete.

Due to our vertical integration strategy, we maintain a relatively high fixed manufacturing overhead. We may not adjust these fixed costs quickly enough to adapt to rapidly changing market conditions. Our gross profit, in absolute dollars and as a percentage of net sales, is greatly impacted by our sales volume and the corresponding absorption of fixed manufacturing overhead expenses. Therefore, reductions in sales volumes generally decrease our gross profit. Additionally, because many of our products are customized, we are frequently required to devote significant engineering resources to the sales process, which we also include in cost of product sales as incurred.

Sales and marketing. Our sales and marketing expense consists primarily of compensation, costs of advertising, trade shows, professional and technical conferences, promotions, travel related to our sales and marketing operations, related occupancy and demonstration equipment costs and other marketing costs.

Table of Contents

Research and development. Our research and development expense consists primarily of compensation, test and development expenses related to the design of our products and certain components, and facilities costs. We use a common research and development platform for our products. Costs related to product development are recorded as research and development expenses in the period in which they are incurred.

General and administrative. Our general and administrative expense consists primarily of compensation and associated costs for executive management, finance, legal and other administrative personnel, outside legal and professional fees, allocated facilities costs and other corporate expenses.

Minority interests in consolidated subsidiaries. Our financial statements consolidate the financial results of our subsidiaries, including the subsidiaries that are not wholly owned by us. We own all of the stock of our subsidiaries, except for 34% of our Russian subsidiary, NTO IRE-Polus, 20% of our Japanese subsidiary, IPG Photonics (Japan) Ltd. (IPG Japan), and 10% of our South Korean subsidiary, IPG Photonics (Korea) Ltd. We reduce or increase our net income by the net income or loss, respectively, attributable to the minority ownership interest in such subsidiaries.

Factors and Trends That Affect Our Operations and Financial Results

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

Net sales. From 2003 to 2008, our net sales grew from \$33.7 million to \$229.1 million, representing a compound annual growth rate of approximately 47%. The principal drivers of our net sales growth have been (i) introduction of new products, including our high-power lasers, and increasing demand for our products, fueled by the decreasing average cost per watt of output power, (ii) the expansion of our product line into higher output power levels, (iii) the growing market acceptance of fiber lasers, and (iv) the development of new applications for our products and new OEM customer relationships. Our annual revenue growth rates have decreased from 80% in 2004 to 59% in 2005, 49% in 2006, 32% in 2007, and 21% in 2008. Furthermore, during 2008 our growth rate decreased over prior year levels from the first half to the second half from 27% to 17%, respectively. Uncertainties surrounding current economic conditions also make it difficult to predict sales in 2009.

Our business depends substantially upon capital expenditures by our customers, particularly by manufacturers in the materials processing market, which include automotive, marking, electronics and photovoltaic applications. Approximately 82% of our revenues in 2008 were from customers in the materials processing market. Although applications in this marketplace are broad, sales for these applications are cyclical and have historically experienced sudden and severe downturns and periods of oversupply, resulting in significantly reduced demand for capital equipment, including the products that we manufacture and market. For the foreseeable future, our operations will continue to depend upon capital expenditures by customers in this market, which, in turn, depend upon the demand for their products or services. Decreased demand for products and services from customers for these applications during an economic downturn may lead to decreased demand for our products, which would reduce our sales or sales growth rate.

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

customers.

Gross margin. In the last three years our gross margins have increased from 44.2% in 2006 to 45.0% in 2007 and 46.8% in 2008.

Table of Contents

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

Due to the fact that we have significant fixed costs, our costs are difficult to adjust in response to changes in demand. In addition, our fixed costs will increase as we expand our capacity. Gross margins generally have improved because of greater absorption of fixed overhead costs associated with sales of larger volumes of higher-power products. However, if sales decline or if we have production issues or inventory write-downs, our gross margins could be negatively affected, and could be more volatile period to period than in the past.

We also regularly review our inventory for items that are slow moving, have been rendered obsolete or determined to be excess, and any write-off of such slow moving, obsolete or excess inventory affects our gross margins. For example, we recorded provisions for inventory totaling \$3.8 million, \$2.5 million and \$1.0 million in 2008, 2007 and 2006, respectively.

The factors that can influence the gross margins derived from sales of any individual product include the following:

factors that affect the prices we can charge, including the features and performance of our products, their output power, the nature of the end user and application, and competitive pressures;

factors that affect the cost of our net sales, including the cost of raw materials and components, manufacturing costs and shipping costs;

production volumes and yields of specific product lines or components; and

in the case of our OEM customers, the type of market that they serve and the competitive pricing pressures faced by our OEM customers.

Cost of diodes. Prior to 2004, we used semiconductor diodes purchased from a third-party supplier. In 2004, we began production at our semiconductor diode manufacturing facility, which enabled us to significantly reduce the cost of our semiconductor diodes and eliminate reliance upon suppliers for this component. For many of our products, particularly at higher power levels, the cost of diodes is the most important factor in determining the price of the product. In addition, we have increased the output power of individual semiconductor diodes and diode packages, further reducing our cost per watt.

Sales and marketing expense. We have expanded our worldwide direct sales organization and applications centers around the world, hired additional personnel involved in marketing in our existing and new geographic locations, increased the number of units used for demonstration purposes, and otherwise increased expenditures on sales and marketing activities in order to support the growth in our net sales. We expect to continue to invest in our sales and marketing resources and such costs may increase in the aggregate. However, the rate of growth in such costs is not expected to be as high as rates experienced in previous years.

Research and development expense. We plan to continue to invest in research and development to improve our existing components and products and develop new components and products, such as diodes, gas lasers and visible lasers. The amount of research and development expenses we incur may vary period to period.

General and administrative expense. We have increased our general and administrative expenses and expanded headcount to support the growth of our company and to comply with public company reporting obligations and regulatory requirements, incurred higher insurance expenses related to directors and officers insurance and invested in our financial reporting systems. We expect future increases in general and administrative expenses to be limited, however the timing and amount of litigation related expenses may vary substantially from quarter to quarter in response to unforeseen circumstances and events.

Table of Contents

Major customers. We have historically depended on a few customers for a large percentage of our annual net sales. The composition of this group can change from year to year. Net sales derived from our five largest customers as a percentage of our annual net sales were 29% in 2006, 20% in 2007 and 17% in 2008. Sales to our largest customer accounted for 10%, 7% and 7% of our net sales in 2006, 2007 and 2008, respectively. We seek to add new customers and to expand our relationships with existing customers. We anticipate that the composition of our net sales to our significant customers will continue to change. If any of our significant customers were to substantially reduce their purchases from us, our results would be adversely affected.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty. On an ongoing basis we re-evaluate our judgments and estimates including those related to inventories, income taxes and the fair value of certain debt and equity instruments including stock-based compensation. We base our estimates and judgments on our historical experience and on other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates, which may result in material effects on our operating results and financial position. The accounting policies described below are those which, in our opinion, involve the most significant application of judgment, or involve complex estimation, and which could, if different judgments or estimates were made, materially affect our reported results of operations and financial position.

Revenue recognition. Our net sales are generated from sales of fiber lasers, fiber amplifiers, diode lasers and complementary products. Our products are used in a wide range of applications by different types of end users or used as components or integrated into systems by OEMs or system integrators, and are often used as sub-assemblies required for end products manufactured by or for the customer. We also sell communications systems that include our fiber lasers and amplifiers as components.

We recognize revenue in accordance with SEC Staff Accounting Bulletin, or SAB, No. 104, Revenue Recognition. SAB No. 104 requires that four basic criteria be met before revenue can be recognized: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the fee is fixed or determinable; and (iv) collectibility is reasonably assured. Revenue from the sale of our products is generally recognized upon shipment, provided that the other revenue recognition criteria have been met. We have no obligation to provide upgrades, enhancements or customer support subsequent to the sale, other than warranty.

Revenue from orders with multiple deliverables is divided into separate units of accounting when certain criteria are met. The consideration for the arrangement is then allocated to the separate units of accounting based on their relative fair values. We defer the revenue on multiple element arrangements if the fair values of all the undelivered elements are not known or if customer acceptance is contingent on delivery of specified items or performance conditions, if the performance conditions cannot be satisfactorily tested prior to shipment or if the Company has not met such conditions in the past. Applicable revenue recognition criteria are then applied separately to each separate unit of accounting.

Returns and customer credits are infrequent and are recorded as a reduction to revenue. Rights of return are generally not included in sales arrangements. We receive a customer purchase order or contract as evidence of an arrangement and product shipment terms are typically free on board (F.O.B.) shipping point. Periodically, our revenue arrangements include customer acceptance clauses. Revenue is deferred until customer acceptance has been obtained.

Inventory. Inventory is stated at the lower of cost (first-in, first-out method) or market. Inventory includes parts and components that may be specialized in nature and subject to rapid obsolescence. We

Table of Contents

maintain a reserve for inventory items to provide for an estimated amount of excess or obsolete inventory. The reserve is based upon a review of inventory materials on hand, which we compare with estimated future usage and age. In addition, we review the inventory and compare recorded costs with estimates of current market value. Write-downs are recorded to reduce the carrying value to the net realizable value with respect to any part with costs in excess of current market value. Estimating demand and current market values is inherently difficult, particularly given that we make unique components and products. We determine the valuation of excess and obsolete inventory by making our best estimate considering the current quantities of inventory on hand and our forecast of the need for this inventory to support future sales of our products. We often have limited information on which to base our forecasts. If future sales differ from these forecasts, the valuation of excess and obsolete inventory may change and additional inventory provisions may be required. Because of the Company's vertical integration, a significant or sudden decrease in sales could result in a significant change in the estimates of excess or obsolete inventory. We recorded inventory charges of \$3.8 million, \$2.5 million and \$1.0 million in 2008, 2007 and 2006, respectively.

Stock-based compensation. Stock-based compensation is included in the following financial statement captions as follows:

| | Year Ended December 31, | | |
|----------------------------|--------------------------------|-----------------|---------------|
| | 2008 | 2007 | 2006 |
| | (In thousands) | | |
| Cost of sales | \$ 328 | \$ 285 | \$ 127 |
| Sales and marketing | 407 | 113 | 62 |
| Research and development | 490 | 237 | 43 |
| General and administrative | 849 | 689 | 301 |
| Total | \$ 2,074 | \$ 1,324 | \$ 533 |

Compensation costs for all share-based payment awards granted subsequent to January 1, 2006 are recognized based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123(R). We allocate and record stock-based compensation expense on a straight-line basis over the requisite service period.

Under SFAS No. 123(R), we calculate the fair value of stock option grants using the Black-Scholes option pricing model. Determining the appropriate fair value model and calculating the fair value of stock-based payment awards require the use of highly subjective assumptions, including the expected life of the stock-based payment awards and stock price volatility. The assumptions used in calculating the fair value of stock-based payment awards represent management's best estimates, but the estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future. The weighted average assumptions used in the Black-Scholes model were as follows for the years ended December 31:

| | 2008 | 2007 | 2006 |
|--------------------------|-----------------|-------------|-------------|
| Expected Term | 4.33-7.23 years | 6.25 years | 6.25 years |
| Volatility | 39%-65% | 65% | 65% |
| Risk Free Rate of Return | 2.51%-5.20% | 3.87%-5.20% | 4.70%-4.75% |
| Dividend Yield | 0% | 0% | 0% |

| | | | |
|-----------------|-------|-------|-------|
| Forfeiture Rate | 2%-5% | 2%-5% | 2%-5% |
|-----------------|-------|-------|-------|

The weighted average expected option term for awards granted in 2007 and 2006 reflects the application of the simplified method set forth in Securities and Exchange Commission Staff Accounting Bulletin, or SAB, No. 107. The simplified method defines the life as the average of the contractual term of the options and the weighted average vesting period for all option tranches. Commencing in 2008, the Company began to use historic exercise activities of its own stock options as well as projections based on historic experience.

Because the Company's common stock has been publicly traded since December 2006, there is a lack of sufficient company-specific historical and implied volatility information. The Company based its estimate of expected volatility on the expected volatility of similar entities whose share prices are publicly available. The

Table of Contents

Company used the following factors to identify similar public entities: industry, stage of life cycle, size and profitability. The Company intends to continue to consistently apply this process using the same or similar entities until a sufficient amount of historical information regarding the volatility of its own share price becomes available, or unless circumstances change such that the identified entities are no longer similar to the Company. In this latter case, more suitable, similar entities whose share prices are publicly available would be utilized in the calculation.

As stock-based compensation expense recorded in our statements of operations is based on options ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS No. 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The stock-based compensation reflects an estimated forfeiture rate of 5% annually.

In 2008 the Company adopted an employee stock purchase plan covering its U.S. employees. The plan allows employees who participate to purchase shares of common stock through payroll deductions at a 15% discount to the lower of the stock price on the first day or last day of the six-month purchase period. Payroll deductions may not exceed 10% of the employee's compensation. Compensation expense related to the employee stock purchase plan for the year ended December 31, 2008 was approximately \$67,000.

Income Taxes and Deferred Taxes. Our annual tax rate is based on our income, statutory tax rates and tax planning opportunities available to us in the various jurisdictions in which we operate.

We file federal and state income tax returns in the United States and tax returns in nine international jurisdictions. We must estimate our income tax expense after considering, among other factors, differing tax rates between jurisdictions, allocation factors, tax credits, nondeductible items and changes in enacted tax rates. Significant judgment is required in determining our annual tax expense and in evaluating our tax positions. As we continue to expand globally, there is a risk that, due to complexity within and diversity among the various jurisdictions in which we do business, a governmental agency may disagree with the manner in which we have computed our taxes. Additionally, due to the lack of uniformity among all of the foreign and domestic taxing authorities, there may be situations where the tax treatment of an item in one jurisdiction is different from the tax treatment in another jurisdiction or that the transaction causes a tax liability to arise in another jurisdiction.

A 1% change in our 2008 effective income tax rate would have the effect of changing net income by approximately \$566,000, or \$0.01 per diluted share after tax.

Deferred taxes arise because of the different treatment between financial statement accounting and tax accounting, known as temporary differences. The tax effects of these temporary differences are recorded as deferred tax assets and deferred tax liabilities on the consolidated balance sheet. At December 31, 2008, we recorded a net deferred tax asset of \$5,649,000. If insufficient evidence of our ability to generate future taxable income arises, we may be required to record a valuation allowance against these assets, which will result in additional income tax expense. On a quarterly basis, we evaluate whether the deferred tax assets may be realized in the future and assess the need for a valuation allowance.

We provide reserves for potential payments of tax to various tax authorities related to uncertain tax positions and other issues. Prior to 2007, these reserves were recorded when management determined that it was probable that a loss would be incurred related to these matters and the amount of the loss was reasonably determinable. In 2007, we adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*. As a result, reserves recorded subsequent to adoption are based on a determination of whether and how much of a tax benefit taken by us in our tax filings or positions is more likely than not to be realized following resolution of any potential contingencies present related to the tax benefit, assuming that the matter in question will be raised by the tax authorities. Potential interest and penalties associated with such uncertain tax positions is recorded as a component of income tax expense. At

December 31, 2008, the Company had unrecognized tax benefits of approximately \$1,672,000, that if recognized would be recorded as a reduction in income tax expense.

Additionally, undistributed earnings of a subsidiary are accounted for as a temporary difference, except that deferred tax liabilities are not recorded for undistributed earnings of a foreign subsidiary that are deemed

Table of Contents

to be indefinitely reinvested in the foreign jurisdiction. We have formulated a specific plan for reinvestment of undistributed earnings of its foreign subsidiaries which demonstrates that such earnings will be indefinitely reinvested in the applicable tax jurisdictions.

Results of Operations

The following table sets forth selected statement of operations data for the periods indicated in dollar amounts and expressed as a percentage of net sales.

| | Year Ended December 31, | | | | | |
|---|---|--------|------------|--------|------------|--------|
| | 2008 | | 2007 | | 2006 | |
| | (In thousands, except percentages and per share data) | | | | | |
| Net sales | \$ 229,076 | 100.0% | \$ 188,677 | 100.0% | \$ 143,225 | 100.0% |
| Cost of sales | 121,776 | 53.2 | 103,695 | 55.0 | 79,931 | 55.8 |
| Gross profit | 107,300 | 46.8 | 84,982 | 45.0 | 63,294 | 44.2 |
| Operating expenses: | | | | | | |
| Sales and marketing | 13,900 | 6.1 | 10,103 | 5.4 | 6,222 | 4.4 |
| Research and development | 15,804 | 6.9 | 9,527 | 5.0 | 6,544 | 4.6 |
| General and administrative | 20,400 | 8.9 | 19,028 | 10.1 | 14,522 | 10.1 |
| Total operating expenses | 50,104 | 21.9 | 38,658 | 20.5 | 27,288 | 19.1 |
| Operating income | 57,196 | 24.9 | 46,324 | 24.5 | 36,006 | 25.1 |
| Interest (expense) income, net | (777) | (0.3) | 674 | 0.4 | (1,493) | (1.0) |
| Fair value adjustment to series B warrants | | | | | (7,444) | (5.2) |
| Other income, net | 145 | 0.1 | 612 | 0.3 | 1,050 | 0.7 |
| Net income before (provision for) benefit from income taxes and minority interests in consolidated subsidiaries | 56,564 | 24.7 | 47,610 | 25.2 | 28,119 | 19.6 |
| (Provision for) benefit from income taxes | (18,111) | (7.9) | (15,522) | (8.2) | 2,995 | 2.1 |
| Minority interests in consolidated subsidiaries | (1,799) | (0.8) | (2,193) | (1.2) | (1,881) | (1.3) |
| Net income | 36,654 | 16.0 | 29,895 | 15.8 | 29,233 | 20.4 |
| Accretion of series B preferred stock | | | | | (1,994) | (1.4) |
| Beneficial conversion feature | | | | | (18,267) | (12.7) |
| | \$ 36,654 | 16.0% | \$ 29,895 | 15.8% | \$ 8,972 | 6.3% |

Net income applicable to common stockholders

Net income per share:

| | | | |
|---------|---------|---------|---------|
| Basic | \$ 0.82 | \$ 0.69 | \$ 0.27 |
| Diluted | \$ 0.79 | \$ 0.65 | \$ 0.26 |

Weighted-average shares outstanding:

| | | | |
|---------|--------|--------|--------|
| Basic | 44,507 | 43,269 | 27,896 |
| Diluted | 46,223 | 45,749 | 33,005 |

Comparison of Year Ended December 31, 2008 to Year Ended December 31, 2007

Net sales. Net sales increased by \$40.4 million, or 21.4%, to \$229.1 million in 2008 from \$188.7 million in 2007. This increase was attributable to higher sales of fiber lasers in materials processing applications where net sales increased by \$47.7 million, or 34.0%. This increase was partially offset by a decrease in sales in medical applications of \$6.7 million, or 64.1%, advanced applications of \$0.4 million, or 1.5%, and communications applications, where net sales decreased by \$0.2 million, or 1.2%. The growth in materials processing applications sales resulted primarily from increased sales of medium-power lasers and pulsed lasers and continued market penetration for high-power fiber lasers, which increased by 55.5%, 37.5% and 29.4%.

Table of Contents

respectively. The decrease in sales of medical applications and low-power lasers was due to lower sales to our largest medical application customer in the United States.

Cost of sales and gross margin. Cost of sales increased by \$18.1 million, or 17.4%, to \$121.8 million in 2008 from \$103.7 million in 2007, as a result of increased sales volume. Our gross margin increased to 46.8% in 2008 from 45.0% in 2007. The increase in gross margin resulted from favorable absorption of fixed manufacturing costs due to higher production volumes and favorable product mix, particularly related to pulsed and medium-power lasers. These products have a higher selling price of output power per watt and higher gross margins. These benefits were partially offset by inventory write-downs of \$3.8 million compared to \$2.5 million in 2007 and an increase in depreciation related to facilities and equipment of \$2.5 million in 2008.

Sales and marketing expense. Sales and marketing expense increased by \$3.8 million, or 37.6%, to \$13.9 million in 2008 from \$10.1 million in 2007, primarily as a result of an increase of \$1.8 million in personnel costs and \$0.5 million in premises costs related to a larger worldwide direct sales organization, including our new sales and applications facilities in China, Japan and the United States (Michigan) and additional sales personnel worldwide. Additionally, the increase resulted from a \$0.6 million increase in depreciation related to facilities and units used for demonstration purposes. As a percentage of sales, sales and marketing expense increased to 6.1% in 2008 compared to 5.4% in 2007.

Research and development expense. Research and development expense increased by \$6.3 million, or 65.9%, to \$15.8 million in 2008 from \$9.5 million in 2007. This increase was primarily due to an increase of \$3.6 million in personnel costs and \$2.1 million in materials used for research and development projects. During 2008, we increased the number of personnel performing research and development activities in the United States, Germany and Russia. Research and development activity continues to focus on enhancing the performance of our internally manufactured components, refining production processes to improve manufacturing yields and the development of new products. As a percentage of sales, research and development expense increased to 6.9% in 2008 from 5.0% in 2007.

General and administrative expense. General and administrative expense increased by \$1.4 million, or 7.2%, to \$20.4 million in 2008 from \$19.0 million in 2007, primarily due to a \$1.1 million increase in personnel expenses as we expanded the general and administrative function to support the growth of the business, \$0.9 million related to higher consulting fees and \$0.9 million related to the increase in bad debt reserves. These increases were offset by an increase in gains on foreign currency transactions, which increased to \$2.8 million in 2008 from \$1.2 million in 2007. As a percentage of sales, general and administrative expense decreased to 8.9% in 2008 compared to 10.1% in 2007.

Interest (expense) income, net. Interest (expense) income, net was \$0.8 million of net interest expense in 2008 compared to \$0.7 million of net interest income in 2007. Interest expense in 2008 totaled \$1.7 million while interest income was \$0.9 million. The change in interest (expense) income, net resulted from higher interest expense due to increased utilization of credit lines.

(Provision for) benefit from income taxes. The provision for income taxes increased by \$2.6 million to an \$18.1 million expense in 2008 from a \$15.5 million expense in 2007. The effective tax rate was 32.0% in 2008 as compared to 32.6% in 2007.

Net income. Net income increased by \$6.8 million to \$36.7 million in 2008 from \$29.9 million in 2007. Net income as a percentage of our net sales increased to 16.0% in 2008 compared to 15.8% in 2007.

Comparison of Year Ended December 31, 2007 to Year Ended December 31, 2006

Net sales. Net sales increased by \$45.5 million, or 31.8%, to \$188.7 million in 2007 from \$143.2 million in 2006. This increase was attributable to higher sales of fiber lasers in materials processing applications, where net sales increased by \$42.4 million, or 43.5%, and advanced applications, where net sales increased by \$5.8 million, or 30.3%. These increases were partially offset by a decrease in sales in communications applications of \$2.2 million, or 14.2%, and medical applications of \$0.7 million, or 5.9%. The growth in materials processing sales resulted primarily from increased market penetration for high-power fiber lasers as well as an increase in sales of pulsed and medium-power fiber lasers. The decrease in communications

Table of Contents

applications sales was due to lower sales of fiber amplifiers to our largest U.S. telecom customer due to increased competition experienced by our customer as well as completion of a project with a customer in Asia. This decrease was partially offset by increased sales of telecommunications systems in Russia. The slight decrease in sales of medical applications was due to lower sales to our largest customer for this application.

Cost of sales and gross margin. Cost of sales increased by \$23.8 million, or 29.8%, to \$103.7 million in 2007 from \$79.9 million in 2006, as a result of increased sales volume. Our gross margin increased to 45.0% in 2007 from 44.2% in 2006. The increase in gross margin was the result of slightly more favorable absorption of our fixed manufacturing costs in 2007 due to higher production volumes, which was reduced by higher expenses related to continue expansion of our vertically integrated manufacturing capacity, higher expenses related to manufacturing salaries and benefits, facilities, supplies and tooling and depreciation. A higher proportion of high-power sales and a lower proportion of amplifier sales in 2007 as compared to 2006 and lower diode yields late in 2007. High-power lasers tend to have a lower selling price per watt of output and lower contribution margins than amplifiers, low-power lasers and pulsed lasers.

Sales and marketing expense. Sales and marketing expense increased by \$3.9 million, or 62.9%, to \$10.1 million in 2007 from \$6.2 million in 2006, primarily as a result of an increase of \$1.5 million in selling expenses related to an increase in the number of units used for demonstration purposes and an increase of \$1.2 million in personnel costs related to the expansion of our worldwide direct sales organization, including our new sales and service center in China. The remainder of the increase related to increases in costs for trade fairs, travel, premises and depreciation. As a percentage of sales, sales and marketing expense increased to 5.4% in 2007 from 4.4% in 2006. As we continue to expand our sales presence and organization worldwide we expect expenditures on sales and marketing to continue to increase.

Research and development expense. Research and development expense increased by \$3.0 million, or 46.2%, to \$9.5 million in 2007 from \$6.5 million in 2006. This increase was primarily due to an increase of \$2.0 million in personnel costs and \$0.5 million in consulting costs to support increased research and development activity. Research and development activity continues to focus on enhancing the performance of our internally manufactured components, refining production processes to improve manufacturing yields and the development of new products operating at different wavelengths and at higher output powers. As a percentage of sales, research and development expense increased to 5.0% in 2007 from 4.6% in 2006.

General and administrative expense. General and administrative expense increased by \$4.5 million, or 31.0%, to \$19.0 million in 2007 from \$14.5 million in 2006, primarily due to an increase of \$2.3 million in personnel expenses as we expanded the general and administrative function to support the growth of the business and comply with the reporting and regulatory requirements of a public company, higher stock-compensation costs and increased expenses related to our new office in China. General legal, consulting and accounting costs increased by \$0.6 million due primarily to higher audit fees, Sarbanes-Oxley Act compliance costs and tax compliance initiatives. Patent litigation defense fees increased by \$1.5 million. Insurance costs also increased by \$0.9 million. These increases were partially offset by realized and unrealized gains related to foreign currency of \$1.2 million in 2007 as compared to \$0.8 million of losses in 2006. As a percentage of sales, general and administrative expenses were the same in 2007 and 2006.

Interest income (expense), net. Interest income (expense), net was \$0.7 million of net interest income in 2007 compared to \$1.5 million of net interest expense in 2006. The change in interest income (expense), net resulted from lower interest expense incurred after the repayment of all of our term debt in the first quarter of 2007 and higher interest income earned on the net proceeds from our IPO in December 2006.

Fair value adjustment to series B warrants. There was no expense related to the fair value adjustment of the series B warrants in 2007 as compared to \$7.4 million in 2006 because we repurchased the series B warrants in December

2006. As a result, there will be no further charges to record the change in the fair value of the series B warrants.

(Provision for) benefit from income taxes. Provision for income taxes increased by \$18.5 million to a \$15.5 million expense in 2007 from a \$3.0 million benefit in 2006, representing an effective tax rate of 32.6% in 2007 as compared to an effective tax benefit of 10.7% in 2006. The increase in the provision for income taxes

Table of Contents

was primarily due to an increase in earnings before taxes and the release in 2006 of our valuation allowance for U.S. federal net operating losses. Excluding the release of the \$13.1 million valuation allowance and the fair value adjustment to the series B warrants of \$7.4 million, the effective tax rate was 28.3% in 2006. The increase in the effective tax rate in 2007 is primarily due to an effective tax rate applied to U.S.-generated income of approximately 35% in 2007 as compared to an effective rate of zero percent in 2006. The increase was partially offset by a \$1.1 million reduction in the carrying value of German net deferred tax liabilities due to a change in income tax rates in Germany from 38% to approximately 30%. This change in tax rates was enacted by the German government during the third quarter of 2007 and became effective on January 1, 2008.

Net income. Net income increased by \$0.7 million to \$29.9 million in 2007 from \$29.2 million in 2006. Net income as a percentage of our net sales decreased by 4.6 percentage points to 15.8% in 2007 from 20.4% in 2006 due to the factors described above and in particular the release in 2006 of the valuation allowance for U.S. federal net operating losses, offset by the charges in 2006 related to the changes in the fair value of the series B warrants.

Liquidity and Capital Resources

Our principal sources of liquidity as of December 31, 2008 consisted of cash and cash equivalents of \$51.3 million, unused credit lines and overdraft facilities of \$40.9 million and working capital (excluding cash) of \$80.7 million. This compares to cash and cash equivalents of \$38.0 million, marketable securities of \$7.0 million, unused credit lines and overdraft facilities of \$39.9 million and working capital (excluding cash) of \$83.2 million as of December 31, 2007. The increase in cash and cash equivalents of \$13.3 million from December 31, 2007 relates primarily to cash provided by operating activities in 2008 of \$34.7 million, sales of marketable securities of \$5.5 million and net proceeds from our credit lines of \$7.8 million, offset by capital expenditures and the acquisition of intangible assets totaling \$37.1 million.

We held approximately \$1.3 million in auction-rate securities (ARSs) at December 31, 2008, all of which is included in other long-term assets, as compared to \$7.0 million at December 31, 2007, which was included in marketable securities. Our investments in ARSs at December 31, 2008 consisted solely of taxable municipal debt securities. None of the ARSs in our portfolio are collateralized debt obligations (CDOs) or mortgage-backed securities.

As a result of recent auction failures, we continue to hold the ARSs not subject to redemption and the issuers are required to pay interest on the ARSs at the maximum contractual rate. As these auction failures have affected our ability to access these funds in the near term, we have classified these as long-term available for sale securities. Additionally, we have assessed the fair value of these instruments and have identified an other-than-temporary decline in their market value related to the lack of liquidity. As a result, we carry these ARSs at approximately 86% of their face value and recorded a charge totaling \$191,000 during 2008. These ARSs are insured and are rated A2 and AA by Moody's and Standard & Poor's, respectively. If the credit rating of the issuer of the ARSs were to deteriorate, we may be required to further adjust the carrying value of these investments by recording additional impairment charges. Based on our ability to access our cash, our expected operating cash flows and our available credit lines, we do not expect that the current lack of liquidity in our investments in ARSs will have a material impact on our overall liquidity, financial condition or results of operations.

In June 2008, we refinanced our \$20.0 million subordinated notes with long-term debt consisting of a \$20.0 million secured, variable-rate term note described in Note 6 to our consolidated financial statements, which matures in July 2013. As part of this refinancing, we also increased our existing U.S. revolving line of credit from \$20.0 million to \$35.0 million and extended its maturity to July 2011.

We expect that the existing cash and marketable securities, our cash flows from operations and our existing lines of credit will be sufficient to meet our liquidity and capital needs for the foreseeable future. Our future long-term capital

requirements will depend on many factors including our level of sales, the impact of economic recessions on our sales levels, the timing and extent of spending to support development efforts, the expansion of our sales and marketing activities, the timing and introductions of new products, the need to ensure access to adequate manufacturing capacity and the continuing market acceptance of our products. We have made no arrangements to obtain additional financing, and there is no assurance that such additional financing, if required or desired, will be available in amounts or on terms acceptable to us, if at all.

Table of Contents

The following table details our line-of-credit facilities as of December 31, 2008:

| Description | Available Principal | Interest Rate | Maturity | Security |
|-----------------------------------|------------------------------------|---|---------------------------------------|--|
| U.S. Revolving Line of Credit | Up to \$35 million | LIBOR plus 0.8% to 1.2%, depending on the Company's performance | July 2011 | Unsecured |
| Euro Credit Facility (Germany)(1) | Euro 15.0 million (\$21.1 million) | Euribor + 1.0% or EONIA + 1.0% | June 2010 | Unsecured, guaranteed by parent company |
| Euro Overdraft Facilities | Euro 3.2 million (\$4.5 million) | 5.65%-7.2% | Between March 2009 and September 2009 | Common pool of assets of German and Italian subsidiaries |

(1) \$4.3 million of this credit facility is available to our Russian subsidiary and bears interest at the base rate of the Central Bank of Russia + 1.5%

Our largest committed credit lines are with Bank of America and Deutsche Bank in the amounts of \$35 million and \$21.1 million, respectively, and neither of them is syndicated.

The Company is required to meet certain financial covenants associated with its U.S. revolving line of credit and long term debt facilities. These covenants, tested quarterly, include a debt service coverage ratio and a funded debt to earnings before interest, taxes, depreciation and amortization (EBITDA) ratio. The debt service coverage covenant requires that we maintain a trailing twelve month ratio of cash flow to debt service that is greater than 1.5:1. Debt service is defined as required principal and interest payments during the period. Cash flow is defined as EBITDA less unfunded capital expenditures. For trailing twelve month periods until June 2010, up to \$15.0 million of our capital expenditures are treated as being funded from the proceeds of our initial public offering. The funded debt to EBITDA covenant requires that the sum of all indebtedness for borrowed money on a consolidated basis shall be less than two times our trailing twelve months EBITDA. We were in compliance with all such financial covenants as of and for the year ended December 31, 2008.

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

Operating activities. Net cash provided by operating activities was \$34.7 million and \$10.7 million in the years ended December 31, 2008 and 2007, respectively. The increase in net cash provided by operating activities of \$24.0 million in 2008 as compared to 2007 primarily resulted from:

a decrease in prepayments and other current assets of \$6.8 million in 2008 as compared to an increase of \$6.8 million in 2007;

Edgar Filing: Valenti Douglas - Form SC 13G

a decrease in taxes payable of \$2.1 million in 2008 as compared to a decrease of \$11.0 million due to tax prepayments in Germany in 2007;

an increase in accounts payable of \$2.3 million in 2008 as compared to a decrease of \$1.1 million in 2007;

an increase in net income after adding back non-cash charges of \$5.9 million; partially offset by;

cash used to finance inventory of \$21.7 million in 2008 as compared to cash used of \$15.3 million in 2007 primarily related to an increase in work-in-process and finished goods; and

an increase in accounts receivable of \$8.5 million in 2008 as compared to an increase of \$11.3 million in 2007.

Table of Contents

Given our vertical integration, rigorous and time-consuming testing procedures for both internally manufactured and externally purchased components and the lead time required to manufacture components used in our finished product, the rate at which we turn inventory has historically been low when compared to our cost of sales. Also, our historic growth rates required investment in inventories to support future sales and enable us to quote short delivery times to our customers, providing what we believe is a competitive advantage. Furthermore, if there was a disruption to the manufacturing capacity of any of our key technologies, our inventories of components should enable us to continue to build finished products for a period of time. We believe that we will maintain a relatively high level of inventory compared to our cost of sales. As a result, we expect to have a significant amount of working capital invested in inventory. A reduction in our level of net sales or the rate of growth of our net sales from their current levels would mean that the rate at which we are able to convert our inventory into cash would decrease.

Investing activities. Net cash used in investing activities was \$33.7 million and \$41.9 million in the years ended December 31, 2008 and 2007, respectively. The cash used in investing activities in 2008 was primarily related to \$37.1 million of capital expenditures on property, plant and equipment, intangible assets and the acquisition of part of the minority interests in one our subsidiaries, which was partially offset by \$5.5 million of proceeds from the sale of marketable securities. The cash used in investing activities in 2007 was related to investments in marketable securities of \$7.0 million and capital expenditures on property, plant and equipment of \$34.3 million, primarily in the United States and Germany. In 2008 and 2007, capital expenditures in the United States, Germany and Russia related to facilities and equipment for diode wafer growth, burn-in test stations and packaging as well as new fiber assembly and component production facilities. We expect to continue to invest in property, plant and equipment, including approximately \$15.0 million in 2009. The timing and extent of any capital expenditures in and between periods can have a significant effect on our cash flow.

Financing activities. Net cash provided by financing activities was \$12.5 million in the year ended December 31, 2008 as compared to net cash used in financing activities of \$6.8 million in the year ended December 31, 2007. The cash provided by financing activities in 2008 was related to the net proceeds of \$7.8 million from the use of our credit lines and \$5.0 million related to the exercises of stock options by employees. Net cash used in financing activities in 2007 related to repayment of our long-term bank debt, partially offset by the net proceeds from the use of our credit lines.

Contractual Obligations

The following table describes our contractual obligations as of December 31, 2008 (in thousands).

| | Total | Payments Due in | | | More Than 5 Years |
|--|-----------|------------------|-----------|-----------|-------------------|
| | | Less Than 1 Year | 1-3 Years | 3-5 Years | |
| Operating lease obligations | \$ 10,404 | \$ 3,057 | \$ 4,819 | \$ 1,995 | \$ 533 |
| Contractual obligations(1) | 1,313 | 1,313 | | | |
| Long-term debt obligations (including interest)(2) | 22,997 | 2,194 | 6,395 | 14,408 | |
| Total(3) | \$ 34,714 | \$ 6,564 | \$ 11,214 | \$ 16,403 | \$ 533 |

- (1) Represents minimum purchase commitments for property, plant and equipment.
- (2) Interest for long-term debt obligations was calculated including the effect of our interest rate swap. The effect of the interest rate swap, which is accounted for as a cash flow hedge, is to fix the LIBOR component of the interest rate of the underlying floating rate loan at 4.9% for the term of the debt.
- (3) Excludes obligations related to FIN 48 because we are unable to provide a reasonable estimate of the timing of future payments relating to the remainder of these obligations. See Note 13 to our consolidated financial statements.

Table of Contents**Recent Accounting Pronouncements**

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159), which provides companies with an option to report selected financial assets and liabilities at fair value. SFAS No. 159 also establishes presentation and disclosure requirements relating to the use of fair values within the financial statements. The provisions of SFAS No. 159 are effective for the Company beginning after January 1, 2008. The Company did not designate any financial assets or liabilities to be accounted for at fair value, and therefore SFAS No. 159 did not have a material impact on adoption.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS No. 141 (revised 2007)), and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51* (SFAS No. 160). SFAS No. 141 (revised 2007) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. This standard also requires the fair value measurement of certain other assets and liabilities related to the acquisition such as contingencies and research and development. SFAS No. 141 (revised 2007) is required to be applied prospectively beginning January 1, 2009.

SFAS No. 160 clarifies that a noncontrolling interest in a subsidiary should be reported as a component of stockholders' equity in the consolidated financial statements. Consolidated net income should include the net income for both the parent and the noncontrolling interest with disclosure of both amounts on the consolidated statement of income. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS No. 160 is effective for the Company beginning January 1, 2009. The adoption of SFAS No. 160 will impact the presentation of minority interests on the consolidated balance sheets and consolidated statements of operations.

In March 2008, the FASB issued SFAS 161, *Disclosures about Derivative Instruments and Hedging Activities* (SFAS 161). SFAS 161 applies to all derivative instruments and non-derivative instruments that are designated and qualify as hedging instruments pursuant to paragraphs 37 and 42 of SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*, (SFAS 133), and related hedged items accounted for under SFAS 133. SFAS 161 requires additional disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, results of operations, and cash flows. SFAS 161 is effective for the Company beginning January 1, 2009. The Company is currently evaluating the impact of adopting SFAS 161 on the consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

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

Our exposure to market risk also relates to the increase or decrease in the amount of interest expense we must pay on our bank debt and borrowings on our bank credit facilities. The interest rate on our existing bank debt is currently fixed except for our U.S. revolving line of credit. The rates on our Euro overdraft facilities in Germany and Italy and

our Japanese Yen overdraft facility are fixed for twelve-month periods. Approximately 49% of our outstanding debt had a fixed rate of interest as of December 31, 2008. We do not believe that a 10% change in market interest rates would have a material impact on our financial position or results of operations.

Exchange rates. Due to our international operations, a significant portion of our net sales, cost of sales and operating expenses are denominated in currencies other than the U.S. dollar, principally the Euro, the Japanese Yen and the Russian Ruble. As a result, our international operations give rise to transactional market

Table of Contents

risk associated with exchange rate movements of the U.S. dollar, the Euro, the Japanese Yen and the Russian Ruble. Gains and losses on foreign exchange transactions are reported as a component of general and administrative expense and totaled a \$2.8 million gain, and a \$1.2 million loss and a \$0.8 million loss for the years ended December 31, 2008, 2007 and 2006, respectively. Changes in exchange rates can also affect our financial results. If exchange rates in the year ended December 31, 2008 had been the same as in the previous year, we estimate that our sales would have been lower by approximately \$6.8 million. Additionally, we estimate that cost of sales and operating expenses would have been lower by approximately \$5.1 million for the year ended December 31, 2008.

Management believes that the use of foreign currency financial instruments reduces the risks of certain foreign currency transactions, however, these instruments provide only limited protection. We will continue to analyze our exposure to currency exchange rate fluctuations and may engage in financial hedging techniques in the future to attempt to minimize the effect of these potential fluctuations. Exchange rate fluctuations may adversely affect our financial results in the future.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

This information is incorporated by reference from pages F-1 through F-26 of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision of our Chief Executive Officer and our Chief Financial Officer, our management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this Annual Report on Form 10-K (the Evaluation Date). Based upon that evaluation, our chief executive officer and our chief financial officer have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Management's Annual Report on Internal Control Over Financial Reporting

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and its subsidiaries. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of the Evaluation Date based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, our management concluded that, as of the Evaluation Date, our internal control over financial reporting was effective.

Our independent registered public accounting firm, Deloitte & Touche LLP, has audited our internal control over financial reporting, as stated in their report below.

Table of Contents

Changes in Internal Controls

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

Limitations on Effectiveness of Controls

Our management (including our Chief Executive Officer and Chief Financial Officer) does not expect that the disclosure controls and procedures or internal controls over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, errors and instances of fraud, if any, within the company have been or will be detected.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
IPG Photonics Corporation
Oxford, MA

We have audited the internal control over financial reporting of IPG Photonics Corporation and subsidiaries (the Company) as of December 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2008 of the Company and our report dated March 11, 2009 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP

Boston, MA
March 11, 2009

Table of Contents

ITEM 9B. *OTHER INFORMATION*

None.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the Securities and Exchange Commission within 120 days after December 31, 2008.

ITEM 11. *EXECUTIVE COMPENSATION*

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the Securities and Exchange Commission within 120 days after December 31, 2008.

ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS*

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the Securities and Exchange Commission within 120 days after December 31, 2008, with the exception of the information regarding securities authorized for issuance under our equity compensation plans, which is set forth in Item 5, Information Regarding Equity Compensation Plans and is incorporated herein by reference.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE*

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the Securities and Exchange Commission within 120 days after December 31, 2008.

ITEM 14. *PRINCIPAL ACCOUNTING FEES AND SERVICES*

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the Securities and Exchange Commission within 120 days after December 31, 2008.

PART IV

ITEM 15. *EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*

(a) The following documents are filed as part of this Annual Report on Form 10-K:

- (1) Financial Statements.

See Index to Financial Statements on page F-1.

(2) Financial Statement Schedules.

See Index to Financial Statements on page F-1. All schedules are omitted because they are not applicable or the required information is shown on the financial statements or notes thereto.

(3) The exhibits listed on the Index to Exhibits preceding the Exhibits attached hereto are filed with this Form 10-K or incorporated by reference as set forth therein.

(b) Exhibits.

See (a)(3) above.

(c) Additional Financial Statement Schedules.

All schedules are omitted because they are not applicable or the required information is shown on the financial statements or notes thereto.

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, on March 11, 2009.

IPG Photonics Corporation

By: /s/ Valentin P. Gapontsev

Valentin P. Gapontsev
*Chief Executive Officer and
Chairman of the Board*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Title | |
|--|---|----------------|
| /s/ Valentin P. Gapontsev Valentin P. Gapontsev | Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer) | March 11, 2009 |
| /s/ Timothy P.V. Mammen Timothy P.V. Mammen | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 11, 2009 |
| /s/ Robert A. Blair Robert A. Blair | Director | March 11, 2009 |
| /s/ Michael C. Child Michael C. Child | Director | March 11, 2009 |
| /s/ John H. Dalton John H. Dalton | Director | March 11, 2009 |
| /s/ Henry E. Gauthier Henry E. Gauthier | Director | March 11, 2009 |
| /s/ William S. Hurley William S. Hurley | Director | March 11, 2009 |

Edgar Filing: Valenti Douglas - Form SC 13G

| | | |
|------------------------|----------|----------------|
| /s/ William F. Krupke | Director | March 11, 2009 |
| William F. Krupke | | |
| /s/ Eugene Shcherbakov | Director | March 11, 2009 |
| Eugene Shcherbakov | | |
| /s/ Igor Samartsev | Director | March 11, 2009 |
| Igor Samartsev | | |

Table of Contents

INDEX TO FINANCIAL STATEMENTS

| | |
|--|-----|
| <u>Report of Independent Registered Public Accounting Firm</u> | F-2 |
| <u>Consolidated Balance Sheets as of December 31, 2008 and 2007</u> | F-3 |
| <u>Consolidated Statements of Income for the Years Ended December 31, 2008, 2007 and 2006</u> | F-4 |
| <u>Consolidated Statements of Convertible Redeemable Preferred Stock and Stockholders' Equity for the Years Ended December 31, 2008, 2007 and 2006</u> | F-5 |
| <u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2008, 2007 and 2006</u> | F-7 |
| <u>Notes to Consolidated Financial Statements</u> | F-8 |

F-1

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
IPG Photonics Corporation
Oxford, Massachusetts

We have audited the accompanying consolidated balance sheets of IPG Photonics Corporation and subsidiaries (the Company) as of December 31, 2008 and 2007, and the related consolidated statements of income, convertible redeemable preferred stock and stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of IPG Photonics Corporation and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 11, 2009 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/

Deloitte & Touche LLP

Boston, Massachusetts
March 11, 2009

Table of Contents

IPG PHOTONICS CORPORATION
CONSOLIDATED BALANCE SHEETS

| | December 31, 2008 2007 (In thousands, except share and per share data) | |
|--|--|----------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 51,283 | \$ 37,972 |
| Marketable securities, at fair value | | 6,950 |
| Accounts receivable, net | 41,842 | 33,946 |
| Inventories, net | 72,555 | 60,412 |
| Income taxes receivable | 1,968 | 3,145 |
| Prepaid expenses and other current assets | 7,200 | 7,071 |
| Deferred income taxes | 6,175 | 6,195 |
| Total current assets | 181,023 | 155,691 |
| DEFERRED INCOME TAXES | 2,400 | 2,795 |
| PROPERTY, PLANT, AND EQUIPMENT Net | 114,492 | 96,369 |
| OTHER ASSETS | 15,303 | 8,466 |
| TOTAL | \$ 313,218 | \$ 263,321 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| CURRENT LIABILITIES: | | |
| Revolving line-of-credit facilities | \$ 19,769 | \$ 11,218 |
| Current portion of long-term debt | 1,333 | |
| Accounts payable | 7,739 | 9,444 |
| Accrued expenses and other liabilities | 17,988 | 13,160 |
| Deferred income taxes | 1,690 | 564 |
| Income taxes payable | 507 | 96 |
| Total current liabilities | 49,026 | 34,482 |
| DEFERRED INCOME TAXES AND OTHER LONG-TERM LIABILITIES | 2,896 | 4,204 |
| LONG-TERM DEBT | 17,997 | 20,000 |
| COMMITMENTS AND CONTINGENCIES (Note 10) | | |
| MINORITY INTERESTS | 5,127 | 4,455 |
| STOCKHOLDERS EQUITY: | | |
| Common stock, \$0.0001 par value 175,000,000 shares authorized at December 31, 2008 and 2007, 44,965,960 and 44,012,341 shares issued and outstanding at | 4 | 4 |

Edgar Filing: Valenti Douglas - Form SC 13G

| December 31, 2008 and 2007, respectively | | |
|--|------------|------------|
| Additional paid-in capital | 283,217 | 275,506 |
| Accumulated deficit | (53,843) | (90,497) |
| Accumulated other comprehensive income | 8,794 | 15,167 |
| Total stockholders' equity | 238,172 | 200,180 |
| TOTAL | \$ 313,218 | \$ 263,321 |

See notes to consolidated financial statements.

F-3

Table of Contents

IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

| | Year Ended December 31, | | |
|---|--|-------------|-------------|
| | 2008 | 2007 | 2006 |
| | (In thousands, except per share data) | | |
| NET SALES | \$ 229,076 | \$ 188,677 | \$ 143,225 |
| COST OF SALES | 121,776 | 103,695 | 79,931 |
| GROSS PROFIT | 107,300 | 84,982 | 63,294 |
| OPERATING EXPENSES: | | | |
| Sales and marketing | 13,900 | 10,103 | 6,222 |
| Research and development | 15,804 | 9,527 | 6,544 |
| General and administrative | 20,400 | 19,028 | 14,522 |
| Total operating expenses | 50,104 | 38,658 | 27,288 |
| OPERATING INCOME | 57,196 | 46,324 | 36,006 |
| OTHER (EXPENSE) INCOME Net: | | | |
| Interest (expense) income net | (777) | 674 | (1,493) |
| Fair value adjustment to Series B Warrants | | | (7,444) |
| Other income net | 145 | 612 | 1,050 |
| Total other (expense) income | (632) | 1,286 | (7,887) |
| INCOME BEFORE (PROVISION FOR) BENEFIT FROM INCOME TAXES AND MINORITY INTERESTS IN CONSOLIDATED SUBSIDIARIES | 56,564 | 47,610 | 28,119 |
| (PROVISION FOR) BENEFIT FROM INCOME TAXES | (18,111) | (15,522) | 2,995 |
| MINORITY INTERESTS IN CONSOLIDATED SUBSIDIARIES | (1,799) | (2,193) | (1,881) |
| NET INCOME | 36,654 | 29,895 | 29,233 |
| Accretion of series B preferred stock | | | (1,994) |
| Beneficial conversion feature | | | (18,267) |
| NET INCOME APPLICABLE TO COMMON STOCKHOLDERS | \$ 36,654 | \$ 29,895 | \$ 8,972 |
| NET INCOME PER SHARE: | | | |
| Basic | \$ 0.82 | \$ 0.69 | \$ 0.27 |
| Diluted | \$ 0.79 | \$ 0.65 | \$ 0.26 |
| WEIGHTED AVERAGE SHARES OUTSTANDING: | | | |
| Basic | 44,507 | 43,269 | 27,896 |

| | | | |
|---------|--------|--------|--------|
| Diluted | 46,223 | 45,749 | 33,005 |
|---------|--------|--------|--------|

See notes to consolidated financial statements.

F-4

23

1,324
2,007

1,110,729

F-5

Table of Contents

| Convertible Redeemable Preferred Stock Series B | | Convertible Preferred Stock Series D | | Convertible Preferred Stock Series A | | Common Stock | | Additional Paid-in Capital | | Note Receivable From Deferred Compensation | | Accumulated Deficit | | Other Comprehensive Income | |
|---|--------|--------------------------------------|--------|--------------------------------------|--------|--------------|-----------|----------------------------|-------|--|-------|---------------------|-------------|----------------------------|-------|
| Shares | Amount | Shares | Amount | Shares | Amount | Shares | Par Value | Shares | Value | Shares | Value | Shares | Value | Value | Value |
| (In thousands, except share and per share data) | | | | | | | | | | | | | | | |
| | | | | | | | | 1,053 | | | | | | | |
| December 31, | | | | | | 44,012,341 | 4 | \$ 275,506 | | | | | (90,497) | 15,167 | 20 |
| me: | | | | | | | | | | | | | 36,654 | | 3 |
| ents | | | | | | | | | | | | | | (5,327) | (|
| x | | | | | | | | | | | | | | (1,046) | (|
| e | | | | | | | | | | | | | | | |
| d in | | | | | | | | | | | | | | | |
| d | | | | | | 50,680 | | | 678 | | | | | | |
| k | | | | | | | | | | | | | | | |
| sation | | | | | | 17,662 | | | 198 | | | | | | |
| tions | | | | | | 885,277 | | | 1,921 | | 2,074 | | | | |
| n | | | | | | | | | | | | | | | |
| | | | | | | | | | 2,840 | | | | | | |
| December 31, | \$ | \$ | \$ | \$ | \$ | 44,965,960 | \$ 4 | \$ 283,217 | \$ | \$ | \$ | \$ | \$ (53,843) | \$ 8,794 | \$ 23 |

See notes to consolidated financial statements.

Table of Contents**IPG PHOTONICS CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS**

| | Year Ended December 31, | | |
|---|--------------------------------|-------------|-------------|
| | 2008 | 2007 | 2006 |
| | (In thousands) | | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net income | \$ 36,654 | \$ 29,895 | \$ 29,233 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 15,834 | 12,304 | 9,105 |
| Deferred income taxes | 2,445 | 8,116 | (10,159) |
| Stock-based compensation | 2,074 | 1,324 | 533 |
| Other | (251) | (42) | 214 |
| Unrealized (gains) losses on foreign currency transactions | (3,776) | (1,050) | 1,114 |
| Provision for inventory, warranty and bad debt | 7,902 | 4,077 | 1,037 |
| Fair value adjustment to Series B Warrants | | | 7,444 |
| Minority interests in consolidated subsidiaries | 1,799 | 2,193 | 1,881 |
| Changes in assets and liabilities that provided (used) cash: | | | |
| Accounts receivable | (8,466) | (11,292) | (6,876) |
| Due from affiliates net | | | 854 |
| Inventories | (21,661) | (15,305) | (19,884) |
| Prepaid expenses and other current assets | 6,810 | (6,756) | (1,148) |
| Accounts payable | (2,267) | 1,086 | 342 |
| Repayment of convertible supplier note | | | (5,100) |
| Accrued expenses and other liabilities | (304) | (2,889) | 3,447 |
| Income and other taxes payable, net of excess tax benefit | (2,122) | (11,004) | 7,165 |
| Net cash provided by operating activities | 34,671 | 10,657 | 19,202 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchases of property, plant, and equipment and intangibles | (37,111) | (34,341) | (20,442) |
| Proceeds from sale of property, plant, and equipment | 39 | 78 | 90 |
| Purchase of marketable securities | | (6,950) | |
| Proceeds from sale of marketable securities | 5,450 | | |
| Purchase of minority interests in consolidated subsidiaries | (2,034) | (596) | |
| Employee and stockholder loans repaid | 4 | (69) | 1,225 |
| Net cash used in investing activities | (33,652) | (41,878) | (19,127) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Proceeds from line-of-credit facilities | 29,693 | 36,542 | 16,695 |
| Payments on line-of-credit facilities | (21,936) | (28,269) | (18,282) |
| Proceeds from long-term borrowings | 20,041 | | 6,384 |

Edgar Filing: Valenti Douglas - Form SC 13G

| | | | |
|---|-----------|-----------|-----------|
| Principal payments on long-term borrowings | (20,196) | (18,177) | (10,684) |
| Exercise of employee stock options | 2,119 | 2,007 | 1,076 |
| Excess tax benefits related to employee stock options | 2,840 | 1,053 | 198 |
| Repayment of Series B Warrants | | | (22,087) |
| Proceeds from initial public offering, net of offering expenses | | | 93,169 |
| Other | (75) | 57 | 440 |
| Net cash provided by (used in) financing activities | 12,486 | (6,787) | 66,909 |
| EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS | (194) | 313 | 322 |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 13,311 | (37,695) | 67,306 |
| CASH AND CASH EQUIVALENTS Beginning of period | 37,972 | 75,667 | 8,361 |
| CASH AND CASH EQUIVALENTS End of period | \$ 51,283 | \$ 37,972 | \$ 75,667 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION: | | | |
| Cash paid for interest | \$ 1,778 | \$ 741 | \$ 1,449 |
| Income taxes paid | \$ 11,751 | \$ 16,788 | \$ 2,010 |
| Non-cash transactions: | | | |
| Additions to property, plant and equipment included in accounts payable | \$ 1,216 | \$ 971 | \$ 996 |
| Inventory contributed as investment in affiliates | \$ 298 | \$ | \$ |
| Purchase of minority interest in consolidated subsidiaries in exchange for Common Stock | \$ 678 | \$ | \$ |
| Beneficial conversion feature embedded in Series B Preferred Stock | \$ | \$ | \$ 18,267 |
| Accretion of Series A and Series B Preferred Stock | \$ | \$ | \$ 1,994 |
| Issuance of subordinated notes upon conversion of Series B Preferred Stock | \$ | \$ | \$ 20,000 |
| Exchange of IP Fibre Devices credit facility for stockholder note | \$ | \$ | \$ 4,614 |

See notes to consolidated financial statements.

Table of Contents

IPG PHOTONICS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business IPG Photonics Corporation (the Company) designs and manufactures a broad line of high-performance fiber lasers and fiber amplifiers for diverse applications in numerous markets, such as materials processing, advanced applications, communications and medical. The Company's world headquarters are located in Oxford, Massachusetts. The Company also has facilities and sales offices elsewhere in the United States, Europe and Asia.

Principles of Consolidation The Company was incorporated as a Delaware corporation in December 1998. The accompanying financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated.

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency The financial information for entities outside the United States is measured using local currencies as the functional currency, except for our Russian subsidiary, for which the functional currency is the U.S. dollar. Assets and liabilities are translated into U.S. dollars at the exchange rate in effect on the respective balance sheet dates. Income and expenses are translated into U.S. dollars based on the average rate of exchange for the corresponding period. Exchange rate differences resulting from translation adjustments are accounted for directly as a component of accumulated other comprehensive income except in Russia where translation gains and losses are reported in net income. Gains or losses from foreign currency transactions are reflected in general and administrative expenses in the consolidated statements of income.

Cash and Cash Equivalents Cash and cash equivalents consist primarily of highly liquid investments, such as bank deposits, with insignificant interest rate risk and remaining maturities of three months or less at the date of acquisition.

Marketable Securities Marketable securities consist primarily of auction-rate securities. Auction-rate securities (ARSs) trade on a shorter term than the maturity date of the underlying instrument based on an auction bid that resets the interest rate of the security. The auction or reset dates occur at intervals of generally less than 90 days. The Company classifies these investments as available for sale as the securities are not held to the maturity date of the underlying instrument and the maturity date of the underlying instrument is greater than 3 months. These securities are carried at fair value. During 2008, the Company disposed of the majority of these securities at par. The auctions for these remaining ARSs, with par value of \$1.5 million, have failed during 2008. The ARSs are classified as other long-term assets at December 31, 2008 and are carried at fair value of \$1.3 million, after recognizing an other-than-temporary impairment of \$200,000 during 2008.

Inventories Inventories are stated at the lower of cost or market on a first-in, first-out basis. Inventories include parts and components that may be specialized in nature and subject to rapid obsolescence. The Company periodically reviews the quantities and carrying values of inventories to assess whether the inventories are recoverable. Because of

the Company's vertical integration, a significant or sudden decrease in sales activity could result in a significant change in the estimates of excess or obsolete inventory valuation. The costs associated with provisions for excess quantities, technological obsolescence, or component rejection are charged to cost of sales as incurred.

Property, Plant, and Equipment Property, plant, and equipment are stated at cost, less accumulated depreciation. Depreciation is determined using the straight-line method based on the estimated useful lives of the related assets. In the case of leasehold improvements, the estimated useful lives of the related assets do

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

not exceed the remaining terms of the corresponding leases. The following table presents the assigned economic useful lives of property, plant, and equipment:

| Category | Economic Useful Life |
|-------------------------------|-----------------------------|
| Buildings | 30 years |
| Machinery and equipment | 3-5 years |
| Office furniture and fixtures | 3-5 years |
| Other assets | 3-5 years |

Expenditures for maintenance and repairs are charged to operations. Interest expense associated with significant capital projects is capitalized as a cost of the project. The Company capitalized \$388,000, \$178,000 and \$198,000 of interest expense in 2008, 2007 and 2006, respectively.

Long-Lived Assets Long-lived assets, which consist primarily of property, plant, and equipment, are reviewed by management for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In cases in which undiscounted expected future cash flows are less than the carrying value, an impairment loss is recorded equal to the amount by which the carrying value exceeds the fair value of assets. No impairment losses have been recorded during the periods presented.

Included in other long-term assets is certain demonstration equipment as well as intangible assets, comprised of purchased technologies and customer relationships. The demonstration equipment and intangible assets are amortized over the respective estimated economic lives, generally 3 years for demonstration equipment and 5 years for intangible assets. The carrying value of the demonstration equipment totaled \$6.8 million and \$6.0 million, at December 31, 2008 and 2007, respectively. The recorded cost of the intangibles was \$7.5 million and \$2.5 million at December 31, 2008 and 2007, respectively. The accumulated amortization of the intangibles was \$2.4 million and \$1.8 million at December 31, 2008 and 2007, respectively. Amortization expense for the year ended December 31, 2008 totaled \$0.6 million and the intangible amortization is expected to be approximately \$1.0 million annually for the next 4 years.

Revenue Recognition The Company recognizes revenue in accordance with SEC Accounting Bulletin, or SAB, No. 104, *Revenue Recognition* (SAB No. 104). SAB No. 104 requires that four basic criteria be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed and determinable; and (4) collectibility is reasonably assured. Revenue from the sale of the Company's products is generally recognized upon shipment, provided that the other revenue recognition criteria have been met. The Company has no obligation to provide upgrades, enhancements or customer support subsequent to the sale, other than warranty.

Revenue from orders with multiple deliverables is divided into separate units of accounting when certain criteria are met. The consideration for the arrangement is then allocated to the separate units of accounting based on their relative fair values. The Company defers revenue on multiple element arrangements if the fair values of the undelivered elements are not known or if customer acceptance is contingent on delivery of specified items or performance

conditions and if the performance conditions cannot be satisfactorily tested prior to shipment or if the Company has not met such conditions in the past. Applicable revenue recognition criteria are then applied separately for each separate unit of accounting.

Returns and customer credits are infrequent and are recorded as a reduction to revenue. Rights of return are generally not included in sales arrangements. Generally, the Company receives a customer purchase order as evidence of an arrangement and product shipment terms are free on board (F.O.B.) shipping point. Some of our revenue arrangements include customer acceptance clauses. Revenue is deferred until customer acceptance has been obtained.

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Allowance for Doubtful Accounts The Company maintains an allowance for doubtful accounts to provide for the estimated amount of accounts receivable that will not be collected. The allowance is based upon an assessment of customer creditworthiness, historical payment experience and the age of outstanding receivables.

Activity related to the allowance for doubtful accounts was as follows (in thousands):

| | |
|------------------------------------|----------|
| Balance at January 1, 2006 | \$ 198 |
| Provision for bad debts | 25 |
| Uncollectible accounts written off | (4) |
| Foreign currency translation | 8 |
| Balance at December 31, 2006 | 227 |
| Provision for bad debts | 72 |
| Uncollectible accounts written off | (3) |
| Foreign currency translation | 13 |
| Balance at December 31, 2007 | 309 |
| Provision for bad debts | 936 |
| Uncollectible accounts written off | (9) |
| Foreign currency translation | 5 |
| Balance at December 31, 2008 | \$ 1,241 |

Warranties In general, the Company's products carry a warranty against defect for a period of one to three years, depending upon the product type and customer negotiations. The expected cost associated with these warranty obligations is recorded when the revenue is recognized. Activity related to the warranty accrual was as follows (in thousands):

| | |
|--------------------------------------|----------|
| Balance at January 1, 2006 | \$ 1,065 |
| Provision for warranty accrual | 1,212 |
| Warranty claims and other reductions | (326) |
| Foreign currency translation | 47 |
| Balance at December 31, 2006 | 1,998 |
| Provision for warranty accrual | 1,269 |
| Warranty claims and other reductions | (1,392) |
| Foreign currency translation | 82 |
| Balance at December 31, 2007 | 1,957 |
| Provision for warranty accrual | 3,177 |
| Warranty claims and other reductions | (1,899) |

| | |
|------------------------------|----------|
| Foreign currency translation | (12) |
| Balance at December 31, 2008 | \$ 3,223 |

Advertising Expense The cost of advertising is expensed as incurred. The Company conducts substantially all of its sales and marketing efforts through trade shows, professional and technical conferences, direct sales and use of its website. The Company's advertising costs were not significant for the periods presented.

Research and Development Research and development costs are expensed as incurred.

F-10

Table of Contents

IPG PHOTONICS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Income Taxes Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities and net operating loss carryforwards and credits using enacted rates in effect when those differences are expected to reverse. Valuation allowances are provided against deferred tax assets that are not deemed to be recoverable. The Company recognizes tax positions that are more likely than not to be sustained upon examination by relevant tax authorities. The tax positions are measured at the greatest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement.

The Company provides reserves for potential payments of tax to various tax authorities related to uncertain tax positions and other issues. Prior to 2007, these reserves were recorded when management determined that it was probable that a loss would be incurred related to these matters and the amount of the loss was reasonably determinable. In 2007, the Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN No. 48). As a result, reserves recorded subsequent to adoption are based on a determination of whether and how much of a tax benefit taken by the Company in its tax filings or positions is more likely than not to be realized following resolution of uncertainties related to the tax benefit, assuming that the matter in question will be raised by the tax authorities. Potential interest and penalties associated with such uncertain tax positions are recorded as a component of income tax expense.

Concentration of Credit Risk Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents, marketable securities and accounts receivable. The Company maintains substantially all of its cash and marketable securities in four financial institutions, which are believed to be high-credit, quality financial institutions. The Company grants credit to customers in the ordinary course of business and provides a reserve for potential credit losses. Such losses historically have been within management's expectations (see discussion related to significant customers in Note 14).

Fair Value of Financial Instruments The Company's financial instruments consist of accounts receivable, auction rate securities, accounts payable, drawings on revolving lines of credit, long-term debt and certain derivative instruments. SFAS No. 157, *Fair Value Measurements*, (SFAS No. 157) establishes a fair value hierarchy, which classifies the inputs used in measuring fair value. These inputs include: Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying amounts of accounts receivable, accounts payable and drawings on revolving lines of credit are considered reasonable estimates of their fair market value, due to the short maturity of these instruments or as a result of the competitive market interest rates, which have been negotiated. Based on borrowing rates currently available to the Company for bank loans with similar terms and average maturities as the Company's long-term debt, the fair value of long-term debt was \$18.5 million at December 31, 2008. In 2007, the carrying value of the Company's long-term debt was considered a reasonable estimate of fair value.

The following table presents information about our assets and liabilities measured at fair value on a recurring basis as of December 31, 2008:

| Description | Level 1 | Level 2 | Level 3 | Total |
|-------------------------|----------------|----------------|----------------|--------------|
| Assets: | | | | |
| Auction rate securities | \$ | \$ | \$ 1,309 | \$ 1,309 |
| Liabilities: | | | | |
| Interest rate swap | \$ | \$ 1,667 | \$ | \$ 1,667 |

F-11

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The interest rate swap is designated as a cash flow hedge and was based on quoted market prices or pricing models using current market rates. Fair value at December 31, 2008 for the auction rate securities was determined using an analysis of discounted cash. In 2007, the ARSs were included in marketable securities and their carrying value was the same as their quoted fair value.

Assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) are as follows (in thousands):

| | Auction Rate Securities |
|---|------------------------------------|
| Balance at December 31, 2007 | \$ |
| Transfer into Level 3 | 6,950 |
| ARSs redeemed by issuers at par | (5,450) |
| Impairment charge included in other income, net | (191) |
| Balance at December 31, 2008 | \$ 1,309 |

Comprehensive Income Comprehensive income includes charges and credits to equity that are not the result of transactions with stockholders. Included in other comprehensive income for the Company is the cumulative translation adjustment and unrealized gains or losses on derivatives. These adjustments are accumulated within the consolidated statements of convertible redeemable preferred stock and stockholders' equity.

Total components of accumulated other comprehensive income were as follows (in thousands):

| | December 31, | |
|---|---------------------|-------------|
| | 2008 | 2007 |
| Foreign currency translation adjustment | \$ 9,840 | \$ 15,167 |
| Unrealized loss on derivatives, net of tax of \$631 | (1,046) | |
| Accumulated other comprehensive income | \$ 8,794 | \$ 15,167 |

Derivative Instruments Derivative instruments are recognized as either assets or liabilities in the balance sheet and are measured at fair value with gains or losses recognized in earnings or other comprehensive income depending on the nature of the derivative. The Company determines the fair value of derivative instruments based on available market data using appropriate valuation models, giving consideration to all of the rights and obligations of each instrument.

Derivative instruments are not held for speculative purposes, but are generally acquired to provide protection against adverse changes in the fair value of assets or liabilities or adverse changes in expected cash flows. The Company has an established risk management policy, and appropriate documentation of hedging relationships is put in place prior to

designating an instrument as an accounting hedge. At December 31, 2008, the only derivative instrument held by the Company consists of an interest rate swap, designated as a hedge of interest payments expected to be incurred associated with the Company's U.S. Long-Term Note payable through 2013 (which bear interest at a variable rate). The swap is assessed for effectiveness each quarter, and to date has been highly effective at offsetting changes in interest payments due to changes in interest rates and is expected to continue to be so through the maturity of the swap.

Beneficial Conversion When the Company issues debt or equity that is convertible into common stock at a discount from the common stock fair value at the date the debt or equity is issued, a beneficial conversion feature for the difference between the fair value and the conversion price multiplied by the number of shares issuable upon conversion is recorded as a beneficial conversion charge or deemed dividend. The beneficial

Table of Contents

IPG PHOTONICS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

conversion feature is presented as a discount to the related debt or a deemed dividend to the related equity holders, with an offsetting amount increasing additional paid-in capital.

Business Segment Information The Company operates in one segment which involves the design, development, production and distribution of fiber lasers, fiber amplifiers and related optical components. The Company has a single, company-wide management team that administers all properties as a whole rather than as discrete operating segments. The chief decision maker, who is the company's Chief Executive Officer, measures financial performance as a single enterprise and not on legal entity or end-market basis. Throughout the year, the chief decision maker allocates capital resources on a project-by-project basis across the Company's entire asset base to maximize profitability without regard to legal entity or end-market basis. The Company operates in a number of countries throughout the world in a variety of product lines. Information regarding geographic financial information and product lines is provided in Note 14.

Recent Accounting Pronouncements In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159), which provides companies with an option to report selected financial assets and liabilities at fair value. SFAS No. 159 also establishes presentation and disclosure requirements relating to the use of fair values within the financial statements. The provisions of SFAS No. 159 were effective for the Company beginning after January 1, 2008. The Company did not designate any financial assets or liabilities to be accounted for at fair value, and therefore SFAS No. 159 did not have an impact on adoption.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS No. 141 (revised 2007)), and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements-an amendment of ARB No. 51* (SFAS No. 160). SFAS No. 141 (revised 2007) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. This standard also requires the fair value measurement of certain other assets and liabilities related to the acquisition such as contingencies and research and development. SFAS No. 141 (revised 2007) is required to be applied prospectively beginning January 1, 2009.

SFAS No. 160 clarifies that a noncontrolling interest in a subsidiary should be reported as a component of stockholders' equity in the consolidated financial statements. Consolidated net income should include the net income for both the parent and the noncontrolling interest with disclosure of both amounts on the consolidated statement of income. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS No. 160 is effective for the Company beginning January 1, 2009. The adoption of SFAS No. 160 will impact the presentation of minority interests on the consolidated balance sheets and consolidated statements of operations.

In March 2008, the FASB issued SFAS 161, *Disclosures about Derivative Instruments and Hedging Activities* (SFAS 161). SFAS 161 applies to all derivative instruments and non-derivative instruments that are designated and qualify as hedging instruments pursuant to paragraphs 37 and 42 of SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*, (SFAS 133), and related hedged items accounted for under SFAS 133. SFAS 161 requires additional disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, results of operations, and cash flows. SFAS 161 is effective for the Company beginning January 1, 2009. The Company is currently evaluating the impact of adopting SFAS 161 on the consolidated financial statements.

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2. STOCK-BASED COMPENSATION**

Stock-based compensation is included in the following financial statement captions for the years ended December 31, as follows (in thousands):

| | 2008 | 2007 | 2006 |
|--------------------------------|-------------|-------------|-------------|
| Cost of sales | \$ 328 | \$ 285 | \$ 127 |
| Sales and marketing | 407 | 113 | 62 |
| Research and development | 490 | 237 | 43 |
| General and administrative | 849 | 689 | 301 |
| Total stock-based compensation | 2,074 | 1,324 | 533 |
| Tax benefit recognized | (594) | (392) | (158) |
| Net stock-based compensation | \$ 1,480 | \$ 932 | \$ 375 |

Compensation cost for all share-based payment awards is based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS No. 123(R)). The Company allocates and records stock-based compensation expense on a straight-line basis over the requisite service period.

Under SFAS No. 123(R), the Company calculates the fair value of stock option grants using the Black-Scholes option-pricing model. Determining the appropriate fair value model and calculating the fair value of stock-based payment awards require the use of highly subjective assumptions, including the expected life of the stock-based payment awards and stock price volatility. The assumptions used in calculating the fair value of stock-based payment awards represent management's best estimates, but the estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future. The weighted average assumptions used in the Black-Scholes model were as follows for the years ended December 31:

| | 2008 | 2007 | 2006 |
|--------------------------|-----------------|-------------|-------------|
| Expected term | 4.33-7.23 years | 6.25 years | 6.25 years |
| Volatility | 39%-65% | 65% | 65% |
| Risk-free rate of return | 2.51%-5.20% | 3.87%-5.20% | 4.70%-4.75% |
| Dividend yield | 0% | 0% | 0% |
| Forfeiture rate | 2%-5% | 2%-5% | 2%-5% |

The weighted average expected option term for awards granted in 2007 and 2006 reflects the application of the simplified method set forth in Securities and Exchange Commission Staff Accounting Bulletin, or SAB, No. 107. The simplified method defines the life as the average of the contractual term of the options and the weighted average

vesting period for all option tranches. Commencing in 2008, the Company began to use historic exercise activities of its own stock options as well as projections based on historic experience.

Because the Company's common stock has been publicly traded since December 2006, there is a lack of sufficient company-specific historical and implied volatility information. The Company based its estimate of expected volatility on the expected volatility of similar entities whose share prices are publicly available. The Company used the following factors to identify similar public entities: industry, stage of life cycle, size and profitability. The Company intends to continue to consistently apply this process using the same or similar entities until a sufficient amount of historical information regarding the volatility of its own share price becomes available, or unless circumstances change such that the identified entities are no longer similar to the

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company. In this latter case, more suitable, similar entities whose share prices are publicly available would be utilized in the calculation.

Incentive Plans In April 2000, the Company's board of directors adopted the 2000 Incentive Compensation Plan, or 2000 plan, and in February 2006, the Company's board of directors adopted the 2006 Incentive Compensation Plan, or 2006 plan, which provide for the issuance of stock options and other stock and non-stock based awards to the Company's directors, employees, consultants and advisors. The Company reserved 5,833,333 shares under the 2000 plan and 4,000,000 shares under the 2006 plan for the issuance of awards under the plans. In June 2006, the Company's board of directors adopted the Non-Employee Directors Stock Plan (the Directors Plan). Only non-employee directors are eligible to receive awards under the Directors Plan. The Company reserved 166,666 shares for issuance under the Directors Plan. Under the three plans, the Company may grant nonstatutory stock options at an exercise price at least equal to the fair market value of the Company's common stock on the date of grant, unless the board of directors or compensation committee determines otherwise on the date of grant. Incentive stock options may be granted under the 2000 plan and the 2006 plan at exercise prices equal to or exceeding the fair market value of the common stock on the date of grant. Options generally become exercisable over periods of one to five years and expire seven to ten years from the date of the grant. The awards under the 2000 plan and the 2006 plan may become exercisable earlier upon the occurrence of certain change of control events at the election of the board of directors or compensation committee, and all awards under the Directors Plan automatically become exercisable upon a change of control. All shares issued under the stock option plans are registered shares newly issued by the Company. At December 31, 2008, 2,475,315 shares were available for future grant under the three option plans.

A summary of option activity is presented below:

| | | Number of Options | Weighted- Average Exercise Price | Weighted- Average Remaining Contractual Life (In years) | Aggregate Intrinsic Value (In thousands) |
|----------------------------|-------------------|------------------------------|---|--|---|
| Outstanding | January 1, 2008 | 3,531,980 | \$ 4.23 | | |
| Granted | | 506,002 | 17.44 | | |
| Exercised | | (885,277) | 2.18 | | |
| Forfeited | | (102,404) | 10.45 | | |
| Outstanding | December 31, 2008 | 3,050,301 | \$ 6.73 | 6.80 | \$ 23,548 |
| Vested or expected to vest | December 31, 2008 | 2,951,259 | \$ 6.50 | 6.74 | \$ 23,234 |
| Exercisable | December 31, 2008 | 1,561,592 | \$ 3.16 | 5.54 | \$ 16,067 |

The intrinsic value of the options exercised during the years ended December 31, 2008, 2007 and 2006, was \$14,287,000, \$20,330,000 and \$1,495,000, respectively.

The total compensation cost related to nonvested awards not yet recorded at December 31, 2008 was \$6,783,000, which is expected to be recognized over a weighted average of 3.1 years.

F-15

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****3. INVENTORIES**

Inventories consist of the following (in thousands):

| | December 31, | |
|------------------------------|---------------------|-------------|
| | 2008 | 2007 |
| Components and raw materials | \$ 27,482 | \$ 25,363 |
| Work-in-process | 28,653 | 25,831 |
| Finished goods | 16,420 | 9,218 |
| Total | \$ 72,555 | \$ 60,412 |

The Company recorded inventory provisions totaling \$3,789,000, \$2,461,000 and \$1,037,000 in 2008, 2007 and 2006, respectively. These provisions were recorded as a result of the changes in market prices of certain components, the realizable value of those inventories through finished product sales and uncertainties related to the recoverability of the value of inventories due to technological changes and excess quantities. These provisions are reported as a reduction to components and raw materials and finished goods.

4. PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment consist of the following (in thousands):

| | December 31, | |
|--|---------------------|-------------|
| | 2008 | 2007 |
| Land | \$ 7,122 | \$ 7,283 |
| Buildings | 83,625 | 61,440 |
| Machinery and equipment | 75,724 | 64,318 |
| Office furniture and fixtures | 15,472 | 11,585 |
| Construction-in-progress | 2,447 | 12,661 |
| Total property, plant, and equipment | 184,390 | 157,287 |
| Accumulated depreciation | (69,898) | (60,918) |
| Total property, plant, and equipment net | \$ 114,492 | \$ 96,369 |

5. ACCRUED EXPENSES AND OTHER LIABILITIES

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

| | December 31, | |
|--|---------------------|-------------|
| | 2008 | 2007 |
| Accrued compensation | \$ 7,644 | \$ 7,023 |
| Customer deposits and deferred revenue | 4,131 | 1,926 |
| Accrued warranty | 3,223 | 1,957 |
| Other | 2,990 | 2,254 |
| | \$ 17,988 | \$ 13,160 |

F-16

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****6. FINANCING ARRANGEMENTS**

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

| | December 31, | |
|---|---------------------|------------------|
| | 2008 | 2007 |
| Revolving Line-of-Credit Facilities: | | |
| Euro Overdraft Facilities | \$ 670 | \$ 135 |
| U.S. Line of Credit | 19,099 | 11,083 |
| Total | \$ 19,769 | \$ 11,218 |
| Term Debt: | | |
| U.S. Long-Term Note | \$ 19,330 | \$ |
| Subordinated Notes | | 20,000 |
| Total term debt | 19,330 | 20,000 |
| Less current portion | (1,333) | |
| Long-term debt | \$ 17,997 | \$ 20,000 |

Revolving Line-of-Credit Facilities:

U.S. Line of Credit The Company maintains an unsecured revolving line of credit with available principal of up to \$35,000,000 expiring in July 2011. The line of credit bears interest at a variable rate of LIBOR plus 0.8% to 1.2% depending on the Company's financial performance (4.2% at December 31, 2008). The line of credit also allows for draw downs by certain subsidiaries. At December 31, 2008, the remaining availability under the U.S. Line of Credit totaled \$15,900,000 at December 31, 2008.

Euro Line of Credit In October 2007, the Company entered into a new unsecured revolving line of credit with a principal amount of Euro 15,000,000 (approximately \$21,142,000 at December 31, 2008). The credit facility bears interest at various rates based upon the type of loan and matures in June 2010. No amounts were drawn on the Euro Line of Credit during 2008 and 2007.

Euro Overdraft Facilities The Company maintains a syndicated overdraft facility with available principal of Euro 1,873,000 (approximately \$2,639,000 at December 31, 2008). This amount is available through September 2009. This facility bears interest at market rates that vary depending upon the bank within the syndicate that advances the principal outstanding (6.95% at December 31, 2008). This facility is collateralized by a common pool of the assets of the Company's German subsidiary, IPG Laser GmbH.

Other European Facilities The Company maintains two Euro credit lines in Italy with aggregate available principal of Euro 1,300,000 (approximately \$1,878,000 as of December 31, 2008) which bear interest at rates ranging from 5.65% to 6.75%. At December 31, 2008, the aggregate remaining availability under the Euro credit lines was \$1,208,000. These facilities are collateralized by a common pool of the assets of the Company's Italian subsidiary, IPG Photonics (Italy) S.r.l. (IPG Italy). One of these facilities requires annual renewal, while the other does not have a maturity date.

Term Debt:

U.S. Long-Term Note In 2008, the Company refinanced its subordinated notes with a U.S Long-Term Note. Outstanding principal under the U.S. Long-Term Note bears interest at LIBOR plus 0.8% to 1.2%, depending on certain financial ratios and requires monthly principal payments of \$111,000 and interest through August 2013, at which time the remaining principal is payable. This note is collateralized by a

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

mortgage on the real estate and building, in Massachusetts, housing the Company's U.S. operations. The Company entered into an interest rate swap instrument which converts the variable LIBOR rate on the term note to a fixed rate of 4.9%. The interest rate swap has been designated a cash flow hedge under the provisions of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*. The fair value of the swap totaled \$(1.7) million at December 31, 2008 and is included in *Deferred Income Taxes and Other Long-Term Liabilities* in the consolidated balance sheet. Changes in fair value of the swap are included in *Accumulated Other Comprehensive Income*. The unrealized loss on the swap will be recognized into income over the term of the swap as a charge to interest expense.

Subordinated Notes The Company issued subordinated notes to the holders of its Series B convertible redeemable preferred stock upon conversion of their shares in December 2006. The subordinated notes bore interest at 4.97% in the first year and 7% in the second year. In August 2008, the Company repaid the subordinated notes with the proceeds from the U.S. Long-Term Note.

The Company is required to meet certain financial covenants associated with its U.S. Line of Credit and U.S. Long-Term Note. These covenants, tested quarterly, include a debt service coverage ratio and a funded debt to earnings before interest, taxes, depreciation and amortization (EBITDA) ratio. The debt service coverage covenant requires the Company to maintain a trailing twelve month ratio of cash flow to debt service that is greater than 1.5:1. Debt service is defined as required principal and interest payments during the period. Cash flow is defined as EBITDA less unfunded capital expenditures. For trailing twelve month periods until June 2010, up to \$15.0 million of our capital expenditures are treated as being funded from the proceeds of our initial public offering. The funded debt to EBITDA covenant requires that the sum of all indebtedness for borrowed money on a consolidated basis shall be less than two times our trailing twelve months EBITDA.

7. PREFERRED STOCK, STOCKHOLDERS' EQUITY AND MINORITY INTERESTS

Authorized Capital The Company has authorized capital stock consisting of 175,000,000 shares of common stock, par value \$0.0001 per share, and 5,000,000 shares of preferred stock, par value \$0.0001 per share. There are currently no shares of preferred stock outstanding.

Initial Public Offering The Company received proceeds of \$93.2 million, net of expenses, from its issuance and sale of 6,241,379 shares of common stock in December 2006.

Preferred Stock Upon the Company's initial public offering in December 2006, 488,000 outstanding shares of Series A convertible preferred stock (the *Series A*) converted into 359,463 shares of common stock, 3,800,000 outstanding shares of Series B convertible redeemable preferred stock (the *Series B*) converted into 7,252,927 shares of common stock and \$20.0 million principal amount of subordinated promissory notes, and 2,684,211 outstanding shares of Series D convertible redeemable preferred stock converted into 1,683,168 shares of common stock.

Because of the anti-dilution provision in the Series A and Series B, as a result of the initial public offering, the Company recorded a deemed dividend related to the beneficial conversion of the Series A and Series B of \$63,000 and \$18,204,000, respectively. The deemed dividend was recorded to give effect to the additional shares issued to the holders of Series A and Series B.

Warrants In connection with the issuance of the Series B in 2000, the Company issued Series B Warrants to purchase, in the aggregate, \$47,500,000 of the Company's common stock at an equivalent per-share price of 50% of the fair value on the date of an initial public offering of common stock or the sale, merger or liquidation of the Company. The Company repurchased all of the Series B Warrants in connection with its initial public offering in December 2006 for \$22,087,000. As freestanding derivative instruments, changes in fair value of the Series B Warrants were recognized in earnings and reported as other income (expense). For the year ended December 31, 2006 the fair value of the Series B Warrants increased by \$7,443,500.

F-18

Table of Contents

IPG PHOTONICS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Minority Interests Minority interests reported in the accompanying consolidated financial statements consist of the 34.1% of NTO IRE-POLUS, Russia (NTO) held by the company's chief executive officer, certain other Company employees and other parties; 20% of IPG Photonics (Japan) Ltd., Japan held by the Company's Japanese distributor; and 10% of IPG Photonics (Korea) (IPG Korea) held by the management of IPG Korea. During 2007, the minority stockholder of IPG Korea contributed an additional \$36,000. The Company purchased the interests of certain minority stockholders of NTO, who collectively owned 7.6%, for \$596,000 in 2007 and purchased an additional 7.3% in 2008 for \$1,220,000. In 2008, the Company purchased the 20% minority interest in IPG Italy for \$1,355,000.

8. RELATED-PARTY TRANSACTIONS

Through July 2006, IP Fibre Devices (UK) Ltd. (IPFD), an entity that is controlled by the Company's chief executive officer, two management directors and certain other members of management, provided the Company with a revolving credit facility. Interest expense on the IPFD credit facility totaled \$94,000 during 2006. In July 2006, IPFD purchased from the Company's chief executive officer 770,670 shares of the Company's common stock in exchange for \$357,000 in cash and \$4.6 million in the form of the assignment of the amounts due under the IPFD credit facility. Simultaneously, the Company exchanged with the chief executive officer the note due from him with a remaining principal amount of \$5.0 million for \$357,000 in cash and \$4.6 million in the form of the assignment of amounts due under the IPFD credit facility. Consequently, the IPFD credit facility and the note receivable from the chief executive officer were fully repaid and were no longer outstanding at December 31, 2006.

From November 2004 to August 2006, the Company's chief executive officer provided a personal guarantee for a U.S. credit facility that has since been repaid. In consideration of the personal guarantee, the Company paid him a guarantee fee equal to the interest on his loan from the Company (with a tax gross-up) while the credit facility was outstanding. The guarantee fee was \$71,000 in 2006.

The Company leases office space from IPFD and reimburses IPFD for general and administrative expenses. The costs related to the lease and services totaled \$183,000, \$116,000 and \$115,000 for 2008, 2007 and 2006, respectively.

In April 2006, a director of one of the Company's then-existing customers joined the Company's board of directors. Sales to this customer totaled \$2,351,000, \$10,296,000 and \$10,366,000 for 2008, 2007 and 2006, respectively.

The Company paid \$295,000, \$252,000 and \$181,000 to the father of the Company's chief financial officer in 2008, 2007 and 2006, respectively. The amounts included payments for consulting services, commissions and reimbursement of expenses.

During 2008, the Company repaid its subordinated notes as described in Note 6. A member of the Company's board of directors is affiliated with several holders of the subordinated notes, which received \$10.3 million in principal in conjunction with the repayment of the subordinated notes. These holders earned \$320,000, \$540,000 and \$20,000 of interest in 2008, 2007, and 2006, respectively.

9. NET INCOME PER SHARE

For periods during which the Company had two classes of equity securities issued and outstanding, the Company followed EITF Issue No. 03-6, *Participating Securities and the Two Class Method under FASB Statement No. 128*

(EITF 03-6), which established standards regarding the computation of net income per share by companies that have issued securities other than common stock that contractually entitle the holder to participate in dividends and earnings of the company. EITF 03-6 requires earnings available to common stockholders for the period, after deduction of preferred stock accretion and deemed dividends related to beneficial conversion features, to be allocated between the common and convertible securities based on their

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

respective rights to receive dividends. Basic net income per share is then calculated by dividing income applicable to common stockholders by the weighted-average number of shares outstanding. The Company's preferred stock does not participate in losses, and therefore is not included in the computation of net loss per share, as applicable. EITF 03-6 does not require the presentation of basic and diluted net income per share for securities other than common stock; therefore, the following per share amounts only pertain to the Company's common stock.

The Company calculates diluted net income per share under the if-converted method unless the conversion of the convertible preferred stock is dilutive to basic net income per share. To the extent convertible preferred stock is dilutive, the Company calculates diluted net income per share under the two-class method to include the effect of potential common shares.

The share count used to compute basic and diluted net income per share is calculated as follows (in thousands):

| | Year Ended December 31, | | |
|--|--------------------------------|-------------|-------------|
| | 2008 | 2007 | 2006 |
| Weighted-average common shares outstanding used to compute basic net income per share; two classes of equity securities were outstanding prior to December 13, 2006 | | | 27,117 |
| Weighted-average common shares outstanding used to compute basic net income per share after conversion of convertible redeemable preferred stock; one class of equity securities was outstanding as of December 13, 2006 | 44,507 | 43,269 | 42,902 |
| Weighted-average common shares outstanding | 44,507 | 43,269 | 27,896 |
| Add dilutive common equivalents: | | | |
| Stock options | 1,716 | 2,480 | 2,351 |
| Series D preferred stock | | | 1,665 |
| Convertible supplier note payable | | | 1,093 |
| Shares used to compute diluted net income per share | 46,223 | 45,749 | 33,005 |

The following is a summary of the securities outstanding that have been excluded from the calculations because the effect on net income per share would have been anti-dilutive (in thousands):

| | Year Ended December 31, | | |
|--------------------------|--------------------------------|-------------|-------------|
| | 2008 | 2007 | 2006 |
| Stock options | 667 | 160 | |
| Series A preferred stock | | | 342 |
| Series B preferred stock | | | 2,810 |

The Series B Warrants were only exercisable upon the completion of an initial public offering of the Company's common stock or the sale, liquidation, or merger of the Company and, as such, any shares that would have been issued upon the exercise of the Series B Warrants were excluded from the computations of net income per share for all periods presented.

F-20

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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

| | Year Ended December 31, | | |
|--|--------------------------------|-------------|-------------|
| | 2008 | 2007 | 2006 |
| Calculation of basic net income per share: | | | |
| Net income for the period during which two classes of equity securities were outstanding | | | \$ 27,790 |
| Accretion of series B preferred stock | | | (1,994) |
| Beneficial conversion feature | | | (18,267) |
| Net income, net of assured stock dividends | | | \$ 7,529 |
| Percent of net income applicable to common stockholders(1) | | | 85% |
| Net income applicable to common stockholders | | | 6,435 |
| Weighted average common shares outstanding | | | 27,117 |
| Basic net income per share for the period during which two classes of equity securities were outstanding | | | \$ 0.24 |
| Net income for the period during which a single class of equity securities was outstanding | \$ 36,654 | \$ 29,895 | \$ 1,443 |
| Weighted average common shares outstanding | 44,507 | 43,269 | 42,902 |
| Basic net income per share for the period during which a single class of equity securities was outstanding | \$ 0.82 | \$ 0.69 | \$ 0.03 |
| Basic net income per share | \$ 0.82 | \$ 0.69 | \$ 0.27 |
| Calculation of diluted net income per share: | | | |
| Net income applicable to common stockholders | \$ 36,654 | \$ 29,895 | \$ 7,877 |
| Interest expense on convertible supplier note payable | | | 158 |
| Net income applicable to dilutive convertible preferred | | | 384 |
| Net income | 36,654 | 29,895 | 8,419 |
| Weighted average diluted shares outstanding | 46,223 | 45,749 | 33,005 |
| Diluted net income per share | \$ 0.79 | \$ 0.65 | \$ 0.26 |

(1) Calculation of percentage of net income applicable to common stockholders

**Year Ended
December 31,**

2006

| | |
|---|--------|
| Weighted average common shares outstanding | 27,896 |
| Weighted average dilutive convertible preferred stock | 1,665 |
| Weighted average anti-dilutive convertible preferred stock outstanding | 3,079 |
| Weighted average common shares and preferred shares outstanding | 32,640 |
| Percent of net income applicable to common stockholders | 85% |
| Percent of net income applicable to dilutive convertible preferred stockholders | 5% |

F-21

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****10. COMMITMENTS AND CONTINGENCIES**

Operating Leases The Company leases certain facilities under cancelable and noncancelable operating lease agreements which expire through January 2014. In addition, the Company leases capital equipment under operating leases. Rent expense for the years ended December 31, 2008, 2007 and 2006 totaled \$791,000, \$466,000 and \$383,000, respectively.

Commitments under the noncancelable lease agreements as of December 31, 2008, are as follows (in thousands):

| Years Ending December 31 | Facilities | Equipment | Total |
|---------------------------------|-------------------|------------------|------------------|
| 2009 | \$ 1,126 | \$ 1,931 | \$ 3,057 |
| 2010 | 851 | 1,720 | 2,571 |
| 2011 | 714 | 1,533 | 2,247 |
| 2012 | 65 | 1,018 | 1,083 |
| 2013 | 64 | 848 | 912 |
| 2014 | | 441 | 441 |
| Thereafter | | 93 | 93 |
| Total | \$ 2,820 | \$ 7,584 | \$ 10,404 |

Employment Agreements The Company has entered into employment agreements with certain members of senior management. The terms of these agreements are up to three years and include noncompete and nondisclosure provisions, as well as provide for defined severance payments in the event of termination.

Contractual Obligations The Company has entered into building agreements related to expansion of its manufacturing facilities. Obligations under these agreements were \$1,313,000 as of December 31, 2008.

11. LEGAL PROCEEDINGS

In November 2006, the Company was sued for patent infringement relating to fiber laser and amplifier products we produce. The plaintiff has made a complaint for damages of over \$10 million, treble damages for alleged willful infringement and injunctive relief. The case has been stayed until the termination of a pending patent re-examination.

In February 2008, the Company was sued for patent infringement relating to two product lines used in medical laser applications. The plaintiff has filed a complaint for unspecified damages, treble damages for alleged willful infringement and injunctive relief. The patent asserted in the lawsuit expired in April 2007. The case has been stayed until October 2009 in connection with a pending patent re-examination.

The Company believes it has meritorious defenses and intends to vigorously contest these claims. No loss is deemed probable at December 31, 2008 and no amounts have been accrued in respect to these contingencies.

12. EMPLOYEE BENEFIT PLANS

The Company maintains a 401(k) retirement savings plan covering all of its U.S. employees. The Company makes matching contributions equal to 50% of the employee's contributions, subject to a maximum of 6% of eligible compensation. Compensation expense related to the Company's contribution to the plan for the years ended December 31, 2008, 2007 and 2006, approximated \$504,000, \$405,000 and \$321,000, respectively.

F-22

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In 2008, the Company adopted an employee stock purchase plan covering its U.S. employees. The plan allows employees who participate to purchase shares of common stock through payroll deductions at a 15% discount to the lower of the stock price on the first day or the last day of the six-month purchase period. Payroll deductions may not exceed 10% of the employee's compensation. Compensation expense related to the employee stock purchase plan for the year ended December 31, 2008 approximated \$67,000.

13. INCOME TAXES

Income before the impact of income taxes and minority interests in consolidated subsidiaries for the years ended December 31, consisted of the following (in thousands):

| | 2008 | 2007 | 2006 |
|---------|-------------|-------------|-------------|
| U.S. | \$ 11,527 | \$ 18,079 | \$ 1,307 |
| Foreign | 45,037 | 29,531 | 26,812 |
| Total | \$ 56,564 | \$ 47,610 | \$ 28,119 |

The Company's (provision for) benefit from income taxes for the years ended December 31, consisted of the following (in thousands):

| | 2008 | 2007 | 2006 |
|---|-------------|-------------|-------------|
| Current: | | | |
| U.S. | \$ (1,215) | \$ (30) | \$ 2,859 |
| Foreign | (14,451) | (7,376) | (10,023) |
| Total current | (15,666) | (7,406) | (7,164) |
| Deferred: | | | |
| Federal | (3,177) | (6,659) | (4,329) |
| State | (308) | (436) | (290) |
| Foreign | 731 | (2,178) | (2,902) |
| Change in valuation allowance | 309 | 1,157 | 17,680 |
| Total deferred | (2,445) | (8,116) | 10,159 |
| (Provision for) benefit from income taxes | \$ (18,111) | \$ (15,522) | \$ 2,995 |

In 2006, the Company determined that it was more likely than not that a benefit would be realized from the domestic deferred tax assets and released \$13,060,000 related to the valuation allowance in addition to a favorable change of \$4,620,000 resulting from the use of net operating losses in 2006. In 2007, the provision for income taxes was affected by a change in valuation of deferred tax assets and liabilities as a result of a reduction in enacted tax rates in Germany. Additionally, there was a change in certain U.S. deferred tax assets and liabilities as a result of a change in estimated state tax rates and a change in valuation allowance due to the utilization of state tax loss carry-forwards. In 2008, the provision for income taxes was affected by a change in valuation of deferred tax assets and liabilities as a result of a reduction in enacted tax rates in Russia as well as a release of valuation allowance due to the utilization of the remaining state tax loss carry-forwards.

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A reconciliation of income tax expense at the U.S. federal statutory income tax rate to the recorded tax (provision) benefit for the years ended December 31, is as follows (in thousands):

| | 2008 | 2007 | 2006 |
|---|--------------------|--------------------|-----------------|
| Tax at statutory rate | \$ (19,797) | \$ (16,663) | \$ (9,560) |
| Non-U.S. rate differential net | 2,261 | 7 | (1,388) |
| State income taxes net | (308) | (522) | (121) |
| Effect of changes in enacted tax rates on deferred tax assets and liabilities | (176) | 1,124 | |
| Fair value adjustment to series B warrants | | | (2,531) |
| Nondeductible stock compensation expense | (448) | (226) | (76) |
| Tax Credits | 1,183 | 829 | |
| Change in Reserves | (934) | (636) | |
| Change in valuation allowance | 309 | 1,157 | 17,680 |
| Other net | (201) | (592) | (1,009) |
| | \$ (18,111) | \$ (15,522) | \$ 2,995 |

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, are as follows (in thousands):

| | 2008 | 2007 |
|------------------------------------|-----------------|-----------------|
| Property, plant, and equipment | \$ (235) | \$ (1,089) |
| Inventory provisions | 4,510 | 3,226 |
| Allowances and accrued liabilities | (266) | 803 |
| Other tax credits | 1,919 | 2,232 |
| Deferred compensation | (520) | (2,247) |
| Net operating loss carryforwards | 241 | 1,911 |
| Valuation allowance | | (309) |
| Net deferred tax assets | \$ 5,649 | \$ 4,527 |

As of December 31, 2008, the Company has U.S. federal and state tax net operating loss carryforwards available for future periods of approximately \$9,250,000 and \$3,000,000, respectively. The federal and state tax net operating loss carryforwards begin expiring in 2022 and 2008, respectively. All of the federal net operating loss carryforward will be credited to paid in capital when realized.

In 2007, the Company adopted the provisions of FIN 48. The effect of adoption on the results of operations and financial condition of the Company as of and for the year ended December 31, 2007 was not material. The Company

had unrecognized tax benefits of \$1,672,000 and \$865,000 at December 31, 2008 and 2007, respectively. If recognized, all of the Company's unrecognized tax benefits would be recorded as a component of income tax expense. Estimated penalties and interest related to the underpayment of income taxes are \$129,000 and \$179,000 for the years ended December 31, 2008 and 2007. Total accrued penalties and interest related to the underpayment of income taxes are \$308,000 and \$179,000 for the years ended December 31, 2008 and 2007, respectively.

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's uncertain tax positions are related to tax years that remain subject to examination by the relevant taxing authorities. Open tax years by major jurisdictions are:

| | | |
|---------------|------|------|
| United States | 2002 | 2008 |
| Germany | 2003 | 2008 |
| Russia | 2008 | |

We are currently undergoing an examination by German tax authorities for the years 2003 to 2007. It is not expected that the outcome of this examination will have a material effect on unrecognized tax benefits.

14. GEOGRAPHIC AND PRODUCT INFORMATION

The Company markets and sells its products throughout the world through both direct sales and distribution channels. The geographic sources of the Company's net sales, based on billing addresses of the Company's customers are as follows (in thousands):

| | Year Ended December 31, | | |
|---------------------------------------|--------------------------------|-------------|-------------|
| | 2008 | 2007 | 2006 |
| United States and other North America | \$ 52,018 | \$ 53,272 | \$ 45,519 |
| Europe: | | | |
| Germany | 44,771 | 33,450 | 24,454 |
| Other including Eastern Europe/CIS | 49,306 | 39,345 | 24,037 |
| Asia and Australia: | | | |
| Japan | 41,310 | 32,894 | 35,585 |
| Other | 36,272 | 29,670 | 13,184 |
| Rest of the World | 5,399 | 46 | 446 |
| Total | \$ 229,076 | \$ 188,677 | \$ 143,225 |

Sales are derived from products for different applications: fiber lasers and diode lasers for materials processing, fiber lasers and amplifiers for advanced applications, fiber amplifiers for communications applications, and fiber lasers for medical applications. Net sales for these product lines are as follows (in thousands):

| | Year Ended December 31, | | |
|-----------------------|--------------------------------|-------------|-------------|
| | 2008 | 2007 | 2006 |
| Materials processing | \$ 187,720 | \$ 140,044 | \$ 97,600 |
| Advanced applications | 24,670 | 25,047 | 19,224 |
| Communications | 12,904 | 13,062 | 15,222 |

Edgar Filing: Valenti Douglas - Form SC 13G

| | | | |
|---------|------------|------------|------------|
| Medical | 3,782 | 10,524 | 11,179 |
| Total | \$ 229,076 | \$ 188,677 | \$ 143,225 |

The Company had one customer that individually comprised 7%, 7% and 10% of net sales during the years ended December 31, 2008, 2007 and 2006, respectively. Accounts receivable related to this customer totaled approximately 5% and 7% of the net accounts receivable balance as of December 31, 2008 and 2007, respectively.

F-25

Table of Contents**IPG PHOTONICS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The geographic locations of the Company's long-lived assets, based on physical location of the assets, as of December 31, 2008 and 2007, are as follows (in thousands):

| | December 31, | |
|---------------|---------------------|------------------|
| | 2008 | 2007 |
| United States | \$ 61,943 | \$ 44,560 |
| Germany | 48,424 | 41,112 |
| Russia | 9,418 | 5,988 |
| China | 4,269 | 3,712 |
| Other | 2,396 | 998 |
| | \$ 126,450 | \$ 96,370 |

15. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

| 2008 | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
|--|--|---------------------------|--------------------------|---------------------------|
| | (In thousands, except per share data) | | | |
| Net sales | \$ 52,876 | \$ 55,994 | \$ 62,012 | \$ 58,194 |
| Gross profit | 24,400 | 26,947 | 29,422 | 26,531 |
| Net income applicable to common stockholders | 8,149 | 8,552 | 10,893 | 9,060 |
| Basic earnings per share applicable to common stockholders | 0.18 | 0.19 | 0.24 | 0.20 |
| Diluted earnings per share applicable to common stockholders | 0.18 | 0.19 | 0.23 | 0.20 |
| | | | | |
| 2007 | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
| | (In thousands, except per share data) | | | |
| Net sales | \$ 41,753 | \$ 43,952 | \$ 47,905 | \$ 55,067 |
| Gross profit | 19,331 | 20,319 | 21,705 | 23,627 |
| Net income applicable to common stockholders | 6,613 | 6,388 | 8,557 | 8,337 |
| Basic earnings per share applicable to common stockholders | 0.15 | 0.15 | 0.20 | 0.19 |
| Diluted earnings per share applicable to common stockholders | 0.15 | 0.14 | 0.19 | 0.18 |

Table of Contents**EXHIBIT INDEX**

| Exhibit Number | Description |
|---------------------------|--|
| 3.1 | Form of Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to Registration Statement No. 333-136521 filed with the Securities and Exchange Commission (the Commission) on August 11, 2006) |
| 3.2 | Form of Certificate of Amendment of Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.4 to Registration Statement No. 333-136521 filed with the Commission on November 24, 2006) |
| 3.3 | Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.3 to Registration Statement No. 333-136521 filed with the Commission on August 11, 2006) |
| 4.1 | Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to Registration Statement No. 333-136521 filed with the Commission on November 14, 2006) |
| 4.2 | Registration Rights Agreement by and among the Registrant and the Investors named therein, dated as of August 30, 2000, as amended (incorporated by reference to Exhibit 4.2 to Registration Statement No. 333-136521 filed with the Commission on August 11, 2006) |
| 10.1 | 2000 Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2007) |
| 10.2 | Amendment to Section 4.2 of 2000 Incentive Compensation Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2008) |
| 10.3 | 2006 Incentive Compensation Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2007) |
| 10.4 | Amendment to Section 4.2 of 2006 Incentive Compensation Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2008) |
| 10.5 | Non-Employee Director Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on March 4, 2009) |
| 10.6 | Non-Employee Directors Stock Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2007) |
| 10.7 | Amendment to Section 4.2 of Non-Employee Directors Stock Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2008) |
| 10.8 | Senior Executive Short-Term Incentive Plan (incorporated by reference to Exhibit 10.5 to Registration Statement No. 333-136521 filed with the Commission on August 11, 2006) |
| 10.9 | 2008 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2008) |
| 10.10 | Form of Subordinated Note of the Registrant to be issued to holders of series B preferred stock (incorporated by reference to Exhibit 10.6 to Registration Statement No. 333-136521 filed with the Commission on August 11, 2006) |
| 10.11 | Employment Agreement by and between the Registrant and Valentin P. Gapontsev, dated May 9, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2008) |
| 10.12 | Service Agreement by and between the Registrant and Eugene Shcherbakov, dated May 9, 2008 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2008) |
| 10.13 | Form of Employment Agreement dated May 9, 2008, between the Registrant and each of Timothy P.V. Mammen, Angelo P. Lopresti, George H. BuAbbud, William S. Shiner and Alexander Ovtchinnikov (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the |

- Commission on May 13, 2008)
- 10.14 Form of Confidentiality, Non-Competition and Confirmatory Assignment Agreement between the Registrant and each of the named executive officers and certain other executive officers. (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the Commission on May 13, 2008)
-

Table of Contents

| Exhibit Number | Description |
|---------------------------|--|
| 10.15 | Form of Indemnification Agreement between the Registrant and each of its Directors and Executive Officers (incorporated by reference to Exhibit 10.13 to Registration Statement No. 333-136521 filed with the Commission on August 11, 2006) |
| 10.16 | Form of Stock Option Agreement under the 2000 Incentive Compensation Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2007) |
| 10.17 | Form of Stock Option Agreement under the 2006 Incentive Compensation Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2007) |
| 10.18 | Form of Stock Option Agreement under the 2006 Non-Employee Directors Stock Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2007) |
| 10.19 | Form of Confidentiality, Non-Competition and Confirmatory Assignment Agreement (incorporated by reference to Exhibit 10.16 to Registration Statement No. 333-136521 filed with the Commission on August 11, 2006) |
| 10.20 | Sublease Agreement between IP Fibre Devices (UK) Ltd. and IPG Photonics (UK) Ltd., dated October 31, 2006 (incorporated by reference to Exhibit 10.45 to Registration Statement No. 333-136521 filed with the Commission on November 14, 2006) |
| 10.21 | Loan Agreement between the Registrant and Bank of America, N.A. dated as of June 4, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 9, 2008) |
| 10.22 | Revolving Credit Note by the Registrant dated June 4, 2008 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Commission on June 9, 2008) |
| 10.23 | Term Note by the Registrant dated June 4, 2008 (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the Commission on June 9, 2008) |
| 10.24 | Mortgage and Security Agreement between Registrant and Bank of America, N.A. dated as of June 4, 2008 (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the Commission on June 9, 2008) |
| 10.25 | Credit Facility Agreement between IPG Laser GmbH and Deutsche Bank AG dated October 10, 2007 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 8, 2007) |
| 10.26 | Amendment 1 to the Credit Facility Agreement between IPG Laser GmbH and Deutsche Bank AG dated March 5, 2009. |
| 10.27 | Guarantee of the Registrant dated October 10, 2007 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 8, 2007) |
| 10.28 | Annex 1 dated March 5, 2009, to Guaranty of the Registrant dated October 10, 2007. |
| 10.29 | Agreement and Plan of Reorganization among the Registrant, IPG Laser GmbH, Valentin P. Gapontsev and Igor Samartsev, dated as of August 5, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 11, 2008) |
| 21.1 | List of Subsidiaries |
| 23.1 | Consent of Deloitte & Touche LLP |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 1350 |